

NAVISTAR INTERNATIONAL CORP

Form 8-K

December 19, 2011

**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): December 13, 2011

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-9618**  
(Commission  
File No.)

**36-3359573**  
(I.R.S. Employer  
Identification No.)

**2701 Navistar Drive**

**Lisle, Illinois**  
(Address of principal executive offices)

**60532**  
(Zip Code)

**Registrant's telephone number, including area code (331) 332-5000**

**(Former name or former address, if changed since last report.)**

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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On December 13, 2011, the Compensation Committee of the Board of Directors (the Board ) of Navistar International Corporation (the Corporation ) approved the Annual Incentive Plan Criteria for fiscal year 2012 for certain employees, including its principal executive officer, principal financial officer and other named executive officers (the 2012 Annual Incentive Awards ). The performance criteria applicable to the 2012 Annual Incentive Awards are attached as Exhibit 10.1 to this report and hereby incorporated herein by reference.

On December 12, 2011, the Nominating and Governance Committee of the Board recommended, and on December 13, 2011 the Board approved, the fiscal year 2012 non-employee director stock option grants (the Non-Employee Director Stock Option Grants ). The terms applicable to the Non-Employee Director Stock Option Grants are attached as Exhibit 10.2 to this report and hereby incorporated herein by reference.

The 2012 Annual Incentive Awards and the Non-Employee Director Stock Option Grants will be awarded under, and are subject to the terms and conditions of, the Corporation s 2004 Performance Incentive Plan, as amended and restated as of April 19, 2010.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

The following documents are filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Annual Incentive Award Plan Criteria for fiscal year 2012 for named executive officers. |
| 10.2               | Non-Employee Director Stock Option Grants.  |

**SIGNATURE**

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)*

By: /s/ Andrew J. Cederoth  
Name: Andrew J. Cederoth  
Title: Executive Vice President and

Chief Financial Officer

Dated: December 19, 2011

**EXHIBIT INDEX**

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