

# NAVISTAR INTERNATIONAL CORP

Reported by  
**VOLKSWAGEN AG**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/20/17 for the Period Ending 07/17/17

Address	2701 NAVISTAR DRIVE LISLE, IL 60532
Telephone	331-332-5000
CIK	0000808450
Symbol	NAV
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Heavy Machinery & Vehicles
Sector	Industrials
Fiscal Year	10/31

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Volkswagen Truck & Bus GmbH			NAVISTAR INTERNATIONAL CORP [ NAV ]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
BRAWO PARK, WILLY-BRANDT-PLATZ 19			7/17/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BRAUNSCHWEIG, 2M 38102						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.10 per share	7/17/2017	7/18/2017	P	(3)	43501	A	\$29.25	16285513	D	(1)(2)
Common Stock, par value \$0.10 per share	7/18/2017	7/19/2017	P	(3)	52625	A	\$29.13	16338138	D	(1)(2)
Common Stock, par value \$0.10 per share	7/19/2017	7/20/2017	P	(3)	61900	A	\$29.18	16400038	D	(1)(2)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- This statement is being filed jointly by Volkswagen Truck & Bus GmbH ("VW T&B") and Volkswagen AG ("Volkswagen" and together with VW T&B, the "Reporting Persons"). VW T&B is a wholly-owned subsidiary of Volkswagen and is the direct holder of the securities reported on this statement.
- Shares of Navistar International Corporation common stock, par value \$0.10 per share, were purchased by VW T&B, a wholly owned subsidiary of Volkswagen, in open market transactions.
- The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by VW T&B on June 16, 2017.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Volkswagen Truck & Bus GmbH BRAWO PARK WILLY-BRANDT-PLATZ 19 BRAUNSCHWEIG, 2M 38102		X		
VOLKSWAGEN AG VOLKSWAGEN AG BERLINER RING 2 WOLFSBURG, LOWER SAXONY, 2M 38440		X		

**Signatures**

Andreea Costa, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Andreea Costa

7/20/2017

\*\*Signature of Reporting Person

Date

**Frederik Fragemann, Attorney in fact for Volkswagen Truck & Bus GmbH /s/ Frederik Fragemann**

**7/20/2017**

—Signature of Reporting Person

Date

**Andreea Costa, Attorney in fact for Volkswagen AG /s/ Andreea Costa**

**7/20/2017**

—Signature of Reporting Person

Date

**Frederik Fragemann, Attorney in fact for Volkswagen AG /s/ Frederik Fragemann**

**7/20/2017**

—Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Power of Attorney**

Volkswagen Aktiengesellschaft  
(the "**Principal**")

a stock corporation incorporated pursuant to the laws of Germany, with its business address at Berliner Ring 2, 38440 Wolfsburg, Germany and registered with the commercial register of the local court of Braunschweig under no. HRB100484

hereby grants power of attorney to

Mr Matthias Gruendler,  
Mr Christian Nicklis,  
Mr Wolfgang Betz,  
Ms Andreea Costa,  
Mr. Hardy Brennecke and  
Mr Frederik Fragemann

(each an "**Attorney in Fact**" and jointly the "**Attorneys in Fact**")

- in each case two of them acting jointly -

to execute for and on behalf of the Principal any and all regulatory and/or securities filings in connection with the acquisition by Volkswagen Truck & Bus GmbH of shares of common stock, par value \$0.10 per share, of Navistar International Corporation (the "**Company**"), including (i) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Act**"), and the rules and regulations thereunder, and any amendments, supplements or modifications thereto and (ii) Schedule 13D in accordance with the Act, and the rules and regulations thereunder, and any amendments, supplements or modifications thereto; and

to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing.

The Attorneys in Fact are authorised to make all necessary or expedient declarations and carry out all such legal actions in connection with the above.

This power of attorney is subject to substantive German law under exclusion of the international conflict of law rules.

This power of attorney expires on 31 December 2017, 24:00 hrs.

*[Signature Page Follows]*

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Wolfsburg, July 19, 2017

ppa.

/s/ Alfred Ströhlein

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Alfred Ströhlein  
for Volkswagen Aktiengesellschaft

ppa.

/s/ Jesko Rosenmüller

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Dr. Jesko Rosenmüller  
for Volkswagen Aktiengesellschaft

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**Power of Attorney**

Volkswagen Truck & Bus GmbH  
(the "**Principal**")

a company organized under the laws of Germany, with its business address at Willy-Brandt-Platz 19, 38102 Braunschweig, Germany and entered on the Trade and Companies Register of Brunswick under no. HRB100261

hereby grants power of attorney to

Ms Andreea Costa  
and  
Mr Frederik Fragemann

(each an "**Attorney in Fact**" and jointly the "**Attorneys in Fact**")

- in each case two of them acting jointly -

to execute for and on behalf of the Principal any and all regulatory and/or securities filings in connection with the acquisition by the Principal of shares of common stock, par value \$0.10 per share, of Navistar International Corporation (the "**Company**"), including (i) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Act**"), and the rules and regulations thereunder, and any amendments, supplements or modifications thereto and (ii) Schedule 13D in accordance with the Act, and the rules and regulations thereunder, and any amendments, supplements or modifications thereto; and to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing.

The Attorneys in Fact are authorised to make all necessary or expedient declarations and carry out all such legal actions in connection with the above.

This power of attorney is subject to substantive German law under exclusion of the international conflict of law rules.

This power of attorney expires on 31 December 2017, 24:00 hrs.

[ *Signature Page Follows* ]

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Wolfsburg, July 19, 2017

ppa.

/s/ Wolfgang Betz

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Wolfgang Betz, General Counsel,  
for Volkswagen Truck & Bus GmbH

ppa.

/s/ Christian Nicklis

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Christian Nicklis, Head of Finance,  
for Volkswagen Truck & Bus GmbH

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