

Edgar Filing: NAVISTAR INTERNATIONAL CORP - Form SC 13D/A

NAVISTAR INTERNATIONAL CORP  
Form SC 13D/A  
November 18, 2008

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13D\*  
(Rule 13d-101)

Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

NAVISTAR INTERNATIONAL CORPORATION  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

63934E108  
(CUSIP Number)

Owl Creek Asset Management, L.P.  
640 Fifth Avenue, 20th Floor, New York, NY 10019, Attn: Daniel Sapadin  
(212) 688-2550

With a copy to:  
Schulte Roth & Zabel LLP  
919 Third Avenue, New York, NY 10022, Attn: Marc Weingarten, Esq.  
(212) 756-2000

(Name, address and telephone number of person  
authorized to receive notices and communications)

November 14, 2008  
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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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(1) NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS.  
 OF ABOVE PERSONS (ENTITIES ONLY) Owl Creek I, L.P.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
WC, OO

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF	(7) SOLE VOTING POWER	-0-
SHARES	-----	-----
BENEFICIALLY	(8) SHARED VOTING POWER	137,502
OWNED BY	-----	-----
EACH	(9) SOLE DISPOSITIVE POWER	-0-
REPORTING	-----	-----
PERSON WITH	(10) SHARED DISPOSITIVE POWER	137,502

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 137,502

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11) 0.19%

-----

(14) TYPE OF REPORTING PERSON \*\* PN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS.  
 OF ABOVE PERSONS (ENTITIES ONLY) Owl Creek II, L.P.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
 WC, OO

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

NUMBER OF	(7) SOLE VOTING POWER	-0-
SHARES	-----	-----
BENEFICIALLY	(8) SHARED VOTING POWER	1,124,902
OWNED BY	-----	-----
EACH	(9) SOLE DISPOSITIVE POWER	-0-
REPORTING	-----	-----
PERSON WITH	(10) SHARED DISPOSITIVE POWER	1,124,902

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 1,124,902

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11) 1.58%

-----

(14) TYPE OF REPORTING PERSON \*\* PN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY) Owl Creek Advisors, LLC

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
WC, OO

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (7) SOLE VOTING POWER -0-  
SHARES -----

BENEFICIALLY (8) SHARED VOTING POWER 1,262,404

OWNED BY -----

EACH (9) SOLE DISPOSITIVE POWER -0-  
REPORTING -----

PERSON WITH (10) SHARED DISPOSITIVE POWER 1,262,404

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 1,262,404

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11) 1.77%

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(14) TYPE OF REPORTING PERSON \*\* CO

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----

(1) NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

Owl Creek Asset Management, L.P.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
WC, OO

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (7) SOLE VOTING POWER -0-  
SHARES -----

BENEFICIALLY (8) SHARED VOTING POWER 5,467,048  
OWNED BY -----

EACH (9) SOLE DISPOSITIVE POWER -0-  
REPORTING -----

PERSON WITH (10) SHARED DISPOSITIVE POWER 5,467,048  
-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 5,467,048

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11) 7.68%

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(14) TYPE OF REPORTING PERSON \*\*  
PN

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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

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Jeffrey A. Altman

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ]  
 (b) [X]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS \*\*  
 WC, OO

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
 REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

-----

NUMBER OF (7) SOLE VOTING POWER -0-  
 SHARES -----

BENEFICIALLY (8) SHARED VOTING POWER 6,729,452  
 OWNED BY -----

EACH (9) SOLE DISPOSITIVE POWER -0-  
 REPORTING -----

PERSON WITH (10) SHARED DISPOSITIVE POWER 6,729,452  
 -----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON 6,729,452

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11) 9.45%

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(14) TYPE OF REPORTING PERSON \*\*  
 IN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13D initially filed on January 30, 2008 and amended by Amendment No. 1 filed on October 8, 2008 (the "Amended Schedule 13D"), relating to the common stock, par value \$.10 (the "Common Stock"), of Navistar International Corporation (the "Issuer"), a Delaware corporation, whose principal executive offices are located at 4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois 60555, is hereby amended and this Amendment No. 2 to the

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Schedule 13D.

