

VISTEON CORP
Form S-8 POS
March 08, 2007

Table of Contents

As filed with the Securities and Exchange Commission on March 8, 2007.

Registration No. 333-39756

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

**Post-Effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

38-3519512

(I.R.S. Employer Identification No.)

One Village Center Drive, Van Buren Twp., Michigan

(Address of principal executive offices)

48111

(zip code)

Visteon Investment Plan

(formerly known as the Visteon Investment Plan for Salaried Employees)

(Full title of the Plan)

John Donofrio

Senior Vice President and General Counsel

Visteon Corporation

One Village Center Drive

Van Buren Township, Michigan 48111

(Name and address of agent for service)

(800) VISTEON

(Telephone number, including area code, of agent for service)

TABLE OF CONTENTS

PART II INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

Powers of Attorney

Table of Contents

WITHDRAWAL OF SECURITIES FROM REGISTRATION

On June 21, 2000, Visteon Corporation (the Company) filed a registration statement on Form S-8 (Registration No. 333-39756) with the Securities and Exchange Commission registering 5,000,000 shares of the Company s Common Stock, par value \$1 per share, and an indeterminate amount of interests to be offered or sold pursuant to the Visteon Investment Plan (formerly known as the Visteon Investment Plan for Salaried Employees, the Plan). Effective as of December 31, 2005, the Visteon Stock Fund was closed to new contributions and transfers under the Plan, and all units held in the Visteon Stock Fund after June 30, 2006 were liquidated and transferred to alternative investment funds under the Plan. Accordingly, the Company is filing this post-effective amendment No. 1 to the registration statement to withdraw from registration any remaining unsold shares of Common Stock and interests in the Plan.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

24.1 Powers of Attorney relating to execution of this post-effective amendment No. 1 to the registration statement.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Van Buren Township, in the State of Michigan, on March 8, 2007.

VISTEON CORPORATION

By */s/ John Donofrio*

John Donofrio
Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment No. 1 to the registration statement has been signed on March 8, 2007, by the following persons in the capacities and on the dates indicated.

| Signature | Title |
|--|--|
| <i>/s/ Michael F. Johnston*</i> Michael F. Johnston | Chairman of the Board of Directors and Chief Executive Officer (principal executive officer) |
| <i>/s/ James F. Palmer*</i> James F. Palmer | Executive Vice President and Chief Financial Officer (principal financial officer) |
| <i>/s/ William G. Quigley III*</i> William G. Quigley III | Senior Vice President, Corporate Controller and Chief Accounting Officer (principal accounting officer) |
| <i>/s/ William H. Gray, III*</i> William H. Gray, III | Director |
| <i>/s/ Patricia Higgins*</i> Patricia Higgins | Director |
| <i>/s/ Karl J. Krapek*</i> Karl J. Krapek | Director |
| <i>/s/ Charles L. Schaffer*</i> Charles L. Schaffer | Director |
| <i>/s/ Donald J. Stebbins*</i> Donald J. Stebbins | Director, President and Chief Operating Officer |

/s/ Richard J. Taggart*

Director

Richard J. Taggart

/s/ James D. Thornton*

Director

James D. Thornton

/s/ Kenneth B. Woodrow*

Director

Kenneth B. Woodrow

*By: /s/ John Donofrio

John Donofrio
Attorney-in-Fact

Table of Contents

Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Van Buren Township, in the State of Michigan, on March 8, 2007.

VISTEON INVESTMENT PLAN

By /s/ Dorothy L. Stephenson

Dorothy L. Stephenson
Visteon Investment Plan, Administrative Committee

4

Table of Contents

EXHIBIT INDEX

| Exhibit Number | Exhibit Name |
|---------------------------|--|
| 24.1 | Powers of Attorney relating to execution of this post-effective amendment No. 1 to the registration statement. |
| | 5 |