

NAVISTAR INTERNATIONAL CORP  
Form S-8 POS  
October 01, 2009

As filed with the Securities and Exchange Commission on October 1, 2009

Registration No. 333-\_\_\_\_\_

## **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D. C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION**

**STATEMENT NO. 333-25783**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION**

**STATEMENT NO. 333-29735**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION**

**STATEMENT NO. 333-73392**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION**

**STATEMENT NO. 333-29739**

**UNDER THE SECURITIES ACT OF 1933**

## **NAVISTAR INTERNATIONAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**36-3359573**  
(I.R.S. Employer

Identification Number)

**4201 Winfield Road**

**Warrenville, Illinois 60555**

**Telephone: (630) 753-5000**

(Address of principal executive offices)

**Navistar, Inc. 401(k) Retirement Savings Plan**

**Navistar, Inc. Retirement Accumulation Plan**

**IC Bus, LLC 401(k) Plan**

**Navistar, Inc. 401(k) Plan for Represented Employees**

(Full title of the plans)

**Steven K. Covey**

**Senior Vice President, General Counsel and Chief Ethics Officer**

**Navistar International Corporation**

**4201 Winfield Road**

**Warrenville, Illinois 60555**

**Telephone: (630) 753-5000**

(Name, address and telephone number, including area code, of agent for service)

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One)

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF UNSOLD SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 of the Registrant (collectively, the Registration Statements ): (i) File No. 333-25783, pertaining to the registration of 1,500,000 shares of common stock, par value \$.10 per share, issuable under the Registrant's 401(k) Retirement Savings Plan, which was filed with the Securities and Exchange Commission on April 24, 1997; (ii) File No. 333-29735, pertaining to the registration of 1,500,000 shares of the Registrant's common stock, par value \$.10 per share, issuable under the Registrant's Retirement Accumulation Plan, which was filed with the Securities and Exchange Commission on June 20, 1997; (iii) File No. 333-73392, pertaining to the registration of 500,000 shares of common stock, par value \$.10 per share, issuable under the Registrant's IC Bus, LLC 401(k) Plan (formerly the 401(k) Plan for the Non-Bargaining Unit Employees of American Transportation Corporation), which was filed with the Securities and Exchange Commission on November 15, 2001; and (iv) File No. 333-29739, pertaining to the registration of 1,500,000 shares of common stock, par value \$.10 per share, issuable under the Registrant's 401(k) Plan for Represented Employees, which was filed with the Securities and Exchange Commission on June 20, 1997.

Effective July 1, 2009, the Registrant's 401(k) Retirement Savings Plan and IC Bus, LLC 401(k) Plan were merged into the Registrant's Retirement Accumulation Plan. Prior to the merger of such plans, the shares under the Registrant's 401(k) Retirement Savings Plan, Retirement Accumulation Plan and IC Bus, LLC 401(k) Plan were covered by separate registration statements on Form S-8 (Reg. Nos. 333-25783, 333-29735 and 333-73392, respectively). Following the merger of the plans, no shares will be issued under the prior registration statements and a new registration statement covering 2,000,000 shares of common stock, par value \$.10 per share, that may be issued under the Registrant's Retirement Accumulation Plan is being filed with the Securities and Exchange Commission. Additionally, no shares will be issued under the Registrant's 401(k) Plan for Represented Employees prior registration statement Reg. No. 333-29739, and a new registration statement covering 2,000,000 shares of common stock, par value \$.10 per share, is being filed with the Securities and Exchange Commission. Accordingly, pursuant to the Registrant's undertakings, the Registrant hereby de-registers any and all remaining shares of Common Stock registered under the Registration Statements on Forms S-8 listed above, filed with Securities and Exchange Commission on the dates listed above, which have not been issued.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing these Post-Effective Amendments to the Registration Statements, and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Warrenville, State of Illinois, on October 1, 2009.

## NAVISTAR INTERNATIONAL CORPORATION

By: /s/ Andrew J. Cederoth  
 Name: Andrew J. Cederoth  
 Title: Executive Vice President and Chief  
 Financial Officer (Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the Registration Statements have been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Daniel C. Ustian Daniel C. Ustian	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)	October 1, 2009
/s/ Andrew J. Cederoth Andrew J. Cederoth	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 1, 2009
/s/ John P. Waldron John P. Waldron	Vice President and Controller (Principal Accounting Officer)	October 1, 2009
/s/ Eugenio Clariond Eugenio Clariond	Director	October 1, 2009
/s/ John D. Correnti John D. Correnti	Director	October 1, 2009
/s/ Diane H. Gulyas Diane H. Gulyas	Director	October 1, 2009
/s/ Michael N. Hammes Michael N. Hammes	Director	October 1, 2009
/s/ James H. Keyes James H. Keyes	Director	October 1, 2009
/s/ David D. Harrison David D. Harrison	Director	October 1, 2009
/s/ Steven J. Klinger Steven J. Klinger	Director	October 1, 2009
/s/ Dennis D. Williams Dennis D. Williams	Director	October 1, 2009
/s/ William H. Osborne	Director	October 1, 2009

William H. Osborne

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Sequentially Numbered Page</b>
24.1	Power of Attorney	Filed herewith electronically