

FORM 8-K

Date of Report (Date of earliest event reported) November 6, 2019

48111
(Zip Code)

Registrant's telephone number, including area code (800)-VISTEON

Securities registered pursuant to Section 12(b) of the Act:

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

SECTION 2 – FINANCIAL INFORMATION

Item 2.02. Results of Operations and Financial Condition.

Senior executives of Visteon Corporation (the “Company”) are expected to make a presentation on November 6, 2019 to investors and security analysts at the Baird Global Industrial Conference in Chicago, Illinois which will include a discussion of the Company’s strategy, financial profile and related matters, including certain financial information. In connection with such presentation, the Company is making available the presentation slides attached hereto as Exhibit 99.1, which are incorporated herein by reference.

The information contained in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SECTION 7 – REGULATION FD

Item 7.01. Regulation FD Disclosure.

See “Item 2.02. Results of Operations and Financial Condition” above.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|------------------------|--|
| 99.1 | Presentation slides from the Company's webcast presentation at the Baird Global Industrial Conference on November 6, 2019. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

VISTEON CORPORATION

Date: November 6, 2019

By: /s/ Brett D. Pynnonen
Brett D. Pynnonen
Senior Vice President and General Counsel

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Baird 2019 Industrial Conference

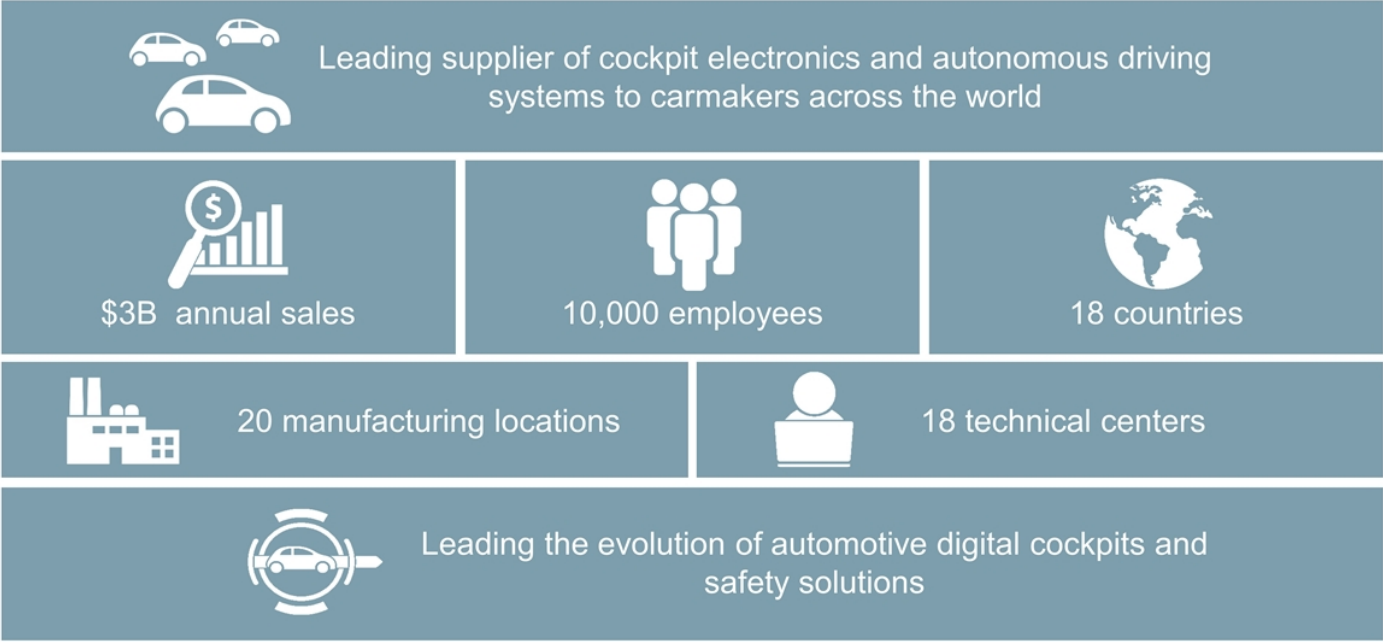
Sachin Lawande, President and CEO

November 6, 2019

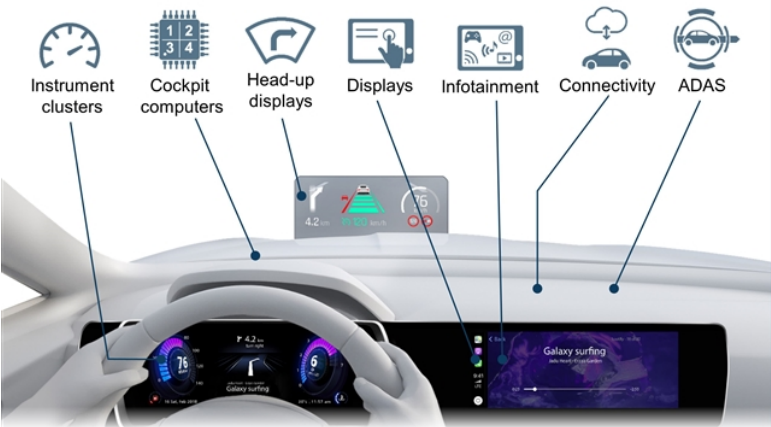


Visteon®

- This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates," "forecasts" and similar expressions identify certain of these forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various factors, risks and uncertainties that could cause our actual results to differ materially from those expressed in these forward-looking statements, including, but not limited to:
 - conditions within the automotive industry, including (i) the automotive vehicle production volumes and schedules of our customers, (ii) the financial condition of our customers and the effects of any restructuring or reorganization plans that may be undertaken by our customers, including work stoppages at our customers, and (iii) possible disruptions in the supply of commodities to us or our customers due to financial distress, work stoppages, natural disasters or civil unrest;
