

CNH Industrial N.V.
Form SC 13D/A
December 15, 2016

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

SCHEDULE 13D/A
(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and Amendments
Thereof Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 1)

CNH Industrial N.V.
(Name of Issuer)

Common shares, par value €0.01 per share
(Title of Class of Securities)

N20944 109
(CUSIP Number)

Scott D. Miller
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498
Telephone: +1-212-558-4000
Facsimile: +1-212-558-3588
Email: millersc@sullcrom.com
(Name, Address and Telephone Number of Person
Authorized to Receive Notices of Communication)

December 11, 2016
(Date of Event Which Requires Filing of This Statement)

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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.

CUSIP No. N20944 109

1 Name of Reporting Persons
Exor N.V.

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)
OO

5 Check if Disclosure of Legal
Proceedings is Required
Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of
Organization
The Netherlands

7 Sole Voting Power
366,927,900¹

Number of
Shares Beneficially
Owned by
Each Reporting
Person

8 Shared Voting Power
0

9 Sole Dispositive Power
366,927,900

10 Shared Dispositive Power
100

11 Aggregate Amount
Beneficially Owned by Each
Reporting Person
366,927,900

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented
by Amount in Row (11)

26.9%²

14 Type of Reporting Person
(See Instructions)
HC, CO

In addition to the common shares indicated above, Exor N.V. ("Exor") as successor to Exor S.p.A. beneficially owns 366,927,900 special voting shares of CNH Industrial N.V. ("CNH Industrial") as is more fully described in Item 3 of the Original 13D (as defined herein). Each special voting share is entitled to one vote, therefore attributing, in effect, double voting rights to the common share to which it is associated. The special voting shares have only de minimis economic entitlements, in compliance with Dutch law. The special voting shares cannot be traded and are transferrable only in very limited circumstances together with the associated common shares.

2 This percentage does not take into account the voting rights attributable to the special voting shares. Exor's voting power in CNH Industrial is approximately 39.9%, calculated as the ratio of (i) the aggregate number of common shares and special voting shares beneficially owned by Exor and (ii) the aggregate number of outstanding common shares and special voting shares of CNH Industrial.

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This Amendment No. 1 to Schedule 13D (this "Amendment") is being filed by Exor N.V., a Dutch public limited liability company (naamloze vennootschap) ("Exor"), to amend the Schedule 13D filed by Exor S.p.A., a società per azioni organized under the laws of the Republic of Italy, as predecessor in interest to Exor, with the Securities and Exchange Commission ("SEC") on September 30, 2013 (the "Original 13D"), and relates to the common shares, par value €0.01 per share, of CNH Industrial N.V., a Dutch public limited liability company (naamloze vennootschap) (the "Issuer" or "CNH Industrial"). Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Original 13D. Except as otherwise provided herein, each Item of the Original 13D remains unchanged.

ITEM 2. Identity and Background.

Item 2 is hereby amended and partially restated by replacing the first paragraph with the following:

(a)-(c) This Schedule 13D is filed by Exor N.V. ("Exor" or the "Reporting Person"), a Dutch public limited liability company (naamloze vennootschap) and the successor to Exor S.p.A. by virtue of a cross-border merger of Exor S.p.A. with and into Exor. Exor is an investment company, which focuses its business on long-term investments in global companies in diversified sectors, mainly in Europe and the United States. The address of Exor's principal business and principal office is Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, The Netherlands. The name, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each executive officer and director of Exor, each person controlling of Exor and each executive officer and director of any corporation or other person in control of Exor are set forth in Schedule A attached hereto.

ITEM 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On December 11, 2016, Exor S.p.A. completed a cross-border merger whereby Exor S.p.A. merged with and into Exor (the "Merger"). As the result of the Merger, all activity of Exor S.p.A. will be continued by Exor as universal successor. Upon effectiveness of the Merger, Exor became party to each of the agreements and arrangements described in the Original 13D and incorporated by reference therein. Exor ordinary shares commenced trading on the Mercato Telematico Azionario as of Monday, December 12, 2016.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and partially restated by replacing paragraphs (a) through (c) with the following:

(a) Rows (11) and (13) of the cover pages to this Amendment are incorporated by reference herein.

