

NAVISTAR INTERNATIONAL CORP  
Form SC 13D/A  
December 12, 2012

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## SCHEDULE 13D

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED

PURSUANT TO § 240.13d-1(a) AND AMENDMENTS

THERE TO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)\*

## Navistar International Corporation

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

63934E108

(CUSIP Number)

Janet Yeung

MHR Fund Management LLC

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40 West 57th Street #24

New York, New York 10019

(212) 262-0005

(Name, Address and Telephone Number of Person Authorized to Receive Notices of Communication)

December 10, 2012

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

*Note:* Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 12 Pages)

(1) Name of reporting person

MHR INSTITUTIONAL PARTNERS III LP

(2) Check the appropriate box if a member of a group (see instructions)

(a) ..

(b) x

(3) SEC use only

(4) Source of funds (see instructions)

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 10,959,311

(8) Shared voting power

owned by

each

reporting 0  
(9) Sole dispositive power

person

with

10,959,311  
(10) Shared dispositive power

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0

(11) Aggregate amount beneficially owned by each reporting person

10,959,311

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

13.7%

(14) Type of reporting person (see instructions)

PN

(1) Name of reporting person

MHR INSTITUTIONAL ADVISORS III LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) ..

(b) x

(3) SEC use only

(4) Source of funds (see instructions)

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 10,959,311

(8) Shared voting power

owned by

each

reporting 0  
(9) Sole dispositive power

person

with 10,959,311

(10) Shared dispositive power

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0

(11) Aggregate amount beneficially owned by each reporting person

10,959,311

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

13.7%

(14) Type of reporting person (see instructions)

OO

(1) Name of reporting person

MHR FUND MANAGEMENT LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) ..

(b) x

(3) SEC use only

(4) Source of funds (see instructions)

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 12,000,000  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 12,000,000  
(10) Shared dispositive power

with

0

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(11) Aggregate amount beneficially owned by each reporting person

12,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

14.996%

(14) Type of reporting person (see instructions)

OO

(1) Name of reporting person

MHR HOLDINGS LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Source of funds (see instructions)

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 12,000,000  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 12,000,000  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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12,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

14.996%

(14) Type of reporting person (see instructions)

OO

(1) Name of reporting person

MARK H. RACHESKY, M.D.

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Source of funds (see instructions)

AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

United States of America

(7) Sole voting power

Number of

shares 12,000,000  
(8) Shared voting power

beneficially

owned by 0  
(9) Sole dispositive power  
each

reporting

person 12,000,000  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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12,000,000

(12) Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

14.996%

(14) Type of reporting person (see instructions)

IN; HC

### Explanatory Note

This statement on Schedule 13D (this Statement ) amends and supplements, as Amendment No. 5, the Schedule 13D filed on June 15, 2012 (the Initial Schedule 13D ), which was amended on June 25, 2012 by Amendment No. 1 to the Initial Schedule 13D ( Amendment No. 1 ), on July 10, 2012 by Amendment No. 2 to the Initial Schedule 13D ( Amendment No. 2 ), on October 9, 2012 by Amendment No. 3 to the Initial Schedule 13D ( Amendment No. 3 ), on October 26, 2012 by Amendment No. 4 to the Initial Schedule 13D ( Amendment No. 4 ) and, together with Amendment No. 3, Amendment No. 2, Amendment No. 1 and the Initial Schedule 13D, the Schedule 13D ) and relates to shares of common stock, par value \$0.10 per share (the Common Stock ), of Navistar International Corporation (the Issuer ). Capitalized terms used in this Statement but not defined herein shall have the respective meanings given to such terms in Amendment No. 4.

#### Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended by adding the following paragraphs:

On November 19, 2012, Master Account, Capital Partners (100) and Institutional Partners III acquired an aggregate of 95,000 shares of Common Stock in open market purchases for aggregate consideration (excluding commissions) of \$1,869,068.00. All of the funds required to acquire such shares were obtained from the capital of Master Account, Capital Partners (100) and Institutional Partners III.

On November 20, 2012, Master Account, Capital Partners (100) and Institutional Partners III acquired an aggregate of 32,000 shares of Common Stock in open market purchases for aggregate consideration (excluding commissions) of \$626,854.40. All of the funds required to acquire such shares were obtained from the capital of Master Account, Capital Partners (100) and Institutional Partners III.

#### Item 4. Purpose of the Transaction

Item 4 is hereby amended by adding the following:

Pursuant to the Settlement Agreement, effective October 5, 2012, between the Reporting Persons (together with certain of their affiliates) and the Issuer (the Settlement Agreement ), the Reporting Persons have designated Samuel Merksamer to serve on the Board of Directors of the Issuer as the Mutual Designee (as defined in the Settlement Agreement). On December 10, 2012, the Issuer appointed Mr. Merksamer to the Issuer's Board of Directors.

#### Item 5. Interests in Securities of the Issuer

Item 5 is hereby amended by deleting such item in its entirety and replacing it with the following:

The percentages set forth below are calculated based on 80,020,981 shares of Common Stock outstanding on November 5, 2012, as disclosed by the Issuer in a press release dated November 5, 2012.

(a) (i) Master Account may be deemed to be the beneficial owner of 918,077 shares of Common Stock held for its own account (approximately 1.1% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(ii) Capital Partners (100) may be deemed to be the beneficial owner of 122,612 shares of Common Stock held for its own account (approximately 0.2% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(iii) Advisors may be deemed to be the beneficial owner of 1,040,689 shares of Common Stock (approximately 1.3% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of (A) 918,077 shares of Common Stock held for the account of Master Account and (B) 122,612 shares of Common Stock held for the account of Capital Partners (100).

