

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

VISTEON CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE

(Title of Class of Securities)

92839U206, 92839U305, 92839U123, 92839U404

(CUSIP Number)

Jennifer M. Pulick
Chief Compliance Officer
Cyrus Capital Partners, L.P.
399 Park Avenue, 39th Floor
New York, New York 10022
(212) 380-5821

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 10, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.	92839U123, 92839U206, 92839U305, 92839U404
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1	NAMES OF REPORTING PERSONS Cyrus Capital Partners, L.P. ("Cyrus")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,639,410
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,639,410
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,410	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN, IA	

* All percentage calculations set forth herein assume that there are 51,076,591 shares of New Common Stock outstanding, as reported in Visteon Corporation’s most recent Form 10Q, filed with the Securities and Exchange Commission on May 5, 2011.

CUSIP No.	92839U123, 92839U206, 92839U305, 92839U404
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1	NAMES OF REPORTING PERSONS Cyrus Capital Partners GP, L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 2,639,410
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,639,410
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,410	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

* All percentage calculations set forth herein assume that there are 51,076,591 shares of New Common Stock outstanding, as reported in Visteon Corporation’s most recent Form 10Q, filed with the Securities and Exchange Commission on May 5, 2011.

CUSIP No.	92839U123, 92839U206, 92839U305, 92839U404
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1	NAMES OF REPORTING PERSONS Stephen C. Freidheim		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="radio"/> (b) <input type="radio"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="radio"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0	
	8	SHARED VOTING POWER 2,639,410	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 2,639,410	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,639,410		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="radio"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%*		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN		

* All percentage calculations set forth herein assume that there are 51,076,591 shares of New Common Stock outstanding, as reported in Visteon Corporation’s most recent Form 10Q, filed with the Securities and Exchange Commission on May 5, 2011.

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 (this “Amendment”) supplements the information set forth in the Schedule 13D filed by the Reporting Persons (as defined therein) with the United States Securities and Exchange Commission on August 23, 2010, as amended by that certain Amendment No. 1 to Schedule 13D filed on October 15, 2010 (the “Original Schedule 13D”) relating to the shares of Common Stock, par value \$1.00 per share (the “Shares”) of Visteon Corporation, a Delaware corporation (“Issuer”). Capitalized terms used herein and not otherwise defined have the meaning assigned to such terms in the Original Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. Except as set forth below, all previously reported items remain unchanged. The Original Schedule 13D is hereby amended as follows:

ITEM 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated as follows:

(a) — (b) As of April 29, 2011 pursuant to the 10Q filed by the Issuer on May 5, 2011, the Issuer had issued and outstanding a total of 51,076,591 shares of New Common Stock.

(i) As of the date hereof, Cyrus beneficially owns 2,639,410 shares of New Common Stock held by the Cyrus Funds, including 399,022 shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis, which constitutes approximately 5.1% of the Issuer’s outstanding shares of New Common Stock. Cyrus has the shared power to vote and the shared power to dispose of 2,639,410 shares of New Common Stock, including shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis.

(ii) As of the date hereof, Cyrus GP, the general partner of Cyrus, beneficially owns 2,639,410 shares of New Common Stock held by the Cyrus Funds, including 399,022 shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis, which constitutes approximately 5.1% of the Issuer’s outstanding shares of New Common Stock. Cyrus GP has the shared power to vote and the shared power to dispose of 2,639,410 shares of New Common Stock, including shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis.

(iii) As of the date hereof, Mr. Freidheim, the managing member of Cyrus GP, beneficially owns 2,639,410 shares of New Common Stock, including 399,022 shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis, which constitutes approximately 5.1% of the Issuer’s outstanding shares of New Common Stock. Mr. Freidheim has the shared power to vote and the shared power to dispose of 2,639,410 shares of New Common Stock, including shares of New Common Stock issuable upon exercise of the Guaranty Warrants and reflected on an as-exercised basis, held by the Cyrus Funds. Mr. Freidheim disclaims beneficial ownership of the securities of Issuer held by the Cyrus Funds, except to the extent of his pecuniary interest in the Cyrus Funds, if any.

The information set forth in Item 6 of the Original Schedule 13D as amended or supplemented is hereby incorporated herein by reference.