(b) Rows (7) through (10) of the cover pages to this Amendment are hereby incorporated by reference herein.

Furthermore, the following persons listed in Item 2(a)(c) above beneficially own common shares of CNH Industrial:

Mr. Sergio Marchionne may be deemed to own beneficially 10,709,586 common shares; and

Mr. Alessandro Nasi may be deemed to own beneficially 259,501 common shares.

The persons listed in Schedule A hereto and named in Item 5 above have the sole voting power and sole dispositive power in respect of the entirety of the number of shares indicated in this Item 5, above. There are no other persons known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(c) None of Exor or any persons listed in Item 2(a)(c) above, have effected any transactions with respect to common shares of CNH Industrial during the past 60 days.

(d) There are no changes to the information set out in paragraph (d) of Item 5 of the Original 13D and such information is incorporated by reference herein.

(e) There are no changes to the information set out in paragraph (e) of Item 5 of the Original 13D and such information is incorporated by reference herein.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Date: December 15, 2016

Exor N.V.

By: /s/ Enrico Vellano

Name: Enrico Vellano

Title: Chief Financial Officer

SCHEDULE A

Schedule A is hereby amended by deleting the previous response in its entirety and replacing it with the following:

Exor N.V. ("Exor")

Set forth below are the names, business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of the chief executive officer and each director of Exor. Unless otherwise indicated, the business address of each person listed below is c/o Exor N.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, The Netherlands.

| NAME AND POSITION WITH EXOR | PRINCIPAL EMPLOYMENT, EMPLOYER AND BUSINESS ADDRESS | CITIZENSHIP |
|---|---|-----------------------------------|
| John Elkann Chairman and Chief Executive Officer | Board Member Giovanni Agnelli B.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands Chairman Fiat Chrysler Automobiles N.V., 25 St. James's Street, London, SW1A 1HA, UK Vice Chairman Ferrari N.V., Via Abetone Inferiore 4, 41053 Maranello, Italy Chairman Italiana Editrice S.p.A., Via Lugaro 15, 10126 Turin, Italy Non-executive Director The Economist Group, 25 St James's Street, London, SW1A 1HG, UK Vice Chairman Fondazione Giovanni Agnelli, Via Nizza 250, 10126 Turin, Italy; Chairman PartnerRe, Wellsley House South 90 Pitts Bay Road, HM08 Pembroke, Bermuda. | Italian citizen |
| Sergio Marchionne Vice Chairman | Chief Executive Officer Fiat Chrysler Automobiles N.V., 25 St. James's Street, London, SW1A 1HA, UK Chairman and CEO FCA US LLC, 1000 Chrysler Dr., Auburn Hills, MI 48326, USA Chairman and CEO FCA Italy S.p.A., Corso Agnelli 200, 10135 Turin, Italy Chairman and CEO Ferrari N.V., Via Abetone Inferiore 4, 41053 Maranello, Italy Chairman Ferrari S.p.A., Via Abetone Inferiore 4, 41053 Maranello, Italy Chairman CNH Industrial N.V., 25 St. James's Street, London, SW1A 1HA, UK Chairman IVECO S.p.A., Via Puglia 35, 10156 Turin, Italy Chairman FPT Industrial S.p.A. Via Puglia 15, 10156 Turin, Italy Chairman SGS S.A., 1 Place des Alpes, Geneva, 1211 Switzerland Director Philip Morris International Inc., 120 Park Avenue, New York, NY 10017, USA. | Dual Canadian and Italian citizen |