Items 3 and 5 of the Amended Schedule 13D are hereby amended and restated in their entirety as follows:

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

The 6,729,452 shares of Common Stock reported herein as being beneficially owned by the Reporting Persons were acquired at an aggregate purchase price of approximately \$307,151,226. Such shares are held by the Reporting Persons in commingled margin accounts maintained at UBS Securities LLC, which may extend margin credit to the Reporting Persons from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin account are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the shares of Common Stock reported herein.

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Item 5. Interest in Securities of the Issuer.

A. Owl Creek I, L.P.

(a) Aggregate number of shares beneficially owned: 137,502.

Percentage: 0.19% The percentages used herein and in the rest of Item 5 are calculated based upon the 71,174,848 shares of Common Stock issued and outstanding as of July 31, 2008 as reported by the Issuer in its Form 10-Q for the quarterly period ended July 31, 2008, filed on September 3, 2008.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 137,502

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 137,502

(c) The acquisition/sale dates, number of shares of Common Stock acquired/sold and the price per share for all transactions by Owl Creek I in the Common Stock since the filing of Amendment No. 1 to this Schedule 13D, are set forth in Schedule A and are incorporated by reference.

(d) Owl Creek Advisors, LLC, the general partner of Owl Creek I, has the power to direct the affairs of Owl Creek I, including decisions respecting the receipt of dividends from the shares and the disposition of the proceeds from the sale of the shares. Mr. Altman is the managing member of Owl Creek Advisors, LLC and in that capacity directs its operations.

(e) Not applicable.

B. Owl Creek II, L.P.

(a) Aggregate number of shares beneficially owned: 1,124,902

Percentage: 1.58%

(b) 1. Sole power to vote or direct vote: -0-

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2. Shared power to vote or direct vote: 1,124,902
3. Sole power to dispose or direct the disposition: -0-
4. Shared power to dispose or direct the disposition:  
1,124,902

(c) The acquisition/sale dates, number of shares of Common Stock acquired/sold and the price per share for all transactions by Owl Creek II in the Common Stock since the filing of Amendment No. 1 to this Schedule 13D, are set forth in Schedule A and are incorporated by reference.

(d) Owl Creek Advisors, LLC, the general partner of Owl Creek II, has the power to direct the affairs of Owl Creek II, including decisions respecting the receipt of dividends from the shares and the disposition of the proceeds from the sale of the shares. Mr. Altman is the managing member of Owl Creek Advisors, LLC and in that capacity directs its operations.

(e) Not applicable.

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### C. Owl Creek Advisors, LLC

- (a) Aggregate number of shares beneficially owned: 1,262,404  
Percentage: 1.77%
- (b) 1. Sole power to vote or direct vote: -0-  
2. Shared power to vote or direct vote: 1,262,404  
3. Sole power to dispose or direct the disposition: -0-  
4. Shared power to dispose or direct the disposition:  
1,262,404

(c) Owl Creek Advisors, LLC did not enter into any transactions in the Common Stock of the Issuer since the filing of Amendment No. 1 to this Schedule 13D. However, Owl Creek Advisors, LLC is the general partner of Owl Creek I and Owl Creek II, and has the power to direct the affairs of Owl Creek I and Owl Creek II. The acquisition/sale dates, number of shares of Common Stock acquired/sold and the price per share for all transactions by Owl Creek I and Owl Creek II in the Common Stock since the filing of Amendment No. 1 to this Schedule 13D, are set forth in Schedule A and are incorporated by reference.

(d) Owl Creek Advisors, LLC, as the general partner of Owl Creek I and Owl Creek II, has the power to direct the affairs of Owl Creek I and Owl Creek II, including decisions respecting the receipt of dividends from the shares and the disposition of the proceeds from the sale of the shares. Mr. Altman is the managing member of Owl Creek Advisors, LLC and in that capacity directs its operations.

(e) Not applicable.

### D. Owl Creek Asset Management, L.P.

- (a) Aggregate number of shares beneficially owned: 5,467,048  
Percentage: 7.68%
- (b) 1. Sole power to vote or direct vote: -0-  
2. Shared power to vote or direct vote: 5,467,048  
3. Sole power to dispose or direct the disposition: -0-  
4. Shared power to dispose or direct the disposition:  
5,467,048

(c) Owl Creek Asset Management, L.P. did not enter into any transactions in the Common Stock of the Issuer since the filing of Amendment No. 1 to this Schedule 13D. However, Owl Creek Asset Management, L.P. is the investment manager to Owl Creek Overseas and SRIF and has the power to direct the investment activities of Owl Creek Overseas and SRIF. The acquisition dates, number of shares of Common Stock acquired and the price per share for all transactions by Owl Creek Overseas and SRIF in the Common Stock since the filing of Amendment No. 1 to this Schedule 13D, are set forth in Schedule A and are incorporated by reference.