 - our ability to execute on our transformational plans and cost-reduction initiatives in the amounts and on the timing contemplated;
 - our ability to satisfy future capital and liquidity requirements; including our ability to access the credit and capital markets at the times and in the amounts needed and on terms acceptable to us; our ability to comply with financial and other covenants in our credit agreements; and the continuation of acceptable supplier payment terms;
 - our ability to satisfy pension and other post-employment benefit obligations;
 - our ability to access funds generated by foreign subsidiaries and joint ventures on a timely and cost effective basis;
 - general economic conditions, including changes in interest rates and fuel prices; the timing and expenses related to internal restructurings, employee reductions, acquisitions or dispositions and the effect of pension and other post-employment benefit obligations;
 - increases in raw material and energy costs and our ability to offset or recover these costs, increases in our warranty, product liability and recall costs or the outcome of legal or regulatory proceedings to which we are or may become a party; and
 - those factors identified in our filings with the SEC (including our Annual Report on Form 10-K for the fiscal year ended December 31, 2018).
- Caution should be taken not to place undue reliance on our forward-looking statements, which represent our view only as of the date of this presentation, and which we assume no obligation to update. The financial results presented herein are unaudited; Information herein represents information included in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2019. New business wins, re-wins and backlog do not represent firm orders or firm commitments from customers, but are based on various assumptions, including the timing and duration of product launches, vehicle production levels, customer cancellations, installation rates, customer price reductions and currency exchange rates.



Product Portfolio



Customer Diversity



Q3 Key Financial Highlights



Strong Financial Results

- Sales of \$731 million
- Adj. EBITDA of \$62 million
- Adj. FCF of \$23 million