(iv) Institutional Partners III may be deemed to be the beneficial owner of 10,959,311 shares of Common Stock held for its own account (approximately 13.7% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act).

(v) Institutional Advisors III may be deemed to be the beneficial owner of 10,959,311 shares of Common Stock (approximately 13.7% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of 10,959,311 shares of Common Stock held for the account of Institutional Partners III.

(vi) Fund Management may be deemed to be the beneficial owner of 12,000,000 shares of Common Stock (approximately 14.996% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in this Item 5 by virtue of Fund Management's investment management agreement with Master Account, Capital Partners (100) and Institutional Partners III.

(vii) MHR Holdings may be deemed to be the beneficial owner of 12,000,000 shares of Common Stock (approximately 14.996% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in this Item 5 by virtue of MHR Holdings' position as the managing member of Fund Management.

(viii) Dr. Rachesky may be deemed to be the beneficial owner of 12,000,000 shares of Common Stock (approximately 14.996% of the total number of shares of Common Stock outstanding, calculated in accordance with Rule 13d-3(d)(1)(i) under the Act). This number consists of all of the shares of Common Stock otherwise described in this Item 5 by virtue of Dr. Rachesky's position as the managing member of each of Advisors, Institutional Advisors III and MHR Holdings.

(b) (i) Master Account may be deemed to have (x) the sole power to direct the disposition of 918,077 shares of Common Stock which may be deemed to be beneficially owned by Master Account as described above, and (y) the sole power to direct the voting of 918,077 shares of Common Stock which may be deemed to be beneficially owned by Master Account as described above.

(ii) Capital Partners (100) may be deemed to have (x) the sole power to direct the disposition of 122,612 shares of Common Stock which may be deemed to be beneficially owned by Capital Partners (100) as described above, and (y) the sole power to direct the voting of 122,612 shares of Common Stock which may be deemed to be beneficially owned by Capital Partners (100) as described above.

(iii) Advisors may be deemed to have (x) the sole power to direct the disposition of 1,040,689 shares of Common Stock which may be deemed to be beneficially owned by Advisors as described above, and (y) the sole power to direct the voting of 1,040,689 shares of Common Stock which may be deemed to be beneficially owned by Advisors as described above.

(iv) Institutional Partners III may be deemed to have (x) the sole power to direct the disposition of 10,959,311 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners III as described above, and (y) the sole power to direct the voting of 10,959,311 shares of Common Stock which may be deemed to be beneficially owned by Institutional Partners III as described above.

(v) Institutional Advisors III may be deemed to have (x) the sole power to direct the disposition of 10,959,311 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors III as described above, and (y) the sole power to direct the voting of 10,959,311 shares of Common Stock which may be deemed to be beneficially owned by Institutional Advisors III as described above.

(vi) Fund Management may be deemed to have (x) the sole power to direct the disposition of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by Fund Management as described above, and (y) the sole power to direct the voting of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by Fund Management as described above.

(vii) MHR Holdings may be deemed to have (x) the sole power to direct the disposition of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by MHR Holdings as described above, and (y) the sole power to direct the voting of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by MHR Holdings as described above.

(viii) Dr. Rachesky may be deemed to have (x) the sole power to direct the disposition of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by Dr. Rachesky as described above, and (y) the sole power to direct the voting of 12,000,000 shares of Common Stock which may be deemed to be beneficially owned by Dr. Rachesky as described above.

(c) See Annex A.

(d) (i) The partners of Master Account, including Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, Common Stock held for the account of Master Account in accordance with their partnership interests in Master Account.

(ii) The partners of Capital Partners (100), including Advisors, have the right to participate in the receipt of dividends from, or proceeds from the sale of, Common Stock held for the account of Capital Partners (100) in accordance with their partnership interests in Capital Partners (100).

(iii) The partners of Institutional Partners III, including Institutional Advisors III, have the right to participate in the receipt of dividends from, or proceeds from the sale of, Common Stock held for the account of Institutional Partners III in accordance with their partnership interests in Institutional Partners III.

(e) Not Applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to the Securities of the Issuer.**

Item 6 is hereby amended by adding the following:

The information set forth in Item 4 above is incorporated into this Item 6 by reference.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: December 12, 2012

MHR INSTITUTIONAL PARTNERS III, LP

By: MHR Institutional Advisors III LLC, its General Partner

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR INSTITUTIONAL ADVISORS III, LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR FUND MANAGEMENT LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MHR HOLDINGS LLC

By: /s/ Janet Yeung  
Name: Janet Yeung  
Title: Authorized Signatory

MARK H. RACHESKY, M.D.

By: /s/ Janet Yeung, Attorney in Fact

## Annex A

<b>Transaction Date</b>	<b>Person Named in Item 5(a)</b>	<b>Common Stock Acquired</b>	<b>Weighted Average Price (\$)</b> [1] [2]	<b>Price Range (\$)</b>		<b>Description of Transaction</b>
November 19, 2012	Master Account	8,161	19.6744	19.5999	19.79	Open Market Purchase
November 19, 2012	Capital Partners (100)	1,084	19.6744	19.5999	19.79	Open Market Purchase
November 19, 2012	Institutional Partners III	85,755	19.6744	19.5999	19.79	Open Market Purchase
November 20, 2012	Master Account	2,749	19.5892	19.44	19.69	Open Market Purchase
November 20, 2012	Capital Partners (100)	365	19.5892	19.44	19.69	Open Market Purchase
November 20, 2012	Institutional Partners III	28,886	19.5892	19.44	19.69	Open Market Purchase

- (1) Excluding commissions.
- (2) The Reporting Persons undertake to provide, upon request by the Staff of the Securities and Exchange Commission, full information regarding the number of shares of Common Stock purchased at each separate price.