

NAVISTAR INTERNATIONAL CORP  
Form 10-K/A  
March 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-K/A**  
**(Amendment No. 1)**

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended October 31, 2009

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from To

Commission file number 1-9618

**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)

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

**4201 Winfield Road, P.O. Box 1488,**

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

**60555**  
(Zip Code)

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

**Securities registered pursuant to Section 12(g) of the Act:**

**Common stock, par value \$0.10 per share**

**Cumulative convertible junior preference stock, Series D (with \$1.00 par value per share)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of April 30, 2009, the aggregate market value of common stock held by non-affiliates of the registrant was \$2.3 billion. For purposes of the foregoing calculation only, executive officers and directors of the registrant, and pension and 401(k) plans of the registrant have been deemed to be affiliates.

As of November 30, 2009, the number of shares outstanding of the registrant's common stock was 70,718,762, net of treasury shares.

Documents incorporated by reference: Portions of the Company's Proxy Statement for the Annual Meeting of Shareowners to be held on February 16, 2010 are incorporated by reference in Part III.

**NAVISTAR INTERNATIONAL CORPORATION FISCAL YEAR 2009 FORM 10-K/A**

**EXPLANATORY NOTE**

Navistar International Corporation ( NIC ) is filing this Form 10-K/A to include in its Annual Report on Form 10-K for the year ended October 31, 2009 the audited balance sheet of Blue Diamond Parts, LLC ( BDP ) as of December 31, 2008, the related audited statements of operations, members' equity, and cash flows of BDP for the years ended December 31, 2008 and 2007, and related notes, and the unaudited interim financial statements and related notes of BDP as of and for the seven months ended May 31, 2009, pursuant to Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, as amended.

In January 2009, we reached a settlement agreement with Ford Motor Company ( Ford ) where we agreed to settle our respective lawsuits against each other (the Ford Settlement ). As a part of the Ford Settlement, on June 1, 2009, our equity interest in our BDP joint venture with Ford was increased to 75%. Through May 31, 2009, BDP was an unconsolidated joint venture in which NIC owned a 49% interest. Rule 3-09 of Regulation S-X provides that if an unconsolidated subsidiary or a 50% or less owned subsidiary accounted for by the equity method meets certain conditions set forth in Rule 1-02(w) of Regulation S-X, the subsidiary will be deemed a significant subsidiary and requires its audited financial statements to be filed with the registrant's Annual Report. For NIC's 2008 and 2007 year-ends, BDP met one of the aforementioned conditions. NIC has included in this Form 10-K/A the required audited balance sheet of BDP as of December 31, 2008, the related audited statements of operations, members' equity, and cash flows of BDP for the years ended December 31, 2008 and 2007, and related notes in Exhibit 99.2 of Item 15. Effective June 1, 2009, BDP changed its fiscal year from December 31 to October 31. NIC has also included in this Form 10-K/A the required unaudited interim financial statements and related notes of BDP as of and for the seven months ended May 31, 2009 in Exhibit 99.3 of Item 15. Item 15 is the only portion of the Form 10-K being supplemented or amended by this Form 10-K/A. Additionally, in connection with the filing of this Form 10-K/A and pursuant to Securities and Exchange Commission ( SEC ) rules, we are including currently dated certifications. This Form 10-K/A has not been updated for events or information subsequent to the date of filing of the original Form 10-K except in connection with the foregoing. Accordingly, this Form 10-K/A should be read in conjunction with our other filings made with the SEC subsequent to the filing of the Form 10-K.

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**PART IV**
**Item 15. Exhibits and Financial Statement Schedules**  
**Financial Statements**

See Item 8 Financial Statements and Supplementary Data

*Financial statement schedules* are omitted because of the absence of the conditions under which they are required or because information called for is shown in the consolidated financial statements and notes thereto.

| <b>Exhibit:</b>   | <b>Page</b> |
|---|-------------|
| (1) Underwriting Agreement  | E-1         |
| (3) Articles of Incorporation and By-Laws   | E-2         |
| (4) Instruments Defining the Rights of Security Holders, Including Indentures   | E-3         |
| (10) Material Contracts   | E-5         |
| (11) Computation of Earnings per Share (incorporated by reference from Note 19, <i>Earnings (loss) per share</i> , to the accompanying consolidated financial statements) | 139         |
| (12) Computation of Ratio of Earnings to Fixed Charges  | E-20        |
| (21) Subsidiaries of the Registrant   | E-21        |
| (23) Consent of Independent Registered Public Accounting Firm   | E-22        |
| (24) Power of Attorney  | E-23        |
| (31.1)* CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | E-24        |
| (31.2)* CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | E-25        |
| (32.1)* CEO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   | E-26        |
| (32.2)* CFO Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   | E-27        |
| (99.1) Additional Financial Information (Unaudited)   | E-28        |
| (99.2)* Additional Annual Financial Information (Audited)   | E-35        |
| (99.3)* Additional Interim Financial Information (Unaudited)  | E-44        |
| (23.1)* Consent of Independent Registered Public Accounting Firm  | E-52        |

\* Indicates exhibits filed with this Annual Report on Form 10-K/A.

All exhibits other than those indicated above are omitted because of the absence of the conditions under which they are required or because the information called for is shown in the financial statements and notes thereto in the 2009 Annual Report on Form 10-K.

**NAVISTAR INTERNATIONAL CORPORATION**

**AND CONSOLIDATED SUBSIDIARIES**

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

(Registrant)

/s/ RICHARD C. TARAPCHAK

**Richard C. Tarapchak**

**Vice President and Controller**

**(Principal Accounting Officer)**

March 23, 2010