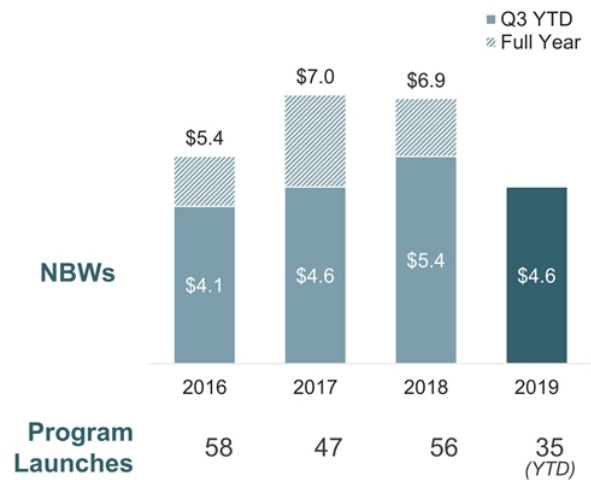


Outperforming the Market

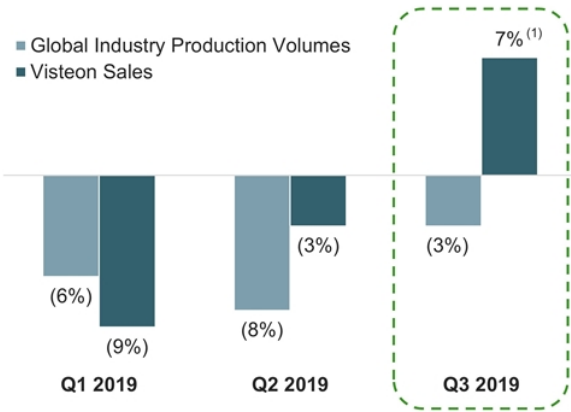
- Visteon sales up 7% Y/Y
- 10 pct. points growth over market
- Strong growth in digital clusters

New Business Wins and Launches

(Dollars in Billions)



Industry Production vs. Visteon Sales



(1) Visteon organic sales growth of 5% Y/Y (ex. JV consolidation impact).

Visteon Q3 Growth Drivers



Digital Clusters

- Digital cluster sales up double digits Y/Y
- Digital now represents nearly 30% of our cluster sales vs. 18% last year
- Strong growth in North America and Europe



Display Audio

- Display audio sales up double digits Y/Y
- Ramp up of two programs in South America
- New telematics product in China with Alibaba services



Displays

- Ramp up of center information displays for a European OEM on multiple vehicle models

Visteon sales growth 10 percentage points above market in Q3



Cockpit Trends



- Cockpit evolving into multi-display environment
- Separate ECUs converging into single cockpit computer
- AI and downloadable apps drive value add



Safety Trends



- EuroNCAP 5-star safety drives cockpit safety features
- UN regulation for hands-free driving expected in 2022
- Increased interest in safety and UX integration

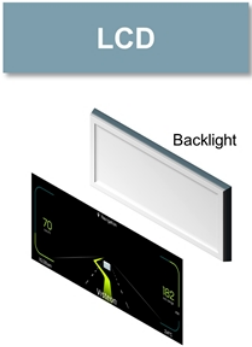
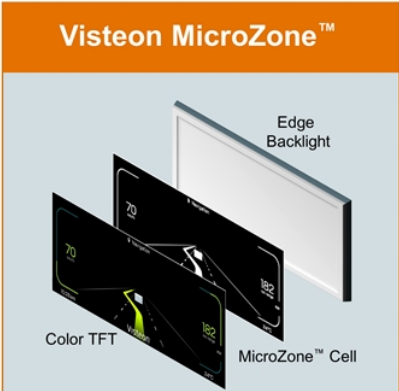
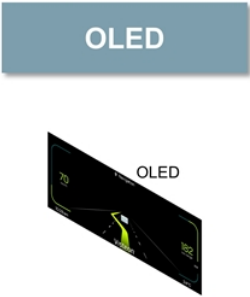
Cockpit Electronics Complexity Leading to Higher ASP



