

NAVISTAR INTERNATIONAL CORP

Form 8-K

December 07, 2011

**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): December 2, 2011

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

1-9618  
(Commission

36-3359573  
(I.R.S. Employer

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incorporation or organization)

File No.)

Identification No.)

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

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

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

**60555**  
(Zip Code)

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 (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On December 2, 2011, Navistar Financial Corporation, a Delaware corporation ( *NFC* ), entered into the Second Amended and Restated Credit Agreement (the *Second Amended and Restated Credit Agreement* ), a copy of which is filed as Exhibit 10.1 to this Current Report and is incorporated by reference herein, by and among *NFC* and Navistar Financial, S.A. de C.V., Sociedad Financiera De Objeto Multiple, Entidad No Regulada, a Mexican corporation, as borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent (the *Administrative Agent* ), Bank of America, N.A., as syndication agent, and Citibank, N.A., as documentation agent. The Second Amended and Restated Credit Agreement has two primary components: a term loan of \$340.0 million and a revolving bank loan of \$500.0 million. The revolving bank loan has a Mexican sub-revolver providing for up to \$200.0 million which may be used by a Mexican finance subsidiary of Navistar International Corporation, a Delaware corporation ( *NIC* ). The obligations under the Second Amended and Restated Credit Agreement are secured by substantially all assets of *NFC*. The Maturity Date of the loans is December 2, 2016. The Second Amended and Restated Credit Agreement supersedes and replaces in its entirety that certain Amended and Restated Credit Agreement ( *2009 Credit Agreement* ), dated as December 16, 2009, by and among *NFC* and Navistar Financial, S.A. de C.V., Sociedad Financiera De Objeto Multiple, Entidad No Regulada, a Mexican corporation, as borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, and The Bank of Nova Scotia, as documentation agent.

On December 2, 2011, *NIC* entered into the Third Amended and Restated Parent Guarantee (the *Parent Guarantee* ), a copy of which is filed as Exhibit 10.2 to this Current Report and is incorporated by reference herein, in favor of the Administrative Agent for the lenders party to the Second Amended and Restated Credit Agreement. Pursuant to the Parent Guarantee, *NIC* guarantees the obligations of its Mexican finance subsidiary under the Second Amended and Restated Credit Agreement. The Parent Guarantee supersedes and replaces in its entirety that certain Second Amended and Restated Parent Guarantee, dated as of December 16, 2009, by *NIC* in favor of the administrative agent for the lenders party to the 2009 Credit Agreement.

On December 2, 2011, *NIC* entered into the Third Amended and Restated Parents Side Agreement ( *Parents Side Agreement* ), a copy of which is filed as Exhibit 10.3 to this Current Report and is incorporated by reference herein, by and between *NIC* and Navistar, Inc. (formerly known as International Truck and Engine Corporation), a Delaware corporation, for the benefit of the lenders from time to time party to the Second Amended and Restated Credit Agreement. The Parents Side Agreement requires that *NIC* and Navistar, Inc. collectively continue to own 100% of the voting stock of *NFC* and that Navistar, Inc. not permit *NFC* to have a fixed charge coverage ratio of less than 1.25 to 1.00. The Parents Side Agreement supersedes and replaces in its entirety that certain Second Amended and Restated Parents Side Agreement, dated as of December 16, 2009, by *NIC* and Navistar, Inc. for the benefit of the lenders party to the 2009 Credit Agreement.

On December 2, 2011, *NFC* entered into the Second Amendment ( *Security Agreement Amendment* ), a copy of which is filed as Exhibit 10.4 to this Current Report and is incorporated by reference herein, to the Amended and Restated Security, Pledge and Trust Agreement (as previously amended by the First Amendment dated December 16, 2009, the *Security Agreement* ), dated as of July 1, 2005, between *NFC* and Deutsche Bank Trust Company Americas, a corporation duly organized and existing under the laws of the State of New York, acting individually and as trustee for the holders of the secured obligations under the Second Amended and Restated Credit Agreement (the *Trustee* ). The Security Agreement Amendment modifies the terms of the Security Agreement to reflect the Second Amended and Restated Credit Agreement.

On December 2, 2011, *NFC* entered into the Amended and Restated Intercreditor Agreement (the *Amended and Restated Intercreditor Agreement* ), a copy of which is filed as Exhibit 10.5 to this Current Report and is incorporated by reference herein, by and among *NFC*, Wells Fargo Equipment Finance, Inc., a Minnesota corporation, Deutsche Bank Trust Company Americas, a corporation duly organized and existing under the laws of the State of New York, acting individually and as trustee for the holders of the secured obligations under the Second Amended and Restated Credit Agreement, and JPMorgan Chase Bank, N.A., as administrative agent for the lenders party to the Second Amended and Restated Credit Agreement. The Amended and Restated Intercreditor Agreement supersedes and replaces in its entirety that certain Intercreditor Agreement, dated as of December 16, 2009, by and among *NFC*, Wells Fargo Equipment Finance, Inc., a Minnesota corporation, Deutsche Bank Trust Company Americas, a corporation duly organized and existing under the laws of the State of New York, acting individually and as trustee for the holders of the secured obligations under the 2009 Credit Agreement, and JPMorgan Chase Bank, N.A., as administrative agent for the lenders party to the 2009 Credit Agreement.

A press release announcing that *NFC* has refinanced its bank credit facility is attached as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

| Exhibit<br>No. | Description   |
|----------------|---|
| 10.1           | Second Amended and Restated Credit Agreement, dated as of December 2, 2011, by and among Navistar Financial Corporation, a Delaware corporation, and Navistar Financial, S.A. de C.V., Sociedad Financiera De Objeto Multiple, Entidad No Regulada, a Mexican corporation, as borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, and Citibank, N.A., as documentation agent.  |
| 10.2           | Third Amended and Restated Parent Guarantee, dated as of December 2, 2011, by Navistar International Corporation, a Delaware corporation, in favor of JPMorgan Chase Bank, N.A., as administrative agent for the lenders party to the Second Amended and Restated Credit Agreement.   |
| 10.3           | Third Amended and Restated Parents Side Agreement, dated as of December 2, 2011, by and between Navistar International Corporation, a Delaware corporation, and Navistar, Inc. (formerly known as International Truck and Engine Corporation), a Delaware corporation, for the benefit of the lenders from time to time party to the Second Amended and Restated Credit Agreement.  |
| 10.4           | Second Amendment, dated as of December 2, 2011, to the Amended and Restated Security, Pledge and Trust Agreement, dated as of July 1, 2005, between Navistar Financial Corporation, a Delaware corporation, and Deutsche Bank Trust Company Americas, a corporation duly organized and existing under the laws of the State of New York, acting individually and as trustee for the holders of the secured obligations under the Second Amended and Restated Credit Agreement.  |
| 10.5           | Amended and Restated Intercreditor Agreement, dated as of December 2, 2011, by and among Navistar Financial Corporation, a Delaware corporation, Wells Fargo Equipment Finance, Inc., a Minnesota corporation, Deutsche Bank Trust Company Americas, a corporation duly organized and existing under the laws of the State of New York, acting individually and as trustee for the holders of the secured obligations under the Second Amended and Restated Credit Agreement, and JPMorgan Chase Bank, N.A., as administrative agent for the lenders party to the Second Amended and Restated Credit Agreement. |
| 99.1           | Press Release, dated December 7, 2011.  |

**SIGNATURE**

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)*

By: /s/ Andrew J. Cederoth  
Name: Andrew J. Cederoth

Title: Executive Vice President and Chief Financial  
Officer

Dated: December 7, 2011

**EXHIBIT INDEX**

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