

VISTEON CORP  
Form 8-K  
May 18, 2015

**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) May 18, 2015**

**VISTEON CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-15827**  
**(Commission**

**File Number)**

**38-3519512**  
**(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))

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

(a) A special meeting of stockholders of Visteon Corporation (the Company) was held on May 18, 2015.

(b) At the special meeting, the stockholders authorized the Share Purchase Agreement, dated as of December 17, 2014, by and among the Company, VIHI, LLC, Hahn & Co. Auto Holdings Co., Ltd. and Hankook Tire Co., Ltd. (the Share Purchase Agreement), and the transactions contemplated thereby, and approved one or more adjournments of the special meeting and the Company's executive compensation that may become payable in connection with such transactions. The final voting results are set forth below.

(1) Authorize the Share Purchase Agreement and the transactions contemplated thereby:

| <b>Shares For</b> | <b>Shares Against</b> | <b>Shares Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-----------------------|-----------------------|-------------------------|
| 33,240,807        | 11,973                | 130,705               | N/A                     |

(2) Approve one or more adjournments of the special meeting:

| <b>Shares For</b> | <b>Shares Against</b> | <b>Shares Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-----------------------|-----------------------|-------------------------|
| 31,878,629        | 1,443,184             | 61,672                | N/A                     |

(3) Provide advisory approval of the Company's executive compensation that may be payable in connection with the transactions contemplated by the Share Purchaser Agreement:

| <b>Shares For</b> | <b>Shares Against</b> | <b>Shares Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-----------------------|-----------------------|-------------------------|
| 28,610,367        | 4,606,643             | 166,475               | N/A                     |

**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: May 18, 2015

By: /s/ Peter M. Ziparo  
Peter M. Ziparo  
Vice President and General Counsel

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