

NAVISTAR INTERNATIONAL CORP

Form 8-K

February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 14, 2019 (February 12, 2019)

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NAVISTAR INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

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|-------------------------------------------------------------------|-----------------------|-----------------------------------------|
| Delaware                                                          | 1-9618                | 36-3359573                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |
| 2701 Navistar Drive                                               | 60532                 |                                         |
| Lisle, Illinois                                                   |                       |                                         |
| (Address of principal executive offices)                          | (Zip Code)            |                                         |

Registrant's telephone number, including area code: (331) 332-5000

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(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Navistar International Corporation (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”) on February 12, 2019. Set forth below is a brief description of each matter voted upon at the Annual Meeting and the voting results with respect to each matter.

Proposal 1. The following nominees were elected to the Board of Directors of the Company (the “Board”) to serve a one-year term expiring at the 2020 Annual Meeting of Stockholders and until their successors are duly elected and qualified. There were no abstentions with respect to this matter. There were 4,426,797 broker non-votes with respect to this matter. The results of the voting for the election of directors were as follows:

| Nominee                | Votes For  | Votes Withheld |
|------------------------|------------|----------------|
| Troy A. Clarke         | 91,125,829 | 747,446        |
| José María Alapont     | 81,120,461 | 10,752,814     |
| Stephen R. D’Arcy      | 91,417,748 | 455,527        |
| Vincent J. Intrieri    | 88,056,370 | 3,816,905      |
| Raymond T. Miller      | 91,388,434 | 484,841        |
| Mark H. Rachesky, M.D. | 86,333,396 | 5,539,879      |
| Andreas H. Renschler   | 65,433,695 | 26,439,580     |
| Christian Schulz       | 88,891,841 | 2,981,434      |
| Kevin M. Sheehan       | 91,411,021 | 462,254        |
| Dennis A. Suskind      | 91,239,299 | 633,976        |

The remaining director who did not stand for election at the Annual Meeting and whose term of office as a director continued after such meeting is Jeffrey A. Dokho. Mr. Dokho fills a seat that is appointed by the United Automobiles, Aerospace and Agricultural Implement Workers of America (the “UAW”) and is not elected by stockholders. His term of office continues until his removal by the UAW.

Proposal 2. The Company’s stockholders approved the non-binding advisory vote on executive compensation. The results of the voting on the non-binding advisory vote on executive compensation were as follows:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|---------------|-----------------|-----------------|
| 90,707,963 | 821,821       | 343,491         | 4,426,797       |

Proposal 3. The Company’s stockholders approved the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending October 31, 2019. The results of the voting for the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending October 31, 2019 were as follows:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|---------------|-----------------|-----------------|
| 95,107,577 | 784,170       | 408,325         | 0               |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVISTAR INTERNATIONAL CORPORATION

(Registrant)

By: /s/ Walter G. Borst

Name: Walter G. Borst

Title: Executive Vice President and  
Chief Financial Officer

Dated: February 14, 2019