

NAVISTAR INTERNATIONAL CORP
Form SC 13D/A
March 24, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)

Navistar International Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

(CUSIP Number) 63934E108

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 23, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 63934E108

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

Gabelli Funds, LLC
I.D. No. 13-4044523

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :⁷ Sole voting power

Shares : 3,370,553 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 3,370,553 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

3,370,553 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

4.13%

14 Type of reporting person
(SEE INSTRUCTIONS)

IA, CO

2

CUSIP No. 63934E108

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GAMCO Asset
Management,
Inc.
I.D. No. 13-4044521
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

2

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :7 Sole voting power

Shares : 5,966,979 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 6,503,979 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 6,503,979 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 7.98%
Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

3

CUSIP No. 63934E108

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Teton Advisors, Inc.
 I.D. No. 13-4008049
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS)(a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 00 – Funds of investment
 advisory clients

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 Delaware

Number Of :⁷ Sole voting power

Shares : 5,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 5,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

12 5,000 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares

13 (SEE INSTRUCTIONS)
Percent of class represented
by amount in row (11)

14 0.01%
Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

4

CUSIP No. 63934E108

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Gabelli Securities, Inc.
 I.D. No.

13-3379374

2 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 00 – Client funds

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 Delaware

Number Of :⁷ Sole voting power

Shares : 9,500 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 9,500 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

9,500 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.01%

14 Type of reporting person
(SEE INSTRUCTIONS)

HC, CO, IA

5

CUSIP No. 63934E108

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Gabelli Foundation, Inc.
 I.D. No. 94-2975159

2 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 WC

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 NV

Number Of :⁷ Sole voting power

Shares : 10,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 10,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

12 10,000 (Item 5)

Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.01%

14 Type of reporting person
(SEE INSTRUCTIONS)

00-Private Foundation

6

CUSIP No. 63934E108

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
MJG Associates, Inc.

2 I.D. No. 06-1304269
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00-Client Funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Connecticut

Number Of :7 Sole voting power

Shares : 6,500 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 6,500 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 6,500 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 0.01%
Type of reporting person
(SEE INSTRUCTIONS)
CO

7

CUSIP No. 63934E108

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 MJG-IV Limited
Partnership

I.D. No.

13-3191826

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :7 Sole voting power

Shares : 2,000 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 2,000 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 2,000 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 0.00%
Type of reporting person
(SEE INSTRUCTIONS)
PN

8

CUSIP No. 63934E108

Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 1 GGCP, Inc.

I.D. No.

13-3056041
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS)(a)
 2

(b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 WC

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 Wyoming

Number Of :⁷ Sole voting power

Shares : 16,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 16,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

16,000 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.02%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

9

CUSIP No. 63934E108

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GAMCO Investors, Inc.

I.D.

No. 13-4007862

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
WC

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power

Shares : 8,800 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 8,800 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

8,800 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.01%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

10

CUSIP No. 63934E108

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

Mario J. Gabelli

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
Private Funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
USA

Number Of :⁷ Sole voting power

Shares : 101,500 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 101,500 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

101,500 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes

certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

14 0.12%
Type of reporting person
(SEE INSTRUCTIONS)
IN

11

Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D on the Common Stock of Navistar International Corporation (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on January 30, 2012. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., The Gabelli Healthcare & Wellness^{Rx} Trust, The Gabelli Global Small and Mid Cap Value Trust and Gabelli Value Plus+ Trust (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-fund GAMCO Merger Arbitrage), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$28,532,912 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$15,684,773 and \$12,433,556, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Mario Gabelli used approximately \$86,100 of private funds to purchase the additional Securities reported by him. Teton Advisors used approximately \$76,901 of funds of investment advisory clients to purchase the additional Securities reported by it. GBL used approximately \$2,767 of working capital to purchase the additional Securities reported by it. GGCP used

approximately \$172,478 of working capital to purchase the additional Securities reported by it. GSI used approximately \$76,337 of client funds to purchase the additional Securities reported by it.

Item 4. Purpose of Transaction

Item 4 to Schedule 13D is amended, in pertinent part, as follows:

Each of the Reporting Persons has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both.