Evolution of Automotive Displays



| | | | |
|---|--|--|--|
| FORM FACTOR | Small <8" CID Flat LCD with plastic coverlens | Large 12" CID Flat LCD with glass coverlens | Large multiple displays with curved glass coverlens |
| PERFORMANCE | Low contrast, brightness and color saturation | Increased contrast, brightness and color saturation | High contrast, brightness and color saturation |
| TECHNOLOGY | Amorphous silicon LCD | LTPS LCD Optical bonding | OLED Optical bonding |
| COST | \$ | \$\$ | \$\$\$\$ |
| <div><div>PAST</div><div>TODAY</div><div>FUTURE</div></div> | | | |

| | LCD | Visteon MicroZone™ | OLED |
|------------|---|--|---|
| |  |  |  |
| CONTRAST | 1000:1 | 80,000:1 | 1,000,000:1 |
| COLOR | 85% NTSC | 104% NTSC | 100% NTSC |
| BRIGHTNESS | 850 Nits | 850 Nits | 600 Nits |

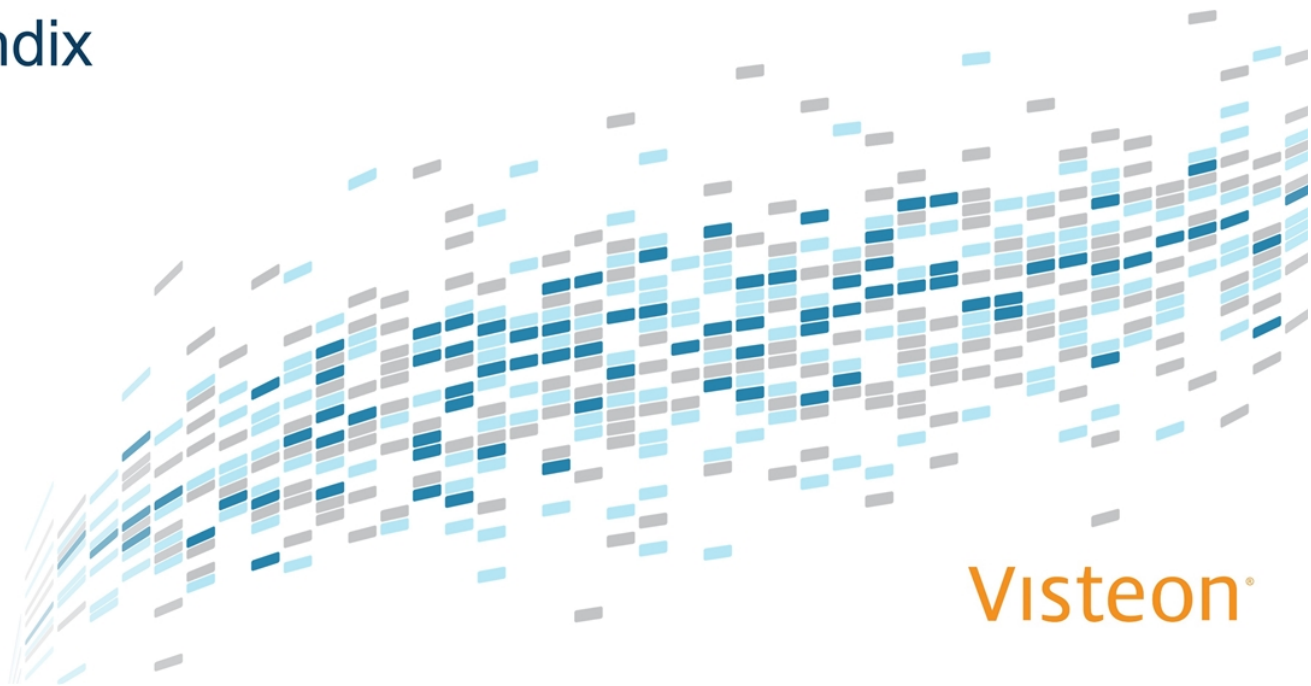
MicroZone™ provides high-performance and cost-efficient alternative to OLED

Visteon®

www.visteon.com



Appendix



Reconciliation of Non-GAAP Financial Information



Adjusted EBITDA

The Company defines Adjusted EBITDA as net income attributable to the Company adjusted to eliminate the impact of depreciation and amortization, restructuring expense, net interest expense, equity in net income of non-consolidated affiliates, provision for income taxes, discontinued operations, net income attributable to non-controlling interests, non-cash stock-based compensation expense, and other gains and losses not reflective of the Company's ongoing operations.

