

CORE MOLDING TECHNOLOGIES INC

Form SC 13D/A

October 18, 2007

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Core Molding Technologies, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

218683100

(CUSIP Number)

Steven K. Covey

**Senior Vice President and General Counsel
International Truck and Engine Corporation**

4201 Winfield Road, Warrenville, IL 60555

(630) 753-5000

(Name, Address and Telephone Number of Person Authorized
to Receive Notice and Communications)

July 17, 2007

(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 statement because of Rule 13d-1(e), 13d-1(f) or 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 Rule 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 (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).

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Name of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

1
International Truck and Engine Corporation (formerly Navistar International Transportation Corp.)

Check the Applicable Box if a Member of a Group

2
(a)
(b)

SEC Use Only

3

Source of Funds

4
OO

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

5

Citizenship or Place of Organization

6
Delaware

Sole Voting Power

7
Number of 664,000

Shared Voting Power

Shares Beneficially **8**
Owned by 0

Sole Dispositive Power

Each Reporting **9**
Person 664,000

With **Shared Dispositive Power**

10

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11

664,000

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

12

Percent of Class Represented by Amount in Row (11)

13

9.9%

Type of Reporting Person

14

CO

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Name of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

- 1** Navistar International Corporation (of which International Truck and Engine Corporation is a wholly-owned subsidiary)

Check the Applicable Box if a Member of a Group

- 2**
(a)
(b)

SEC Use Only

3

Source of Funds

- 4**
OO

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

- 5**

Citizenship or Place of Organization

- 6**
Delaware

Sole Voting Power

7

Number of 664,000

Shared Voting Power

8

Shares Beneficially Owned by 0

Sole Dispositive Power

9

Each Reporting Person 664,000

With **Shared Dispositive Power**

10

0

Aggregate Amount Beneficially Owned by Each Reporting Person

11

664,000

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

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Percent of Class Represented by Amount in Row (11)

13

9.9%

Type of Reporting Person

14

HC, CO

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Schedule 13D

This Amendment No. 1 to Schedule 13D (the Amendment) amends and supplements the Schedule 13D dated December 19, 1996 and filed with the Securities and Exchange Commission (the Commission) on December 20, 1996. Unless set forth below, all previous items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to such terms in the Schedule 13D previously filed with the Commission.

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D relates to the Common Stock, par value \$0.01 per share (Common Stock), of Core Molding Technologies, Inc., a Delaware corporation (the Issuer) formerly known as Core Materials Corporation. The Issuer's principal executive offices are located at 800 Manor Park Drive, P.O. Box 28183, Columbus, Ohio 28183.

Item 2. Identity and Background

(a) This statement is being filed jointly pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Act of 1934, as amended (the Act) by each of (i) International Truck and Engine Corporation (ITEC), a corporation organized under the laws of the State of Delaware (formerly known as Navistar International Transportation Corp), and (ii) Navistar International Corporation, a corporation organized under the laws of the state of Delaware (NIC), of which ITEC is a direct, wholly-owned subsidiary. ITEC and NIC are collectively referred to herein as the Reporting Persons. The directors and executive officers of ITEC and NIC, together with their principal occupations or employment, citizenship and business address of each, are listed on Schedule I attached hereto, which is incorporated herein by reference.

(b) The principal executive offices of the Reporting Persons are located at 4201 Winfield Drive, P.O. Box 1488, Warrenville, Illinois 60555.

(c) NIC is a holding company whose wholly-owned subsidiaries produce International(R) brand commercial trucks, MaxxForce brand diesel engines, IC brand school and commercial buses, and Workhorse brand chassis for motor homes and step vans. It also is a private-label designer and manufacturer of diesel engines for the pickup truck, van and SUV markets. ITEC is the principle wholly-owned manufacturing subsidiary of NIC. The companies also provides truck and diesel engine parts and service. Another wholly owned subsidiary offers financing services.

(d) During the last five years, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule I, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule I, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

(a) ITEC beneficially owns an aggregate of 664,000 shares of Common Stock, constituting approximately 9.9% of the outstanding shares of Common Stock as reported in the Issuer's most recent Form 10-Q for the quarter ended June 30, 2007. By virtue of its ownership of all of the outstanding common stock of ITEC, NIC may be deemed to possess indirect beneficial ownership of the shares of Common Stock beneficially owned by ITEC. The filing of this Amendment by ITEC and NIC shall not be construed as an admission that NIC is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Amendment.

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(b) ITEC has sole power to vote and sole power to dispose the shares of Common Stock identified in paragraph (a) above. By virtue of its ownership of all of the outstanding common stock of ITEC, NIC may be deemed to possess indirect beneficial ownership of the shares of Common Stock beneficially owned by ITEC. The filing of this Amendment by ITEC and NIC shall not be construed as an admission that NIC is, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Amendment.

(c) On July 17, 2007, ITEC sold 3,600,000 shares of Common Stock to the Issuer at a price of \$7.25 per share, pursuant to a Stock Repurchase Agreement, dated July 17, 2007, between ITEC, thereby reducing its beneficial ownership of Common Stock to 664,000 shares (the Remaining Shares). Other than this transaction, neither of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule I, has effected any transaction in the Common Stock within the 60 days prior to the date of the Amendment.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Under Section 4.02 of the Stock Repurchase Agreement, ITEC has agreed for the 12-month period ending July 17, 2008, not to, subject to certain exceptions, directly or indirectly offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of any of the Remaining Shares, or enter into any swap or other arrangement that transfers to another any of the economic consequences of ownership of the Remaining Shares.

