

NAVISTAR INTERNATIONAL CORP  
Form 8-K  
August 12, 2008

**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): August 12, 2008

**NAVISTAR INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-9618**  
(Commission File No.)

**36-3359573**  
(I.R.S. Employer

Identification No.)

**4201 Winfield Road, P.O. Box 1488, Warrenville, Illinois**  
(Address of principal executive offices)

**60555**  
(Zip Code)

**Registrant's telephone number, including area code (630) 753-5000**

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 communications 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))



PAGE 2

**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

The information regarding the results of operations and financial condition of Navistar International Corporation (the company) responsive to this Item 2.02, and contained in Exhibit 99.1 filed herewith, is incorporated into this Item 2.02 by reference.

**ITEM 7.01 REGULATION FD DISCLOSURE**

In accordance with General Instruction B.2. to Form 8-K, the following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**JPMorgan Harbour Auto Conference**

Navistar International Corporation, the nation's largest combined commercial truck, school bus and mid-range diesel engine producer, previously announced that Daniel C. Ustian, Chairman, President and Chief Executive Officer, will discuss business opportunities and other matters related to the company during the JPMorgan Harbour Auto Conference at the Ritz-Carlton in Dearborn, Michigan on Wednesday, August 13<sup>th</sup> at 7:15 AM EDT. Copies of the slides containing financial and operating information to be used as part of the presentation are attached as Exhibit 99.1 to this Current Report and are incorporated by reference herein.

Live audio web casts will be available for the presentation at <http://ir.navistar.com/events.cfm>. Investors are advised to log on to the website at least 15 minutes prior to the presentation to allow sufficient time for downloading any necessary software. The web cast will be available for replay at the same address approximately three hours following its conclusion, and will remain available for a period of 10 days.

**2008 Earnings Guidance**

Today, the company issued a press release that reaffirmed its guidance for record fiscal 2008 revenues and for the first time gave guidance on anticipated net income for its 2008 fiscal year. Based on current conditions, net income for the fiscal year ending October 31, 2008 expected to be \$312 million or \$4.26 per diluted share to \$418 million or \$5.72 per diluted share. The company maintained its guidance that manufacturing segment profit for fiscal 2008 would be between \$950 million and \$1 billion and that company sales and revenues in fiscal 2008 would exceed \$15 billion. The company's press release is attached as Exhibit 99.2 to this Current Report and is incorporated by reference herein.

**PAGE 3**

Navistar International Corporation (NYSE: NAV) is a holding company whose subsidiaries and affiliates produce International® brand commercial and military trucks, MaxxForce® brand diesel engines, IC brand school and commercial buses, and Workhorse® brand chassis for motor homes and step vans. It also is a private-label designer and manufacturer of diesel engines for the pickup truck, van and SUV markets. The company also provides truck and diesel engine parts and service. Another affiliate offers financing services. Additional information is available at [www.Navistar.com/newsroom](http://www.Navistar.com/newsroom).

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d)	Exhibits		
	<b>Exhibit</b>		
	<b>No.</b>	<b>Description</b>	<b>Page</b>
	99.1	Slide Presentation for August 13, 2008 JPMorgan Harbour Auto Conference	
	99.2	Press Release	

***Forward Looking Statements***

*Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the company assumes no obligation to update the information included in this report. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as believe, expect, anticipate, intend, plan, estimate or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties and assumptions. For a further description of these factors, see Item 1A. Risk Factors of our Form 10-K for the fiscal year ended October 31, 2007, which was filed on May 29, 2008. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements.*

PAGE 4

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.

NAVISTAR INTERNATIONAL CORPORATION  
Registrant

Date: August 12, 2008

/s/ Terry M. Endsley  
Terry M. Endsley

Executive Vice President and Chief Financial Officer