

VISTEON CORP

Form 3

August 19, 2010

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/09/20103. Issuer Name and Ticker or Trading Symbol
VISTEON CORP [VSTNQ]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person____X____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,079,455

I

See Footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â

Signatures

Kevin P. Treanor,
Attorney-in-fact
08/19/2010
**Signature of Reporting Person Date

Kevin P. Treanor,
Attorney-in-fact
08/19/2010
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

(2) As of August 9, 2010, Goldman Sachs beneficially owned directly, and GS Group may be deemed to have beneficially owned indirectly, an aggregate of 5,079,455 shares of common stock, par value \$1.00 per share ("Common Stock") of Visteon Corporation (the "Issuer"). Goldman Sachs also holds open short positions of 10,219 shares of Common Stock.

(3) The Issuer, certain investors (the "Investors"), including the High Yield Distressed Investing Group of Goldman Sachs, and certain additional purchasers ("Additional Purchasers") are parties to an Equity Commitment Agreement dated as of May 6, 2010, as amended by the First Amendment to the Equity Commitment Agreement dated as of June 13, 2010, the Second Amendment to the Equity Commitment Agreement dated as of June 25, 2010, and the Third Amendment to the Equity Commitment Agreement dated as of August 9, 2010. Pursuant to the Equity Commitment Agreement and its amendments, among other terms, the Investors and Additional Purchasers agreed to purchase certain shares of the Common Stock of a reorganized Issuer. Upon entering into the Third Amendment to the Equity Commitment Agreement, the Reporting Persons, the other Investors, and the Additional Purchasers may be deemed to be a "group" pursuant to Section 13(d)(3) of the Exchange Act.

(4) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any shares of Common Stock held by the Investors (other than the Reporting Persons) or Additional Purchasers, and such beneficial ownership is expressly disclaimed. None of the Reporting Persons have any pecuniary interest in the Common Stock except as reported on Table I of this Form 3 and therefore do not have beneficial ownership of any shares of Common Stock except as reported on Table I of this Form 3 within the meaning of Rule 16a-1(a)(2) of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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