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| Alessandro Nasi Vice Chairman | President Specialty Vehicles and Coordinator of the Group Executive Council CNH Industrial Italia S.p.A., Via Plava 80, Turin, Italy. | Italian citizen |
| Marc Bolland Independent Director | Operating Partner and Head of European Portfolio Operations Blackstone Group International Partners LLP, 40 Berkeley Square, London, W1J 5AL, UK; Non-Executive Director The Coca-Cola Company, 1 Coca Cola Plz NW, Atlanta, GA 30313; Non-Executive Director International Airlines Group S.A., 2 World Business Centre Heathrow, Newall Road, London Heathrow Airport, Hounslow, TW6 2SF, UK; Vice-President Unicef UK, 30a Great Sutton Street, London, EC1V 0DU, UK; Trustee Royal Academy of Arts, Burlington House, Piccadilly, London, W1J 0BD, UK. | Dutch citizen |
| Andrea Agnelli Director | Director Fiat Chrysler Automobiles N.V., 25 St. James's Street, London, SW1A 1HA, UK Chairman Juventus Football Club S.p.A., Corso Galileo Ferraris 32, 10128 Turin, Italy Chairman Lamse S.p.A., Piazza CLN 255, 10123 Turin, Italy member of the Advisory Board BlueGem Capital Partners LLP, 16 Berkeley Street, London W1J 8DZ, UK Director European Club Association, Route de St-Cergue 9, 1260 Nyon, Switzerland. | Italian citizen |
| Niccolò Camerana Director | Head of Debt Capital Markets and Investor Relations FCA Bank S.p.A., Corso G. Agnelli, 200 - 10135 Turin, Italy. | Italian citizen |
| Ginevra Elkann Director | President Pinacoteca Giovanni e Marella Agnelli, Via Nizza n. 230/103, 10126 Turin, Italy; President Asmara Films S.r.l., Via Ruffini 2/A – 00195 Rome, Italy; President Good Films S.r.l., Via Ruffini 2/A scala C – 00195 Rome, Italy; Founder Good Short Films, Via Ruffini 2/A scala C – 00195 Rome, Italy; member of Christie's Advisor Board, 20 Rockefeller Plaza, New York, NY 10020, USA; member of the Acquisition Committee and Executive Committee for the Cartier Foundation, 261, Boulevard Raspail - 75014 Paris, France; member of the Advisory Board of UCCA, via dei Monti di Pietralata, 16 - 00157 Rome, Italy; member of the Advisory Board of Beijing, 8/F, Digital Beijing Building, Beichen West Road, Chaoyang District, Beijing, PRC 100013, China; member of the Advisory Board of the American Academy of Rome, Via Angelo Masina 5 - 00153, Rome, Italy. | Italian citizen |

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| <p>Anne Marianne Fentener Van Vlissingen Independent Director</p> | <p>Chairman SHV Holdings, Rijnkade 1, 3511 LC Utrecht, The Netherlands; member of the Supervisory Board of Heineken NV, PO Box 28, 1000 AA Amsterdam, The Netherlands; member of the Supervisory Board of Utrecht University Hospital, Heidelberglaan 100, 3584 CX Utrecht, The Netherlands; member of the Supervisory Board of Lhoist, Rue Charles Dubois 28, B - 1342 Limelette, Belgium.</p> | <p>Dutch citizen</p> |
| <p>Jae Yong Lee Independent Director</p> | <p>Vice Chairman Samsung Electronics Co., Ltd., Samsung Electronics Building 1320-10, Seocho-2-dong, Seocho-gu Seoul, Korea (Zip Code 137-965).</p> | <p>Korean citizen</p> |
| <p>Antonio Mota de Sousa Horta-Osorio Independent Director</p> | <p>Executive Director and Group Chief Executive Lloyds Banking Group, 25 Gresham Street, London EC2V 7HN, UK; non-executive Director of Fundação Champalimaud, Avenida Brasília, 1400-038 Lisbon, Portugal; CBI President's Committee, Cannon Place, 78 Cannon Street, London EC4N 6HN, UK; Chairman of the Wallace Collection, Hertford House, Manchester Square, London W1U 3BN, UK.</p> | <p>Portuguese citizen</p> |
| <p>Lupo Rattazzi Director</p> | <p>Chairman Neos S.p.A., Via della chiesa 68, 21019 Somma Lombardo (VA) Italy; Chairman Italian Hospital Group S.p.A., 188, Via Tiburtina, 00012 Guidonia, Rome, Italy; Director Banca Finnat Euramerica S.p.A., Palazzo Altieri - Piazza del Gesù 49, 00186 Rome, Italy; Director Coeclerici S.p.A., Piazza Generale Armando Diaz, 7, 20123 Milan, Italy; Director G.L. Investimenti S.r.l., Via Enrico Fermi 14, Monterotondo, Rome, Italy.</p> | <p>Italian citizen</p> |