The Reporting Persons are engaged in the business of securities analysis and investment. The Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties, with management or with Directors in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the Company Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17d-1 under the Company Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although most portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that one or more Reporting Persons may be acquiring Securities while others are disposing of Securities.

With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all Reporting Persons exceeds 25% of the total voting position of the Issuer, one or more of the filing persons may transfer voting and/or dispositive power over shares to independent committees of directors or the owners of such shares. Such committees vote and/or consider disposition of such shares independently of the Reporting Persons.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 10,033,832 shares, representing 12.30% of the 81,530,375 shares outstanding. This latter number of shares is arrived at by adding the number of shares reported as being outstanding in the Issuer's most recently filed Form 10-Q for the quarterly period ended January 31, 2015 (81,486,196 shares) to the number of shares (44,179 shares) which would be receivable by the Reporting Persons if they were to convert all of the Issuer's senior subordinated convertible notes held by them into common shares. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common | Shares of Common Plus Convertible Senior Note Converted | % of Common Plus Convertible Senior Note Converted |
|------------------|---------------------------|-------------------------|---|--|
| GAMCO | 6,503,979 | 7.98% | 6,503,979 | 7.98% |
| Gabelli Funds | 3,326,374 | 4.08% | 3,370,553 | 4.13% |
| GSI | 9,500 | 0.01% | 9,500 | 0.01% |
| Mario J. Gabelli | 101,500 | 0.12% | 101,500 | 0.12% |
| Foundation | 10,000 | 0.01% | 10,000 | 0.01% |
| MJG Associates | 6,500 | 0.01% | 6,500 | 0.01% |
| MJG-IV | 2,000 | 0.00% | 2,000 | 0.00% |
| Teton Advisors | 5,000 | 0.01% | 5,000 | 0.01% |
| GBL | 8,800 | 0.01% | 8,800 | 0.01% |
| GGCP | 16,000 | 0.02% | 16,000 | 0.02% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 537,000 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

12

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 24, 2015

GGCP, INC.
MARIO J. GABELLI
MJG ASSOCIATES, INC.
GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman
David Goldman
General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.
GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli Securities, Inc.

President & Chief Operating Officer of the sole

member of
Gabelli Funds, LLC
13

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

| | |
|---------------------|--|
| | Former Chairman and Chief Executive Officer |
| Edwin L. Artzt | Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202 |
| | Chairman & Chief Executive Officer |
| Raymond C. Avansino | E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501 |
| | Former Chairman and Chief Executive Officer |
| Richard L. Bready | Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| | Chairman of The LGL Group, Inc. |
| Marc Gabelli | 2525 Shader Road Orlando, FL 32804 |
| Mario J. Gabelli | Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC. |
| | Director |
| Elisa M. Wilson | c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580 |
| | Former Chairman and Chief Executive Officer |
| Eugene R. McGrath | Consolidated Edison, Inc. 4 Irving Place New York, NY 10003 |
| | President & Chief Executive Officer |
| Robert S. Prather | Heartland Media, LLC 1843 West Wesley Road Atlanta, GA 30327 |

Officers:

| | |
|---------------------|---------------------------------------|
| Mario J. Gabelli | Chairman and Chief Executive Officer |
| Douglas R. Jamieson | President and Chief Operating Officer |
| Henry G. Van der Eb | Senior Vice President |

Bruce N. Alpert Senior Vice President
Agnes Mullady Senior Vice President
Robert S. Zuccaro Executive Vice President and Chief Financial Officer
Kevin Handwerker Executive Vice President, General Counsel and Secretary

GAMCO Asset
Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios
Douglas R. Jamieson President, Chief Operating Officer and Managing Director
Robert S. Zuccaro Chief Financial Officer
David Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC
Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios
Bruce N. Alpert Executive Vice President and Chief Operating Officer
Agnes Mullady President and Chief Operating Officer – Open End Fund Division
Robert S. Zuccaro Chief Financial Officer
David Goldman General Counsel

Gabelli Securities, Inc.
Directors:

Robert W. Blake President of W. R. Blake & Sons, Inc.
196-20 Northern Boulevard
Flushing, NY 11358