| (Dollars in millions) | 2018 | | | | | 2019 | | |
|--|--------------|-------------|-------------|-------------|--------------|-------------|-------------|-------------|
| | Q1 | Q2 | Q3 | Q4 | Full Year | Q1 | Q2 | Q3 |
| Net income attributable to Visteon | \$65 | \$35 | \$21 | \$43 | \$164 | \$14 | \$7 | \$14 |
| Depreciation and amortization | 22 | 23 | 22 | 24 | 91 | 25 | 24 | 25 |
| Restructuring expense | 5 | 5 | 18 | 1 | 29 | 1 | - | 1 |
| Interest expense, net | 2 | 2 | 2 | 1 | 7 | 2 | 2 | 3 |
| Equity in net income of non-consolidated affiliates | (3) | (4) | (3) | (3) | (13) | (3) | (3) | (1) |
| Provision for income taxes | 21 | 12 | 9 | 1 | 43 | (5) | 8 | 13 |
| Income from discontinued operations, net of tax | (2) | 1 | (1) | 1 | (1) | - | - | - |
| Net income attributable to non-controlling interests | 4 | 1 | 3 | 2 | 10 | 2 | 1 | 4 |
| Non-cash, stock-based compensation | (6) | 6 | 4 | 4 | 8 | 5 | 6 | 3 |
| Other | (4) | - | (4) | - | (8) | - | 1 | - |
| Subtotal | \$39 | \$46 | \$50 | \$31 | \$166 | \$27 | \$39 | \$48 |
| Adjusted EBITDA | \$104 | \$81 | \$71 | \$74 | \$330 | \$41 | \$46 | \$62 |
| Memo: Adjusted Net Income | | | | | | | | |
| Net income attributable to Visteon | \$65 | \$35 | \$21 | \$43 | \$164 | \$14 | \$7 | \$14 |
| Restructuring expense | 5 | 5 | 18 | 1 | 29 | 1 | - | 1 |
| Discontinued operations | (2) | 1 | (1) | 1 | (1) | - | - | - |
| Gain on consolidation | - | - | (4) | - | (4) | - | - | - |
| Other | (4) | - | - | - | (4) | - | 1 | - |
| Tax effect of adjustments | - | - | (1) | (1) | (2) | - | - | - |
| Subtotal | (\$1) | \$6 | \$12 | \$1 | \$18 | \$1 | \$1 | \$1 |
| Adjusted net income | \$64 | \$41 | \$33 | \$44 | \$182 | \$15 | \$8 | \$15 |

Reconciliation of Non-GAAP Financial Information (cont'd)



Free Cash Flow and Adjusted Free Cash Flow

- The Company defines Free cash flow as cash flow from (for) operating activities less capital expenditures.
- The Company defines Adjusted free cash flow as cash flow from (for) operating activities less capital expenditures, as further adjusted for restructuring-related payments.

| (Dollars in millions) | 2018 | | | | | 2019 | | |
|---|-------------|-------------|---------------|-------------|--------------|---------------|-------------|-------------|
| | Q1 | Q2 | Q3 | Q4 | Full Year | Q1 | Q2 | Q3 |
| Cash flow from (for) operating activities | \$81 | \$45 | (\$19) | \$97 | \$204 | \$4 | \$57 | \$57 |
| Less: Capital expenditures, including intangibles | (44) | (25) | (27) | (31) | (127) | (37) | (34) | (38) |
| Free cash flow | \$37 | \$20 | (\$46) | \$66 | \$77 | (\$33) | \$23 | \$19 |
| Exclude: Restructuring-related payments | 11 | 9 | 4 | 6 | 30 | 3 | 5 | 4 |
| Adjusted free cash flow | \$48 | \$29 | (\$42) | \$72 | \$107 | (\$30) | \$28 | \$23 |