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| Robert Speyer Independent Director | President and Co-Chief Executive Officer of Tishman Speyer, Rockefeller Center, 45 Rockefeller Plaza, New York, New York 10111, USA; Chairman of the Real Estate Board of New York, 570 Lexington Avenue, 2nd Floor, New York, New York 10022, USA; Chairman of the Advisory Board of the Mayor's Fund to Advance New York City, 253 Broadway, 6th Floor, New York, New York 10007, USA; Co-Chairman of the Construction Committee of the St. Patrick's Cathedral Landmark Foundation; member of the Board of Trustees of New York-Presbyterian Hospital, USA; member of the Board of National Committee on US China Relations, 6 East 43rd Street, 24th Floor, New York, NY 10017, USA; member of US Business Roundtable, 300 New Jersey Avenue BW, Suite 800, Washington, DC 20001, USA. | U.S. citizen |
| Michelangelo Volpi Independent Director | Partner Index Ventures, 139 Townsend Street, Suite 505, San Francisco, CA 94107, USA; Director Sonos Inc., 223 E. De La Guerra, Santa Barbara, CA 93101, USA; Director Soundcloud Limited, Rheinsberger Str. 76/77, 10115 Berlin, Germany; Director Lookout, 1 Front Street, Suite 2700, San Francisco, CA 94111 USA; Director Path, 301 Howard St, Ste 2200, San Francisco CA, USA; Director Big Switch Networks, 855 El Camino Real Suite 260, Palo Alto CA, USA; Director Zuora, 3400 Bridge Pky Suite 203, Redwood City, CA, USA; Director Hortonworks, 3460 West Bayshore Rd., Palo Alto, CA 94303 USA; Director Wealthfront Inc. 541 Cowper St., Palo Alto, CA 94301, USA; Director Elasticsearch, 800 West El Camino Real, Suite 350, Mountain View, California 94040, USA; Director NumberFour AG, Berlin, Germany. | Italian citizen |
| Ruthi Wertheimer Independent Director | Founder, Owner and Chairwoman of 7-Main, 16 Shenkar Arie Herzliya, Israel; Board Member of the Wertheimer Company Ltd., Israel. | Dual Israeli and German citizen |

Giovanni Agnelli B.V.

Giovanni Agnelli B.V. ("G.A.") is a Dutch private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) and, as of the date of this Schedule 13D, is in control of Exor. The present principal business activity of G.A. is to purchase, administer and dispose of equity interests in public and private entities and, in particular, to ensure the cohesion and continuity of the administration of its controlling equity interests. The address of G.A.'s principal business and principal office is Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands.

Set forth below are the names, business address, present principal occupation or employment of each board member of G.A. Unless otherwise indicated, the business address of each person listed below is c/o Giovanni Agnelli B.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands.

| NAME AND POSITION WITH G.A. | PRINCIPAL EMPLOYMENT, EMPLOYER AND BUSINESS ADDRESS | CITIZENSHIP |
|--------------------------------|---|-----------------|
| John Elkann Board Member | See above in this Schedule A. | Italian citizen |
| Eduard Schless Board Member | Advisor to Board Stichting NRVT, Kralingseweg 325, 3062CE Rotterdam, The Netherlands; Director EXOR Nederland N.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, The Netherlands; Director EGJ Schless BV, Schrauwenhof 10, 4837 CX Breda, The Netherlands; Director Linear Guides Invest BV, Schipol Boulevard 413, 1118BK Schipol, The Netherlands; Director D BRAND BV, Schrauwenhof 10, 4837 CX Breda, The Netherlands; Director TPSD BRAND BV, Schrauwenhof 10, 4837 CX Breda, The Netherlands; Chairman Employers KNB, Spui 184, 2511 BW Den Haag, The Netherlands. | Dutch citizen |
| Marco Benaglia Board Member | Director Exor Investments LTD., 180 Piccadilly, W1J9HF London, UK; Director EXOR Nederland N.V., Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam, The Netherlands; Director Exor Capital DAC, 2 Grand Canal Square, Grand Canal Harbour, 2 Dublin, Ireland; Chief Financial Officer Exor SN (USA) LLC, c/o Citrin Cooperman, 131 Sunnyside Boulevard Suite 1110, Plainview, New York 11803, USA. | Italian citizen |