

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

38-3519512
(I.R.S. Employer
Identification No.)

5500 Auto Club Drive
Dearborn, Michigan
(Address of principal executive offices)

48126
(Zip Code)

Visteon Corporation 2000 Long-Term Incentive Plan
(Full title of the plan)

Stacy L. Fox
Senior Vice President, General Counsel and Secretary
Visteon Corporation
5500 Auto Club Drive
Dearborn, Michigan 48126
(800) VISTEON

(Name, address and telephone number, including
area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$1.00 par value	13,000,000 shares	\$13.5625	\$176,312,500	\$46,546.50

(1) Plus an indeterminate number of shares which may be issued as a result of anti-dilution provisions contained in the Plan.

(2) Based on the market price of the Common Stock of the Company on June 21, 2000, in accordance with Rules 457(c) and (h) under the Securities Act of 1933.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission ("Commission") as part of this Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Visteon Corporation (the "Company") with the Commission are incorporated herein by reference:

(a) The latest prospectus of the Company filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (File No. 333-38388), which includes audited financial statements for the year ended December 31, 1999.

(b) The description of the Company's Common Stock set forth in the Company's Registration Statement on Form 8-A (File No. 001-15827), dated June 2, 2000, filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of filing of this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Stacy L. Fox, who is the Company's Senior Vice President, Secretary and General Counsel, will give an opinion about the validity of the Common Stock being registered. Ms. Fox does not own any Common Stock as of the date of this Registration Statement, but is likely to own Common Stock and options to purchase shares of Common Stock at or shortly after such time as the Company's parent distributes the Common Stock to its stockholders.

Item 6. Indemnification of Directors and Officers.

General Corporate Law

The Company is incorporated under the laws of the State of Delaware. Section 145 ("Section 145") of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the "General Corporation Law"), inter alia, provides that a Delaware

corporation may indemnify any persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the Company's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal. A Delaware corporation may indemnify any persons who are, were or threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation, as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection

with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests, provided that no indemnification is permitted without judicial approval if the officer, director, employee or agent is adjudged to be liable to the corporation. Where an officer, director, employee or agent is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses which such officer or director has actually and reasonably occurred.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, arising out of his or her status as such, whether or not the corporation would otherwise have the power to indemnify him or her under Section 145.

Certificate of Incorporation

The Company's Restated Certificate of Incorporation and Bylaws provide for the indemnification of directors and officers to the fullest extent permitted by the General Corporation Law.

All of the Company's directors and officers will be covered by insurance policies maintained by the Company against certain liabilities for actions taken in their capacities as such, including liabilities under the Securities Act of 1933, as amended.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

Exhibit No. -----	Exhibit -----
(4)	Visteon Corporation 2000 Long-Term Incentive Plan (filed as Exhibit 10.9 to Form S-1 Registration Statement No. 333-38388 and incorporated herein by reference)
(5)	Opinion of Stacy L. Fox, Senior Vice President, Secretary and General Counsel

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of Visteon Corporation, with respect to the legality of the securities being registered hereunder

- (23) Consent of PricewaterhouseCoopers LLP
- (24) Power of Attorney relating to subsequent amendments (included on the signature page to this Registration Statement)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the

Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dearborn, and State of Michigan, on this 26th day of June, 2000.

VISTEON CORPORATION

By: /s/ Peter J. Pestillo

Peter J. Pestillo
Chairman of the Board, Chief Executive
Officer and President

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints Peter J. Pestillo and Stacy L. Fox, and each of them individually, his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be

done by virtue hereof.

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Signature -----	Title -----	Date ----
/s/ Peter J. Pestillo ----- Peter J. Pestillo	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)	June 26, 2000
/s/ Daniel R. Coulson ----- Daniel R. Coulson	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 26, 2000
/s/ W. Wayne Booker ----- W. Wayne Booker	Director	June 26, 2000
/s/ John M. Rintamaki ----- John M. Rintamaki	Director	June 26, 2000
/s/ Henry D.G. Wallace ----- Henry D.G. Wallace	Director	June 26, 2000

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EXHIBIT INDEX

VISTEON CORPORATION 2000 LONG-TERM INCENTIVE PLAN

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(5)	Opinion of Stacy L. Fox, Senior Vice President, Secretary and General Counsel of Visteon Corporation, with respect to the legality of the securities being registered hereunder.
(23)	Consent of PricewaterhouseCoopers LLP
(24)	Power of Attorney relating to subsequent amendments (included on the signature page to this Registration Statement)

June 26, 2000

Visteon Corporation
5500 Auto Club Drive
Dearborn, MI 48126

Ladies & Gentlemen:

This will refer to the Registration Statement on Form S-8 (the "Registration Statement") that is being filed by Visteon Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), with respect to 13,000,000 shares of Common Stock, par value \$1.00 per share, of the Company ("Common Stock"), relating to the Visteon Corporation 2000 Long-Term Incentive Plan (the "Plan").

As Secretary and General Counsel of the Company, I am familiar with the Certificate of Incorporation and the By-laws of the Company and with its affairs, including the actions taken by the Company in connection with the Plan. I also have examined such other documents and instruments and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion.

Based upon the foregoing, it is my opinion that:

1. The Company is duly incorporated and validly existing as a corporation under the laws of the State of Delaware.

2. All necessary corporate proceedings have been taken to authorize the issuance of the shares of Common Stock being registered under the Registration Statement, and all such shares of Common Stock, when issued by the Company in the manner contemplated in the Plan, will be legally issued, fully paid and non-assessable when the Registration Statement shall have become effective and the Company shall have received therefor the consideration provided in the Plan (but not less than the par value thereof).

I hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

/s/ Stacy L. Fox

Stacy L. Fox
Senior Vice President, General Counsel
and Secretary

CONSENT OF INDEPENDENT ACCOUNTANTS

Re: Visteon Corporation Registration Statement on Form S-8

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the 2000 Long-Term Incentive Plan of Visteon Corporation and Subsidiaries (the "Company") of our report dated April 7, 2000, except as to Note 1 for which the date is June 1, 2000, relating to the financial statements which appears in the Company's Registration Statement on Form S-1 (Registration No. 333-38388) and Prospectus dated June 13, 2000.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
June 23, 2000