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(d) Owl Creek Asset Management, L.P., as the investment manager to Owl Creek Overseas and SRIF, has the power to direct the investment activities of Owl Creek Overseas and SRIF, including decisions respecting the receipt of dividends from the shares and the disposition of the proceeds from the sale of the shares. Mr. Altman is the managing member of the general partner of Owl Creek Asset Management, L.P. and in that capacity directs its operations.

(e) Not applicable.

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E. Jeffrey A. Altman

(a) Aggregate number of shares beneficially owned: 6,729,452  
Percentage: 9.45%

(b) 1. Sole power to vote or direct vote: -0-  
2. Shared power to vote or direct vote: 6,729,452  
3. Sole power to dispose or direct the disposition: -0-  
4. Shared power to dispose or direct the disposition:  
6,729,452

(c) Mr. Altman did not enter into any transactions in the Common Stock of the Issuer since the filing of Amendment No. 1 to this Schedule 13D. The acquisition/sale dates, number of shares of Common Stock acquired/sold and the price per share for all transactions by Owl Creek I, Owl Creek II, Owl Creek Overseas and SRIF in the Common Stock since the filing of Amendment No. 1 to this Schedule 13D, are set forth in Schedule A and are incorporated by reference.

(d) Not applicable.

(e) Not applicable.

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SIGNATURES

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

DATED: November 18, 2008

/s/ JEFFREY A. ALTMAN

-----  
Jeffrey A. Altman, individually, and as managing member of Owl Creek Advisors, LLC, for itself and as general partner of Owl Creek I, L.P. and Owl Creek II L.P., and as managing member of the general partner of Owl Creek Asset Management, L.P., for itself and as investment manager to Owl Creek Overseas Fund, Ltd. and Owl Creek Socially Responsible Investment Fund, Ltd.

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Schedule A

OWL CREEK I, L.P.

Date of Transaction	Number of Shares Purchased/ (Sold)	Open Market/ Cross Transaction	Price per Share
10/13/2008	1,200	0	30.33
10/15/2008	1,300	0	29.86
10/17/2008	1,900	0	30.14
10/17/2008	2,700	0	29.85
10/19/2008	1,200	0	30.42
10/28/2008	1,400	0	23.32
11/13/2008	(1,900)	0	(16.08)

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OWL CREEK II, L.P.

Date of Transaction	Number of Shares Purchased/ (Sold)	Open Market/ Cross Transaction	Price per Share
10/13/2008	10,000	0	30.33
10/15/2008	11,800	0	29.86
10/17/2008	15,600	0	30.14
10/17/2008	21,300	0	29.85
10/19/2008	4,900	0	30.42
10/28/2008	18,700	0	23.32
11/13/2008	(15,000)	0	(16.08)

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OWL CREEK OVERSEAS FUND, LTD.

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Date of Transaction	Number of Shares Purchased/ (Sold)	Open Market/ Cross Transaction	Price per Share
10/13/2008	45,400	0	30.33
10/15/2008	84,600	0	29.86
10/17/2008	54,100	0	30.14
10/17/2008	73,900	0	29.85
10/19/2008	45,900	0	30.42
10/28/2008	72,000	0	23.32
11/14/2008	141,345	0	19.80
11/14/2008	251,643	0	20.41
11/17/2008	146,200	0	20.41

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OWL CREEK SOCIALLY RESPONSIBLE INVESTMENT FUND, LTD.

Date of Transaction	Number of Shares Purchased/ (Sold)	Open Market/ Cross Transaction	Price per Share
10/13/2008	700	0	30.33
10/15/2008	2,300	0	29.86
10/17/2008	1,500	0	30.14
10/17/2008	2,100	0	29.85
10/19/2008	900	0	30.42
10/28/2008	1,600	0	23.32
11/14/2008	3,600	0	19.80
11/14/2008	6,500	0	20.41
11/17/2008	3,800	0	20.41