

VISTEON CORP  
Form DEFA14A  
April 30, 2009

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**VISTEON CORPORATION**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

---

2) Aggregate number of securities to which transaction applies:

---

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

4) Proposed maximum aggregate value of transaction:

---

5) Total fee paid:

---

- Fee paid previously with preliminary materials.
-

Edgar Filing: VISTEON CORP - Form DEFA14A

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

---

2) Form, Schedule or Registration Statement No.:

---

3) Filing Party:

---

4) Date Filed:

---

SEC 1913 (02-02)

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

---

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**IMPORTANT NOTICE** Regarding the Availability of Proxy Materials  
for the Annual meeting of Stockholders to be held on June 10, 2009

**VISTEON CORPORATION**  
**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** 04/20/09  
**Date:** 06/10/09 **Time:** 11:00 a.m., EDT  
**Location:** Hotel Du Pont  
11<sup>th</sup> and Market Streets  
Wilmington, Delaware 19801

For directions to the meeting, please see Appendix B to the Proxy Statement

You are receiving this communication because you hold shares in Visteon Corporation and materials relating to the Annual Meeting of Stockholders are now available.

This is not a ballot. You cannot use this notice to vote these shares.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).**

**We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**Before You Vote**

— —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

2009 Notice of Annual Meeting, Proxy Statement and Proxy Card      2008 Annual Report

**How to View Online:**

Have the 12-Digit Control Number available (located on the following page) and visit: *www.proxyvote.com*.

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery, please make the request as instructed above on or before 05/27/09.

**How To Vote**

— —  
Please Choose One of the Following Voting Methods

**Vote In Person:** At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to *www.proxyvote.com*. Have the 12-Digit Control Number available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**The Board of Directors recommends a vote FOR the listed nominees in Proposal 1 and a vote FOR Proposal 2.**

1. Elect ten directors to the Board of Directors.

### Nominees:

01) William H. Gray, III    06) Charles L. Schaffer  
02) Steven K. Hamp    07) Donald J. Stebbins  
03) Patricia L. Higgins    08) Richard J. Taggart  
04) Karl J. Krapek    09) James D. Thornton  
05) Alex J. Mandl    10) Kenneth B. Woodrow

2. Ratify the appointment of PricewaterhouseCoopers LLP as Visteon's independent registered public accounting firm for fiscal year 2009.

**The Board of Directors recommends votes AGAINST Proposals 3 and 4**

3. If presented, consideration of a stockholder proposal regarding majority voting.
4. If presented, consideration of a stockholder proposal regarding the ability of a stockholder to call special meetings.

This Notice also constitutes notice of the 2009 Annual Meeting of Stockholders. The proxies are authorized to vote, in their discretion, for a substitute should any director nominee become unavailable for election and upon such other business as may properly come before the meeting.

