

VISTEON CORP
Form 3
August 19, 2010

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | VISTEON CORP [VSTNQ] | |
| (Last) | (First) | (Middle) | 08/09/2010 | | |
| 200 WEST STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10282 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

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
Date

__Signature of Reporting Person

Kevin P. Treanor,
Attorney-in-fact
08/19/2010
Date

__Signature of Reporting Person

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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