

NAVISTAR INTERNATIONAL CORP

Form 8-K

March 06, 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): March 6, 2008**

NAVISTAR INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

1-9618

36-3359573

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

(Commission File No.)

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

**4201 Winfield Road, P.O. Box 1488,
Warrenville, Illinois**

60555

(Address of principal executive offices)

(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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Navistar International Corporation (the company) is filing its 2006 audited financial statements and management's discussion and analysis of financial condition and results of operations in this Form 8-K, as the company works toward becoming a current filer. The company's press release announcing the filing, audited financial statements, and management's discussion and analysis of financial condition and results of operations are attached as Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3, respectively. The company is also filing additional unaudited financial information in Exhibit 99.4.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| Exhibit No. | Description | Page |
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| 99.1 | Navistar Press Release of Financial Results | 4 |
| 99.2 | Management's Discussion and Analysis of Financial Condition and Results of Operations | 5 |
| 99.3 | Consolidated Financial Statements | 50 |
| 99.4 | Additional Financial Information (Unaudited) | 123 |

Forward Looking Statement

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, Section 21E of the 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, including the risk of continued delay in the completion of our financial statements and the consequences thereof, the availability of funds, either through cash on hand or the company's other liquidity sources, to repay any amounts due should any of the company's debt become accelerated, and decisions by suppliers and other vendors to restrict or eliminate customary trade and other credit terms for the company's future orders and other services, which would require the company to pay cash and which could have a material adverse effect on the company's liquidity position and financial condition. 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. For a further description of these factors, see Item 1A. Risk Factors of our Form 10-K for the fiscal year ended October 31, 2005, which was filed on December 10, 2007.

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

/s/ William A. Caton

William A. Caton
Executive Vice President and Chief Financial Officer

Date: March 6, 2008