(c) Except as set forth on Exhibit A attached hereto, there have been no transactions with respect to the Shares during the sixty days prior to the date of this Schedule 13D by the Reporting Persons or, to their knowledge, by any executive officer or director of the Reporting Persons.

(d) No other person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by any Reporting Person.

(e) Not applicable.

ITEM 7. Materials to be Filed as Exhibits.

Exhibit A of Item 7 of the Original Schedule 13D is hereby amended and restated as follows:

Exhibit A — Transactions in Shares and New Common Stock effected since the Effective Date.

Exhibit M — Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

EXECUTED as a sealed instrument this 3rd day of June, 2011.

CYRUS CAPITAL PARTNERS, L.P.

By: Cyrus Capital Partners GP, L.L.C., its general partner

By: /s/ Stephen C. Freidheim

Name: Stephen C. Freidheim

Title: Managing Member

CYRUS CAPITAL PARTNERS GP, L.L.C.

By: /s/ Stephen C. Freidheim

Name: Stephen C. Freidheim

Title: Managing Member

/s/ Stephen C. Freidheim

Stephen C. Freidheim, an individual

Exhibit A

Cyrus Funds

Transaction Date	Per Share Purchase Price/Per Warrant Exercise Price	Shares/Warrants	Number of Shares/Warrants	
October 1, 2010	\$ 0.01	New Common Stock	3,592,758	Acquired in good faith settlement of pre-existing debt
October 1, 2010	\$ 9.66	Guaranty Warrants	542,584	Acquired in good faith settlement of pre-existing debt
October 1, 2010	\$ 58.50	Old Equity Warrants	5,088	Acquired in good faith settlement of pre-existing debt
October 5, 2010	\$ 57.75	New Common Stock	(4,557)	Open Market Sale
October 8, 2010	\$ 58.22	New Common Stock	(67,900)	Open Market Sale
October 8, 2010	\$ 58.10	New Common Stock	(50,000)	Open Market Sale
October 8, 2010	\$ 58.20	New Common Stock	(50,000)	Open Market Sale
October 8, 2010	\$ 56.50	New Common Stock	163,000	Open Market Purchase
October 8, 2010	\$ 56.75	New Common Stock	10,000	Open Market Purchase
October 11, 2010	\$ 58.35	New Common Stock	(5,000)	Open Market Sale
October 12, 2010	\$ 59.35	New Common Stock	(22,251)	Open Market Sale
October 12, 2010	\$ 57.25	New Common Stock	22,252	Open Market Purchase
October 14, 2010	\$ 59.75	New Common Stock	(45,000)	Open Market Sale
October 27, 2010	\$ 61.00	New Common Stock	(90,000)	Open Market Sale
October 27, 2010	\$ 61.50	New Common Stock	(5,000)	Open Market Sale
October 28, 2010	\$ 21.29	Old Equity Warrants	(4,148)	Open Market Sale
October 29, 2010	\$ 21.00	Old Equity Warrants	(96)	Open Market Sale
November 4, 2010	\$ 20.75	Old Equity Warrants	(844)	Open Market Sale
November 15, 2010	\$ 65.29	New Common Stock	(7,002)	Open Market Sale
November 29, 2010	\$ 61.69	New Common Stock	(10,000)	Open Market Sale
November 29, 2010	\$ 61.91	New Common Stock	(20,000)	Open Market Sale
December 23, 2010	\$ 73.00	New Common Stock	(75,000)	Open Market Sale
December 23, 2010	\$ 73.11	New Common Stock	(30,000)	Open Market Sale
December 23, 2010	\$ 73.55	New Common Stock	(34,497)	Open Market Sale
January 3, 2011	\$ 71.75	New Common Stock	(47,002)	Open Market Sale
January 3, 2011	\$ 71.83	New Common Stock	37,002	Open Market Purchase
January 4, 2011	\$ 71.33	New Common Stock	(40,000)	Open Market Sale
January 4, 2011	\$ 71.35	New Common Stock	(5,143)	Open Market Sale

