

NAVISTAR INTERNATIONAL CORP

Form 8-K

October 25, 2007

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**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): October 25, 2007**

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

1-9618

36-3359573

(State or other jurisdiction of  
incorporation or organization)

(Commission File No.)

(I.R.S. Employer  
Identification No.)

4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois

60555

(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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

**ITEM 7.01 REGULATION FD DISCLOSURE**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

On September 21, 2007, Navistar International Corporation (the company) announced that certain executives of the company will hold a conference call with analysts on Thursday, October 25, 2007 to present unaudited restated 2003-2005 financial summary information as well as its third quarter fiscal 2007 operational metrics. Copies of the slides containing financial and operating information to be used as part of the conference call are attached as Exhibit 99.1 to this Current Report. On October 22, 2007, the company furnished detail information related to the conference call on an 8-K.

The financial information contained in Exhibit 99.1 is not a complete statement of the company's results for fiscal years 2005, 2004 and 2003, and has not been reviewed by the company's independent accountants. Until the company's Annual Report on Form 10-K for fiscal 2005 and the requisite audit of the financial statements and related disclosures included in the 2005 Form 10-K are complete, the financial information contained in Exhibit 99.1 is subject to change, which could be material.

Exhibit 99.1 also contains information on certain elements of the company's internal investigation and an investigation conducted by an independent law firm. The information contained in Exhibit 99.1 regarding the investigations is subject to change and is not intended to be a full report of such investigations, which will be discussed in the company's 2005 Form 10-K when filed.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

| Exhibit No. | Description   | Page |
|-------------|---|------|
| 99.1        | Slide Presentation for October 25, 2007 Analysts Call |      |

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***Forward Looking Statements***

*Information provided and statements contained in this report that are not purely historical are forward -looking statements within the meaning of Section 27A of the Securities Act, 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 this report and the company assumes no obligation to update the information included in this report. 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. In addition, the financial information presented in this report is preliminary and unaudited and is subject to change based on the completion of our on-going review of accounting matters, the completion of our fiscal year 2005 and 2006 annual financial statements and the completion of the restatement of our financial results for the fiscal years 2002 through 2004 and for the first nine months of fiscal 2005. It is likely that the process of restating the prior year financial statements will require changes to the company's financial statements for 2005 and financial information for 2005 through 2007 due to revised application of certain accounting principles and methodologies that individually or in the aggregate may be material.*

**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: October 25, 2007

/s/ William A. Caton  
William A. Caton  
Executive Vice President and Chief  
Financial Officer