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VISTEON CORP
Form SC 13D/A
August 08, 2007

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

Visteon Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

92839U107

(CUSIP Number)

Mr. Timothy Bass
Pardus Capital Management L.P.
590 Madison Avenue, Suite 25E
New York, New York 10022
(212) 381-7770

With a copy to:

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 3, 2007

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties

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to whom copies are to be sent.

(Continued on following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Pardus Capital Management L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER
29,000,000

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
29,000,000

10 SHARED DISPOSITIVE POWER

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or 22.4% of the Shares deemed issued and outstanding as of that date.

(c) Information concerning transactions in the Shares effected by PCM since the most recent filing on Schedule 13D is set forth in Schedule A hereto and is incorporated by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 7, 2007

/s/ Karim Samii

Karim Samii, in his capacity as the sole member of Pardus Capital Management LLC, the sole general partner of Pardus Capital Management L.P.

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SCHEDULE A

Pardus Special Opportunities Master Fund L.P.

Trade Date	Shares Purchased (Sold)	Price per Share (\$, excluding execution costs)
07/27/2007	2,300	6.35
07/27/2007	11,700	6.36
07/27/2007	18,900	6.37
07/27/2007	57,200	6.38
07/27/2007	28,000	6.39
07/27/2007	106,600	6.40
07/27/2007	300	6.41
07/27/2007	400	6.42
07/27/2007	4,600	6.48
07/27/2007	7,400	6.49
07/27/2007	6,600	6.50
07/27/2007	700	6.51

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07/27/2007	4,200	6.52
07/27/2007	300	6.53
07/27/2007	800	6.54
08/01/2007	100	6.23
08/01/2007	800	6.24
08/01/2007	10,000	6.25
08/01/2007	1,000	6.26
08/01/2007	5,200	6.27
08/01/2007	6,305	6.29
08/01/2007	52,695	6.30
08/01/2007	100	6.32
08/01/2007	19,000	6.34
08/01/2007	65,600	6.35
08/01/2007	20,800	6.36
08/01/2007	56,800	6.37
08/01/2007	27,400	6.38
08/01/2007	41,100	6.39
08/01/2007	102,900	6.40
08/01/2007	10,300	6.41
08/01/2007	5,000	6.42
08/01/2007	52,000	6.43
08/01/2007	107,100	6.44
08/01/2007	165,800	6.45
08/02/2007	2,600	6.52
08/02/2007	3,500	6.53
08/02/2007	1,500	6.54
08/02/2007	111,500	6.55
08/02/2007	5,900	6.59
08/03/2007	14,800	6.35
08/03/2007	2,600	6.36
08/03/2007	6,100	6.37
08/03/2007	31,600	6.38
08/03/2007	34,300	6.39
08/03/2007	51,400	6.40
08/03/2007	34,700	6.41
08/03/2007	33,100	6.42
08/03/2007	13,400	6.43
08/03/2007	22,400	6.44
08/03/2007	23,800	6.45
08/03/2007	14,100	6.46
08/03/2007	40,100	6.47
08/03/2007	26,200	6.48
08/03/2007	17,700	6.49
08/03/2007	110,500	6.50
08/03/2007	35,600	6.51
08/03/2007	70,000	6.52
08/03/2007	9,000	6.53
08/03/2007	1,700	6.54
08/03/2007	6,900	6.55
08/06/2007	100	6.14
08/06/2007	11,100	6.15
08/06/2007	14,400	6.16
08/06/2007	19,300	6.17
08/06/2007	33,300	6.18
08/06/2007	18,500	6.19
08/06/2007	83,900	6.20
08/06/2007	1,200	6.22
08/06/2007	900	6.23
08/06/2007	10,300	6.24
08/06/2007	82,000	6.25