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Douglas G. DeVivo Co-Chairman of the Board and
DeVivo Asset Management Company LLC
P.O. Box 2048
Menlo Park, CA 94027

Marc J. Gabelli Co-Chairman of the Board

Douglas R. Jamieson President

Daniel R. Lee Chief Executive Officer
Full House Resorts, Inc.
4670 South Ford Apache Road, Suite 190
Las Vegas, NV 89147

William C.
Mattison, Jr.
Salvatore F.
Sodano Vice Chairman

Officers:

Douglas R. Jamieson See above

Robert S. Zuccaro Chief Financial Officer

Diane M. LaPointe Controller

Kevin Handwerker Secretary

David M. Goldman General Counsel and Assistant Secretary

Joel Torrance Chief Compliance Officer

G.research, Inc.

Directors:

Daniel M. Miller Chairman

Cornelius V. McGinity President

Officers:

Daniel M. Miller See above

Cornelius V. McGinity See above

Bruce N. Alpert Vice President

Diane M. LaPointe Controller and Financial & Operations Principal

Douglas R. Jamieson Secretary

David M. Goldman Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

| | |
|--------------------|--|
| Mario J. Gabelli | Chairman, Trustee & Chief Investment Officer |
| Elisa M. Wilson | President |
| Marc J. Gabelli | Trustee |
| Matthew R. Gabelli | Trustee |
| Michael Gabelli | Trustee |

MJG-IV Limited Partnership

Officers:

| | |
|------------------|-----------------|
| Mario J. Gabelli | General Partner |
|------------------|-----------------|

GGCP, Inc.

Directors:

| | |
|--------------------|---|
| Mario J. Gabelli | Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.;; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC. |
| Marc J. Gabelli | Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804 |
| Matthew R. Gabelli | Vice President – Trading G.research, Inc. One Corporate Center Rye, NY 10580 |
| Charles C. Baum | Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223 |
| Fredric V. Salerno | Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications |

Officers:

| | |
|------------------|---|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer |
| Marc J. Gabelli | President Vice President, |
| Silvio A. Berni | Assistant Secretary and Controller |

GGCP Holdings LLC

Members:

| | |
|------------------|-----------------------|
| GGCP, Inc. | Manager and Member |
| Mario J. Gabelli | Member |

Teton Advisors, Inc.

Directors:

Howard F. Ward

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Howard F. Ward

See above

Nicholas F. Galluccio See above

Robert S. Zuccaro Chief Financial Officer

David Goldman General Counsel

Tiffany Hayden Secretary

SCHEDULE II
INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

SHARES PURCHASED AVERAGE
DATE SOLD(-) PRICE(2)

COMMON STOCK-NAVISTAR INTERNATIONAL CORP.

MARIO J. GABELLI

3/18/15 3,000 28.7000

GABELLI SECURITIES, INC.

2/04/15 500 29.9500

ALCE PARTNERS

3/19/15 500 28.5320

3/18/15 500 28.7000

GAMCO INVESTORS, INC.

3/04/15 8,500 *DI

2/11/15 100 27.6700

GAMCO ASSET MANAGEMENT INC.

