

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Davidson Kempner Distressed Opportunities Fund LP</u>	2. Date of Event Requiring Statement (Month/Day/Year) 04/29/2010	3. Issuer Name and Ticker or Trading Symbol <u>VISTEON CORP [VSTNQ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle) C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR			
(Street) NEW YORK NY 10022			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$1.00	11,550,000 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	I ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Davidson Kempner Distressed Opportunities Fund LP</u>
(Last) (First) (Middle) C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR
(Street) NEW YORK NY 10022
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Davidson Kempner Distressed Opportunities International Ltd.</u>
(Last) (First) (Middle) C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR
(Street) NEW YORK NY 10022
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>DK Group LLC</u>
(Last) (First) (Middle) C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR

(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*
[DK Management Partners LP](#)

(Last)		
(First)		
(Middle)		
C/O DAVIDSON KEMPNER PARTNERS		
65 EAST 55TH STREET, 19TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*
[DK Stillwater GP LLC](#)

(Last)		
(First)		
(Middle)		
C/O DAVIDSON KEMPNER PARTNERS		
65 EAST 55TH STREET, 19TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. Davidson Kempner Partners, Davidson Kempner Institutional Partners, L.P., M.H. Davidson & Co., M.H. Davidson & Co. GP, L.L.C., Davidson Kempner International, Ltd., Davidson Kempner Distressed Opportunities Fund LP, Davidson Kempner Distressed Opportunities International Ltd., MHD Management Co., MHD Management Co. GP, L.L.C. Davidson Kempner Advisers Inc., Davidson Kempner International Advisors, L.L.C., DK Group LLC, DK Management Partners LP, DK Stillwater GP LLC, Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable
2. (collectively, the "Reporting Persons") own an aggregate of 11,550,000 shares of common stock of Visteon Corporation (the "Issuer") of which (i) Davidson Kempner Partners is the record owner of 577,500 shares, (ii) Davidson Kempner Institutional Partners, L.P. is the record owner of 1,212,750 shares, (iii) M.H. Davidson & Co. is the record owner of 103,945 shares, (iv) Davidson Kempner International, Ltd. is the record owner of 1,351,350 shares, (v) Davidson Kempner Distressed Opportunities Fund LP is the record owner of 2,644,952 shares and (vi) Davidson Kempner Distressed Opportunities International Ltd. is the record owner of 5,659,503 shares.
3. The Reporting Persons, together with Plainfield Asset Management LLC, Plainfield Special Situations Master Fund II Limited, Plainfield OC Master Fund Limited, Plainfield Liquid Strategies Master Fund Limited, Max Holmes, Brigade Capital Management, LLC, Brigade Leveraged Capital Structures Fund Ltd. and Donald E. Morgan, III (collectively, the "Equity Holders"), may be deemed to have formed a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended ("Section 13(d)"), owning more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims membership in a group with the other Equity Holders for purposes of Section 13(d).
4. Each of the Reporting Persons disclaims beneficial ownership of all securities described above except to the extent of their pecuniary interest therein.

Remarks:

This is Part Two of a three part Form 3 filing. Part One is filed by Davidson Kempner Partners. Part Three is filed by Thomas L. Kempner, Jr. Parts One, Two and Three are filed to indicate all Reporting persons. Parts Two and Three are not separate Form 3 filings.

[By: DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP, By: DK Group LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member](#) [05/10/2010](#)

[By: DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD., By: DK Management Partners LP, its Investment Manager, By: DK Stillwater GP LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member](#) [05/10/2010](#)

[By: DK GROUP LLC, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member](#) [05/10/2010](#)

[By: DK MANAGEMENT PARTNERS LP, By: DK Stillwater GP LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member](#) [05/10/2010](#)

[By: DK STILLWATER GP LLC, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member](#) [05/10/2010](#)

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 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.