

VISTEON CORP
Form 8-K
June 13, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) June 9, 2011
VISTEON CORPORATION
(Exact name of registrant as specified in its charter)**

Delaware

1-15827

38-3519512

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

One Village Center Drive, Van Buren Township,
Michigan

48111

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (800)-VISTEON

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 communication 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))
-

TABLE OF CONTENTS

Item 5.07. Submission of Matters to a Vote of Security Holders

SIGNATURE

Table of Contents**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT****Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The annual meeting of stockholders of Visteon Corporation (the Company) was held on June 9, 2011.

(b) At the annual meeting, the stockholders elected the Company's eight nominees for director to serve for a one-year term beginning at the 2011 annual meeting and expiring at the 2012 annual meeting of stockholders. The stockholders also ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2011. The final voting results are set forth below.

(1) Election of directors (plurality voting):

| Nominee | Shares For | Shares Withheld | Broker Non-Votes |
|----------------------|-------------------|------------------------|-------------------------|
| Duncan H. Cocroft | 33,409,394 | 794,716 | 5,027,701 |
| Philippe Guillemot | 28,493,353 | 5,710,757 | 5,027,701 |
| Herbert L. Henkel | 28,422,775 | 5,781,335 | 5,027,701 |
| Mark T. Hogan | 28,422,780 | 5,781,330 | 5,027,701 |
| Jeffrey D. Jones | 28,302,516 | 5,901,594 | 5,027,701 |
| Karl J. Krapek | 16,601,401 | 17,602,709 | 5,027,701 |
| Timothy D. Leuliette | 33,867,940 | 336,170 | 5,027,701 |
| Donald J. Stebbins | 30,206,683 | 3,997,427 | 5,027,701 |

(2) Ratification of the appointment of PricewaterhouseCoopers LLP:

| Shares For | Shares Against | Shares Abstain | Broker Non-Votes |
|-------------------|-----------------------|-----------------------|-------------------------|
| 37,020,291 | 96,080 | 2,115,440 | N/A |

Table of Contents

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.

VISTEON CORPORATION

Date: June 13, 2011

By: /s/ Michael K. Sharnas
Michael K. Sharnas
Vice President and General Counsel

- 3 -