

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
August 11, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): August 9, 2006**

**NAVISTAR INTERNATIONAL CORPORATION**  
(Exact name of registrant as specified in its charter)

|   |                       |   |
|---|-----------------------|---|
| <u>Delaware</u>   | <u>1-9618</u>         | <u>36-3359573</u>                       |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |
| <u>4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois</u>   |                       | <u>60555</u>                            |
| (Address of principal executive offices)                          |                       | (Zip Code)                              |

Registrant's telephone number, including area code (630) 753-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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**ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS**

On August 9, 2006, Navistar International Corporation (the “company”) executed a supplemental indenture (the “supplemental indenture”) to its indenture dated December 16, 2002 (the “senior notes indenture”) relating to its 2.50% senior convertible notes due 2007. The supplemental indenture, among other things, waived any and all defaults and events of default existing under the senior notes indenture, eliminated specified affirmative covenants and certain events of default and related provisions in the senior notes indenture and rescinded any and all prior notices of default and/or acceleration delivered to the company pursuant to the senior notes indenture.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

The following Exhibit is deemed to be filed under the Securities Exchange Act of 1934, as amended.

(d) Exhibit

| Exhibit No. | Description  | Page |
|-------------|--|------|
| 4.50        | First Supplement, dated as of August 9, 2006, to Indenture by and among Navistar International Corporation, International Truck and Engine Corporation and BNY Midwest Trust Company, as Trustee, for 2.50% Senior Convertible Notes due 2007 for \$190,000,000. | E-1  |

**Forward-looking information**

*Information provided and statements contained in the presentation that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of the presentation and the company assumes no obligation to update the information included in the presentation. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties and assumptions, including the risk of continued delay in the completion of our financial statements and the consequences thereof, the availability of funds, either through cash on hand or the company’s other liquidity sources, to repay any amounts due should any of the company’s debt become accelerated, and decisions by suppliers and other vendors to restrict or eliminate customary trade and other credit terms for the company’s future orders and other services, which would require the company to pay cash and which could have a material adverse effect on the company’s liquidity position and financial condition. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. For a further description of these factors, see Exhibit 99.1 to our Form 8-K filed on April 12, 2006.*

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

Registrant

Date: August 9, 2006

/s/Robert C. Lannert

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Robert C. Lannert  
Vice Chairman and Chief Financial Officer