

# NAVISTAR INTERNATIONAL CORP

Reported by  
**VOLKSWAGEN AG**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/25/17 for the Period Ending 07/20/17

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

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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		7/20/2017			
(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	7/20/2017	7/21/2017	P (3)		33200	A	\$29.01	16433238	D	(1)(2)
Common Stock, par value \$0.10 per share	7/21/2017	7/24/2017	P (3)		46162	A	\$29.31	16479400	D	(1)(2)
Common Stock, par value \$0.10 per share	7/24/2017	7/25/2017	P (3)		26900	A	\$29.58	16506300	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

7/25/2017

\*\*Signature of Reporting Person

Date

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

**7/25/2017**

—Signature of Reporting Person

Date

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

**7/25/2017**

—Signature of Reporting Person

Date

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

**7/25/2017**

—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.

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