Transaction Date	Per Share Purchase Price/Per Warrant Exercise		Number of		
	Price	Shares/Warrants	Shares/Warrants		
January 5, 2011	\$ 71.15	New Common Stock	(25,000)		Open Market Sale
January 5, 2011	\$ 71.19	New Common Stock	(20,000)		Open Market Sale
January 6, 2011	\$ 72.05	New Common Stock	(50,000)		Open Market Sale
January 6, 2011	\$ 72.18	New Common Stock	(14,426)		Open Market Sale
January 7, 2011	\$ 73.10	New Common Stock	(25,000)		Open Market Sale
January 7, 2011	\$ 73.80	New Common Stock	(10,000)		Open Market Sale
January 7, 2011	\$ 74.00	New Common Stock	(10,000)		Open Market Sale
January 7, 2011	\$ 75.00	New Common Stock	(25,000)		Open Market Sale
January 10, 2011	\$ 76.34	New Common Stock	(25,000)		Open Market Sale
January 10, 2011	\$ 76.5	New Common Stock	(100,000)		Open Market Sale
January 11, 2011	\$ 76.28	New Common Stock	(10,000)		Open Market Sale
January 12, 2011	\$ 76.13	New Common Stock	(30,000)		Open Market Sale
January 19, 2011	\$ 72.25	New Common Stock	(15,000)		Open Market Sale
January 20, 2011	\$ 70.45	New Common Stock	(40,100)		Open Market Sale
January 21, 2011	\$ 71.83	New Common Stock	(50,000)		Open Market Sale
January 25, 2011	\$ 73.09	New Common Stock	(500)		Open Market Sale
January 26, 2011	\$ 72.01	New Common Stock	(88,000)		Open Market Sale
January 27, 2011	\$ 72.00	New Common Stock	(300,000)		Open Market Sale
February 10, 2011	\$ 71.60	New Common Stock	(25,000)		Open Market Sale
February 18, 2011	\$ 74.85	New Common Stock	(10,000)		Open Market Sale
February 18, 2011	\$ 74.98	New Common Stock	(25,000)		Open Market Sale
February 25, 2011	\$ 73.25	New Common Stock	(25,000)		Open Market Sale
February 28, 2011	\$ 74.00	New Common Stock	(11,800)		Open Market Sale
March 1, 2011	\$ 74.67	New Common Stock	(1,600)		Open Market Sale
March 2, 2011	\$ 74.01	New Common Stock	(50,000)		Open Market Sale
March 3, 2011	\$ 75.01	New Common Stock	(25,000)		Open Market Sale
March 3, 2011	\$ 75.01	New Common Stock	25,000		Open Market Purchase
March 3, 2011	\$ 75.02	New Common Stock	(25,000)		Open Market Sale
May 4, 2011	\$ 66.98	New Common Stock	(13,601)		Open Market Sale
May 5, 2011	\$ 67.00	New Common Stock	(70,000)		Open Market Sale
May 9, 2011	\$ 67.01	New Common Stock	(4,065)		Open Market Sale
May 9, 2011	\$ 67.05	New Common Stock	(20,742)		Open Market Sale
Total			2,639,410		

Stephen C. Freidheim

Transaction Date	Per Share Purchase Price	Shares/Warrants	Number of Shares/Warrants	
October 1, 2010	\$ 0.01	New Common Stock	1,410	Acquired in good faith settlement of pre-existing debt
October 1, 2010	\$ 58.50	Old Equity Warrants	2,180	Acquired in good faith settlement of pre-existing debt
October 5, 2010	\$ 57.75	New Common Stock	(1,409)	Open Market Sale
October 12, 2010	\$ 59.35	New Common Stock	(1)	Open Market Sale
October 28, 2010	\$ 21.29		(1,778)	Open Market Sale
October 29, 2010	\$ 21.00		(41)	Open Market Sale
November 4, 2010	\$ 20.75		(361)	Open Market Sale
Total			0	

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of the Amendment No. 2 to Schedule 13D to which this Agreement is an exhibit (and any further amendment filed by them) with respect to the shares of Common Stock of Visteon Corporation. This agreement may be executed simultaneously in any number of counterparts, all of which together shall constitute one and the same instrument.

CYRUS CAPITAL PARTNERS, L.P.

By: Cyrus Capital Partners GP, L.L.C., its general partner

By: /s/ Stephen C. Freidheim

Name: Stephen C. Freidheim

Title: Managing Member

CYRUS CAPITAL PARTNERS GP, L.L.C.

By: /s/ Stephen C. Freidheim

Name: Stephen C. Freidheim

Title: Managing Member

/s/ Stephen C. Freidheim

Stephen C. Freidheim, an individual