3/23/15 3,000 28.2000

3/23/15 2,000 28.0500

3/23/15 800- *DO

3/23/15 300 28.3636

3/23/15 100 28.2500

3/23/15 2,100 28.1629

3/23/15 10,000 28.1200

3/20/15 1,300 28.4723

3/20/15 17,000 28.3079

3/20/15 12,500 28.4098

3/19/15 2,000 28.4243

3/19/15 1,800 28.8347

3/19/15 900 28.2800

3/19/15 8,200 28.8696

3/19/15 18,000- *DO

3/19/15 4,550 28.3474

3/19/15 1,000 28.7080

3/19/15 1,000 28.8940

3/18/15 500 29.4199

3/18/15 500 29.4360

3/18/15 500 29.2900

3/18/15 10,400 29.0098

3/18/15 23,494 28.8330

3/18/15 500 28.7799

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| | | |
|---------|--------|---------|
| 3/18/15 | 200 | 28.5741 |
| 3/18/15 | 200- | 29.3268 |
| 3/18/15 | 200- | 28.8901 |
| 3/18/15 | 10,400 | 29.0098 |
| 3/18/15 | 8,000- | 29.0098 |
| 3/17/15 | 975 | 30.3300 |
| 3/17/15 | 200 | 30.3920 |
| 3/17/15 | 500 | 30.6620 |
| 3/16/15 | 2,200 | 30.6814 |
| 3/16/15 | 500 | 30.5856 |
| 3/16/15 | 4,331 | 30.3291 |
| 3/16/15 | 2,000 | *DI |
| 3/13/15 | 1,200 | 30.7008 |
| 3/13/15 | 1,000 | 30.6240 |
| 3/12/15 | 1,000 | 30.4920 |
| 3/11/15 | 800 | 29.8300 |
| 3/10/15 | 800 | 29.7264 |
| 3/09/15 | 10,000 | 29.6645 |
| 3/09/15 | 200 | 29.6600 |
| 3/06/15 | 150- | *DO |
| 3/05/15 | 1,000 | 29.3450 |
| 3/05/15 | 3,000 | 29.0074 |
| 3/05/15 | 1,000- | *DO |
| 3/04/15 | 1,180 | 28.7189 |
| 3/04/15 | 700 | 28.8329 |
| 3/04/15 | 1,200 | 28.8050 |
| 3/03/15 | 410 | 30.3288 |
| 3/03/15 | 4,000 | 29.7574 |
| 3/03/15 | 150 | 29.1686 |
| 3/03/15 | 870 | 30.4186 |
| 3/02/15 | 5,000 | 29.0200 |
| 3/02/15 | 1,200 | 28.9183 |
| 2/27/15 | 300- | 29.0600 |
| 2/27/15 | 5,000 | 29.1529 |
| 2/27/15 | 300 | 29.0600 |
| 2/27/15 | 2,000 | 29.0485 |
| 2/27/15 | 50- | 29.9600 |
| 2/27/15 | 50- | 29.4200 |
| 2/27/15 | 300 | 29.0600 |
| 2/26/15 | 1,000 | 30.1600 |
| 2/25/15 | 200- | 30.1900 |
| 2/25/15 | 6,600 | 30.2224 |
| 2/24/15 | 2,500 | 29.6821 |
| 2/24/15 | 300 | 29.8200 |
| 2/23/15 | 800 | 29.3138 |
| 2/23/15 | 4,000 | 29.1861 |
| 2/23/15 | 300 | 29.1000 |
| 2/23/15 | 7,200 | 29.1535 |
| 2/23/15 | 600 | 29.1770 |
| 2/23/15 | 100- | 29.2900 |
| 2/20/15 | 1,400 | 29.1493 |

