

NAVISTAR INTERNATIONAL CORP
Form 424B3
July 09, 2002

Prospectus supplement to
prospectus dated June 7, 2002

Filed pursuant to Rule 424(b)(3)
Registration No. 333-87716

\$220,000,000
Navistar Financial Corporation
4.75% Subordinated Exchangeable Notes due 2009

Navistar International Corporation
3,947,605 Shares of Common Stock

This prospectus supplement amends and supplements, and should be read in conjunction with, the prospectus, dated June 7, 2002, as amended and supplemented through July 9, 2002, relating to \$220,000,000 aggregate principal amount of 4.75% Subordinated Exchangeable Notes due 2009 of Navistar Financial Corporation ("Navistar Financial"), a Delaware corporation and wholly-owned subsidiary of Navistar International Corporation ("Navistar"), a Delaware corporation, and the 3,947,605 shares of Navistar common stock, par value \$.10 per share, issuable upon exchange of the notes.

Change in Selling Securityholder Information

The following table contains information as of the date hereof with respect to the selling securityholders and the principal amount of notes and the underlying Navistar common stock beneficially owned by the selling securityholders listed below. All information regarding beneficial ownership has been furnished by the selling securityholders.

| Name | Principal Amount at Maturity of Notes Beneficially Owned That May Be Sold | Percentage of Notes Outstanding | Shares of Common Stock that May be Sold(1) | Percentage of Common Stock Outstanding(2) |
|---------------------------------|---|---------------------------------------|--|---|
| KBC Financial Products USA Inc. | \$ 4,690,000 | 2.13% | 84,156 | * |
| McMahan Securities Co. L.P. | \$ 85,000 | * | 1,525 | * |

*
Less than 1%.

(1) Assumes exchange of all of the holders' notes at an exchange price of \$55.73 per share of Navistar common stock. However, this exchange price will be subject to adjustment as described under "Description of Notes Exchange" in the prospectus. As a result, the amount of Navistar common stock issuable upon exchange of the notes may increase or decrease in the future.

(2) Calculated based on Rule 13d-3(d)(1) of the Exchange Act using 60,084,038 shares of Navistar common stock outstanding as of June 30, 2002. Assumes the number of shares of Navistar common stock issuable upon exchange of all of that particular holder's notes are outstanding. However, this does not include the exchange of any other holder's notes.

Investing in the notes and Navistar common stock involves risks. See "Risk Factors" beginning on page 4 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is July 9, 2002.