Except as described in the Amendment, no contracts, arrangements, understandings or relationships (legal or otherwise) exist among the Reporting Persons and any of the persons listed on Schedule I or between the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule I, and any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder s fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

Exhibit 7.07 Stock Repurchase Agreement

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SIGNATURES

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

Dated: October 18, 2007

International Truck and Engine
Corporation

By: /s/ Terry M. Endsley

Name: Terry M. Endsley
Title: Senior Vice President and
Treasurer

Navistar International Corporation

By: /s/ Terry M. Endsley

Name: Terry M. Endsley
Title: Senior Vice President and
Treasurer

Table of Contents**SCHEDULE I****SET FORTH BELOW IS THE NAME, TITLE, PRINCIPAL OCCUPATION OR EMPLOYMENT, ADDRESS AND CITIZENSHIP OF EACH OF THE DIRECTORS OF NIC.**

| <i>NAME</i> | <i>Title</i> | <i>Business and Address</i> | <i>Citizenship</i> |
|----------------------|---|--|--------------------|
| Daniel C. Ustian | Chairman, President and Chief Executive Officer | Navistar International Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| Y. Marc Belton | Executive Vice President, Worldwide Heath, Brand and New Business Development | General Mills, Inc. One General Mills Blvd Minneapolis, MN 55426 | United States |
| William A. Caton | Executive Vice President and Chief Financial Officer | Navistar International Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Eugenio Clariond | Chairman and Chief Executive Officer | Grupo IMSA Av. Vasconcelos #220 Ote. Col Santa Engracia San Pedro Garza Garcia N.L. 66220 Mexico | Mexico |
| John D. Correnti | President and Chief Executive Officer | SeverCorr, LLC 1409 Hwy 45 South Columbus, MS 39701 | United States |
| Dr. Abbie J. Griffin | Professor Royal L. Garff Endowed Chair in Marketing David Eccles School of Business | University of Utah 1645 E. Campus Center Dr, RM 209 Salt Lake City, UT 84112 | United States |
| Michael N. Hammes | Chairman of the Board | Sunrise Medical, Inc. P.O. Box 1358 Rancho Santa Fe, CA 92067 | United States |
| David D. Harrison | Managing Partner | HCI 104 Nathaniel Court The Point, Mooresville, NC 28117 | United States |

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|----------------------|--------------------|---|------------------|
| James H. Keyes | Retired | 1522 North Prospect Ave., #1802 Milwaukee, WI 53202 | United States |
| Southwood J. Morcott | Retired | 30 Brams Point Road Hilton Head Island, SC 29926 | United States |
| Dennis D. Williams | UAW Representative | UAW Region 4 680 Barclay Blvd. Lincolnshire, IL 60069 | United States |

Table of Contents**SCHEDULE I (continued)**

SET FORTH BELOW IS THE NAME, TITLE, PRINCIPAL OCCUPATION OR EMPLOYMENT, ADDRESS AND CITIZENSHIP OF EACH OF THE EXECUTIVE OFFICERS OF NIC.

| <i>NAME</i> | <i>Title</i> | <i>Business and Address</i> | <i>Citizenship</i> |
|--------------------|--|---|---------------------------|
| Daniel C. Ustian | Chairman, President and Chief Executive Officer | Navistar International Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| William A. Caton | Executive Vice President and Chief Financial Officer | Navistar International Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Steven K. Covey | Senior Vice President and General Counsel | Navistar International Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| Terry M. Endsley | Senior Vice President and Treasurer | Navistar International Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| John P. Waldron | Vice President and Corporate Controller | Navistar International Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |

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SCHEDULE I (continued)

SET FORTH BELOW IS THE NAME, TITLE, PRINCIPAL OCCUPATION OR EMPLOYMENT, ADDRESS AND CITIZENSHIP OF EACH OF THE DIRECTORS OF ITEC

| <i>NAME</i> | <i>Title</i> | <i>Business and Address</i> | <i>Citizenship</i> |
|--------------------|--|--|---------------------------|
| Daniel C. Ustian | Chairman, President and Chief Executive Officer | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| William A. Caton | Executive Vice President and Chief Financial Officer | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |

Table of Contents**SCHEDULE I (continued)****SET FORTH BELOW IS THE NAME, TITLE, PRINCIPAL OCCUPATION OR EMPLOYMENT, ADDRESS AND CITIZENSHIP OF EACH OF THE EXECUTIVE OFFICERS OF ITEC**

| <i>NAME</i> | <i>Title</i> | <i>Business and Address</i> | <i>Citizenship</i> |
|--------------------|--|---|--------------------|
| Daniel C. Ustian | Chairman, President and Chief Executive Officer | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| William A. Caton | Executive Vice President and Chief Financial Officer | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Jack J. Allen | President Engine Group | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| Phyllis E. Cochran | Vice President, General Manager Parts | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Steven K. Covey | Senior Vice President and General Counsel | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |
| Greg W. Elliott | Vice President, Corporate Human Resources and Administration | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Terry M. Endsley | Senior Vice President and Treasurer | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| Deepak T. Kapur | President Truck Group | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL60555 | United States |
| John P. Waldron | Vice President and Corporate Controller | International Truck and Engine Corporation 4201 Winfield Road Warrenville, IL 60555 | United States |