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| | | |
|---------|---------|---------|
| 2/19/15 | 8,900 | 28.8621 |
| 2/19/15 | 400 | 28.7436 |
| 2/19/15 | 4,100 | 29.2407 |
| 2/19/15 | 5,000 | 29.2466 |
| 2/19/15 | 500- | 28.7800 |
| 2/19/15 | 900 | 29.1794 |
| 2/18/15 | 2,000 | 28.3948 |
| 2/18/15 | 15,000 | 28.5777 |
| 2/18/15 | 10,500 | 28.7243 |
| 2/18/15 | 500 | 28.3740 |
| 2/17/15 | 10,000 | 28.5512 |
| 2/13/15 | 1,800- | *DO |
| 2/13/15 | 10,000 | 28.5472 |
| 2/12/15 | 75- | *DO |
| 2/12/15 | 620 | 27.8499 |
| 2/12/15 | 100- | 27.9300 |
| 2/11/15 | 600- | *DO |
| 2/10/15 | 7,300 | 28.1111 |
| 2/10/15 | 600 | 28.2300 |
| 2/10/15 | 1,200- | 28.2300 |
| 2/10/15 | 400- | 27.9675 |
| 2/10/15 | 900 | 27.9293 |
| 2/10/15 | 4,100 | 27.9432 |
| 2/10/15 | 1,400- | 27.8943 |
| 2/09/15 | 2,000- | 28.4220 |
| 2/09/15 | 2,900 | 28.4198 |
| 2/06/15 | 400 | 28.8100 |
| 2/06/15 | 2,500 | 28.4427 |
| 2/05/15 | 15,000 | 28.2807 |
| 2/05/15 | 300 | 28.5500 |
| 2/05/15 | 600 | 28.9309 |
| 2/05/15 | 10,500 | 28.5689 |
| 2/04/15 | 5,300 | 30.3384 |
| 2/04/15 | 3,000- | 30.6632 |
| 2/04/15 | 5,000 | 30.3084 |
| 2/02/15 | 12,000 | 28.8866 |
| 2/02/15 | 19,000- | 29.1293 |
| 2/02/15 | 300 | 29.0199 |
| 1/30/15 | 1,600 | 29.7344 |
| 1/30/15 | 500- | *DO |
| 1/30/15 | 4,100 | 29.2293 |
| 1/30/15 | 2,000- | 29.3773 |
| 1/29/15 | 2,000 | *DI |
| 1/28/15 | 1,400- | 29.8141 |
| 1/28/15 | 900 | 29.5266 |
| 1/28/15 | 4,800 | 29.7100 |
| 1/28/15 | 2,000 | 30.0755 |
| 1/27/15 | 300 | 31.2880 |
| 1/27/15 | 10,000 | 30.6105 |
| 1/27/15 | 900 | 30.6789 |
| 1/27/15 | 1,000 | 30.8500 |

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| | | |
|---|--------|---------|
| 1/26/15 | 1,500 | 31.4613 |
| 1/26/15 | 1,000 | 31.4980 |
| GGCP, INC. | | |
| 2/10/15 | 4,000 | 28.1795 |
| 1/28/15 | 2,000 | 29.8800 |
| TETON ADVISORS, INC. | | |
| 3/23/15 | 2,700 | 28.4818 |
| GABELLI FUNDS, LLC. | | |
| GABELLI VALUE PLUS+ TRUST PLC | | |
| 3/23/15 | 4,900 | 28.1861 |
| 3/20/15 | 12,100 | 28.4440 |
| 3/19/15 | 3,000 | 28.4470 |
| 3/18/15 | 500 | 28.5741 |
| 3/13/15 | 3,500 | 30.6882 |
| 3/11/15 | 1,000 | 29.8700 |
| 3/09/15 | 500 | 29.5400 |
| 3/04/15 | 1,000 | 28.7100 |
| 3/02/15 | 500 | 28.8800 |
| 2/26/15 | 500 | 29.8800 |
| 2/24/15 | 500 | 29.6260 |
| GABELLI VALUE FUND | | |
| 3/23/15 | 2,000 | 28.2490 |
| 3/20/15 | 2,000 | 28.2945 |
| 1/27/15 | 5,000 | 31.0723 |
| GAMCO STRATEGIC VALUE | | |
| 2/17/15 | 8,500- | 28.3600 |
| GABELLI SMALL CAP GROWTH FUND | | |
| 3/20/15 | 35,000 | 28.2138 |
| 3/19/15 | 35,000 | 28.4780 |
| 3/18/15 | 40,000 | 29.3462 |
| 2/26/15 | 5,000 | 30.0800 |
| 2/19/15 | 17,000 | 28.9378 |
| 2/10/15 | 8,000 | 28.0800 |
| 2/10/15 | 5,000 | 28.2296 |
| 2/05/15 | 25,000 | 28.2554 |
| GABELLI GLOBAL SMALL AND MIDCAP VALUE TRUST | | |
| 3/18/15 | 1,000 | 28.5741 |
| 2/05/15 | 3,000 | 28.5200 |
| GABELLI EQUITY TRUST | | |
| 1/26/15 | 3,100 | 31.3574 |
| GABELLI EQUITY INCOME FUND | | |
| 3/13/15 | 15,000 | 30.7276 |
| GABELLI DIVIDEND & INCOME TRUST | | |
| 3/23/15 | 75,000 | 28.4818 |
| GABELLI DIVIDEND GROWTH FUND | | |
| 3/23/15 | 10,000 | 28.4818 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.

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