

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 1, 2004 (~~March 31, 2004~~)

VISTEON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-15827
(Commission File Number)

38-3519512
(IRS Employer Identification No.)

17000 Rotunda Drive, Dearborn, Michigan
(Address of principal executive offices)

48120
(Zip Code)

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

Item 5. Other Events and Required FD Disclosure.

On March 31, 2004, we issued a press release relating to the pricing of a tender offer for up to \$250 million of our 7.95% notes. The press release, filed as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated herein by this reference.

On April 1, 2004, we issued a press release relating to the appointment of an acting Chief Financial Officer. The press release, filed as Exhibit 99.2 to this Current Report on Form 8-K, is incorporated herein by this reference.

Item 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|------------------------------------|
| 99.1 | Press release dated March 31, 2004 |
| 99.2 | Press release dated April 1, 2004 |

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: April 1, 2004

By: /s/Stacy L. Fox
Stacy L. Fox
Senior Vice President,
General Counsel and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> | <u>Page</u> |
|--------------------|------------------------------------|-------------|
| Exhibit 99.1 | Press Release dated March 31, 2004 | |
| Exhibit 99.2 | Press Release dated April 1, 2004 | |

News Release

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VISTEON CORPORATION PRICES TENDER OFFER FOR \$250 MILLION OF 7.95% NOTES DUE 2005

DEARBORN, Mich., March 31, 2004 — Visteon Corporation (NYSE: VC) today announced that it has priced its tender offer for up to \$250 million of its 7.95% notes due 2005. Upon consummation of the tender offer, Visteon will pay \$1,072.73 for each \$1,000 principal amount of notes purchased in the tender offer, plus accrued but unpaid interest up to, but not including, the settlement date. The purchase price was determined by reference to a fixed spread of 100 basis points over the bid side yield (as quoted on Bloomberg Screen PX4 at 2:00 p.m. New York City time, today) of the 2.00% U.S. Treasury Note due August 31, 2005, calculated to the maturity date of the notes.

The purchase price includes an early tender premium of \$15.00 per \$1,000 principal amount of notes that is payable only to holders who validly tendered their notes before 5:00 p.m., New York City time, on March 12, 2004, and did not withdraw their tender. Holders who validly tender their notes after 5:00 p.m. New York City time, on March 12, 2004, but before the expiration of the offer, and do not withdraw their tender, will be paid the purchase price less the early tender fee of \$15.00 per \$1,000 principal amount of notes.

Holders not eligible to receive the early tender premium may withdraw their tender at any time before 5:00 p.m., New York City time, on Friday, April 2, 2004, unless the tender offer is extended. Visteon will accept notes for purchase on a *pro rata* basis based on the principal amount of notes tendered. Payment for properly tendered notes will be made in same day funds not later than the second business day after the expiration date of the offer, or as soon thereafter as practicable.

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Specific details of the offer are fully described in the Offer to Purchase, dated March 1, 2004 (the “Offer to Purchase”) and the related Letter of Transmittal. Copies of these documents can be obtained by contacting Global Bondholder Services Corporation, the Information Agent for the offer, toll-free at (866) 470-4200 or (212) 430-3774 (for banks and brokers). Questions regarding the offer may be directed to (i) Citigroup Global Markets Inc., toll-free at (800) 558-3745, or (ii) J.P. Morgan Securities Inc., toll-free at (866) 834-4666, the Dealer Managers for the offer.

Visteon’s obligation to accept for purchase and to pay for the notes validly tendered is subject to conditions set forth in the Offer to Purchase and the related Letter of Transmittal.

This press release does not constitute an offer to buy any securities nor a solicitation of an offer to sell any securities. This offer is being made only pursuant to the Offer to Purchase and the related Letter of Transmittal and only to such persons and only in such jurisdictions as permitted by applicable law.

Visteon Corporation is a leading full-service supplier that delivers consumer-driven technology solutions to automotive manufacturers worldwide and through multiple channels within the global automotive aftermarket. Visteon has approximately 72,000 employees and a global delivery system of more than 200 technical, manufacturing, sales and service facilities located in 25 countries.

This press release contains forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “estimate,” “expect,” and “projects” signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various risks and uncertainties. These risks and uncertainties include, but are not limited to, a risk that a sale of our notes might not be completed and other risks, relevant factors and uncertainties identified in our periodic filings with the Securities and Exchange Commission. Should any risks or uncertainties develop into actual events, these developments could have material adverse effects on Visteon’s business, financial condition, and results of operations. We assume no obligation to update these forward-looking statements.

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Visteon news releases, photographs and product specification details
are available at www.visteon.com

News Release

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VISTEON APPOINTS ANJAN CHATTERJEE AS ACTING CHIEF FINANCIAL OFFICER

DEARBORN, Michigan, April 1, 2004 — Visteon Corporation (NYSE: VC) today announced the appointment of Anjan Chatterjee as acting chief financial officer, effective April 1, 2004. Chatterjee’s interim appointment follows the previously announced March 31 retirement of Daniel R. Coulson, who has had a distinguished 38-year career at Visteon and Ford Motor Co.

“I’m pleased we’re appointing one of our senior corporate officers to this important role,” said Pete Pestillo, chairman and chief executive officer. “The appointment of Anjan allows us to continue our extensive search at the right pace so that we may secure the right leader to join our team. We expect to secure a permanent chief financial officer during the second quarter.”

Chatterjee joined Visteon in July 2003 as senior vice president, Strategy and Business Planning. He is responsible for the company’s strategic business direction by integrating existing product, marketing, manufacturing and supply chain strategies into a coherent strategy for the corporation.

Chatterjee came to Visteon from McKinsey and Company where he was director, automotive sector leader. In that role he had profit and loss responsibility for the automotive consulting practice. During that time he led the development of a business-building strategy for one of the world’s largest automakers. That program achieved a paradigm shift that included faster decision making, cross-functional integration and appropriate accountabilities and incentives. He received a bachelor of science degree in electrical engineering from the Indian Institute of Technology in Delhi, India, and a

News Release

Master of Science degree in computer science from George Washington University and a master's in business administration from Stanford University.

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