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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form filed by One Reporting Person

7/20/2023

48111

7/21/2023

4

5. Relationship of Reporting Person(s) to Issuer
(Decide all applicable)

X Director

X Officer (give title below)

Other (specify below)

CEO & President

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/20/2023</td>
<td></td>
<td>M(1)</td>
<td>A</td>
<td>10,000</td>
<td>$94.77</td>
<td>256,352 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/20/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>5,471</td>
<td>$153.11(2)</td>
<td>250,881 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/20/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>3,431</td>
<td>$154.31(3)</td>
<td>247,450 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/20/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>1,098</td>
<td>$154.89(4)</td>
<td>246,352 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>M(1)</td>
<td>A</td>
<td>10,000</td>
<td>$94.77</td>
<td>256,352 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>1,100</td>
<td>$154.89(5)</td>
<td>255,252 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>1,400</td>
<td>$156.65(6)</td>
<td>253,852 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>936</td>
<td>$157.83(7)</td>
<td>252,916 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>3,477</td>
<td>$159.1(8)</td>
<td>249,439 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/21/2023</td>
<td></td>
<td>s(1)</td>
<td>D</td>
<td>3,087</td>
<td>$159.63(9)</td>
<td>246,352 D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Underlying Derivative Security (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$94.77</td>
<td>07/20/2023</td>
<td>M(1)</td>
<td>10,000</td>
<td>03/02/2024</td>
<td>Common Stock 10,000</td>
<td>$0.00</td>
<td>26,671 D</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$94.77</td>
<td>07/21/2023</td>
<td>M(1)</td>
<td>10,000</td>
<td>03/02/2024</td>
<td>Common Stock 10,000</td>
<td>$0.00</td>
<td>16,671 D</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2023.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $152.60 - $153.56, inclusive. The reporting person undertakes to provide to Visteon Corporation, its shareholders or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $157.40 - $158.36, inclusive.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $154.78 - $155.06, inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $153.76 - $154.73, inclusive.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.16 - $157.15, inclusive.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $157.40 - $158.36, inclusive.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.52 - $159.50, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.53 - $159.79, inclusive.

10. The option is exercisable to the extent of one third of the shares optioned after one year from the date of grant, two-thirds in two years and in full after three years.

Remarks:

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Sachin S. Lawande

07/24/2023

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).


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 Number.