
**UNITED STATES
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) October 20, 2005

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.)

One Village Center Drive, Van Buren Township, Michigan

(Address of principal executive offices)

48111

(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Press Release dated October 21, 2005

SECTION 2 —FINANCIAL INFORMATION

Item 2.02. Results of Operations and Financial Condition.

A copy of the registrant's October 21, 2005 press release with respect to, among other things, the estimated impact of certain corrections of errors and other adjustments on the registrant's previously reported net loss for each of 2004, 2003 and 2002, is attached as Exhibit 99.1 and is incorporated by reference into this Item 2.02.

SECTION 4 — MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

(a) On October 20, 2005, the Audit Committee of the registrant's Board of Directors approved the registrant's recommendation that the previously issued financial statements for the years ended December 31, 2004, 2003 and 2002, included in the registrant's 2004 Form 10-K, and the financial statements included in the registrant's Form 10-Qs for the related quarterly periods, should not be relied upon because of identified errors relating to those financial statements, and that the registrant would restate these financial statements to make the necessary accounting corrections. In addition, the Audit Committee has approved the registrant's conclusion that its previously announced preliminary unaudited financial results for the quarters ended March 31, 2005 and June 30, 2005, included in press releases dated April 27, 2005 and August 8, 2005, should no longer be relied upon. Additionally, the registrant's management has concluded that Management's Report on Internal Control Over Financial Reporting set forth on pages 49 through 51 of the registrant's 2004 annual report on Form 10-K should be restated and should no longer be relied upon because the registrant expects to determine, in connection with the restatement, that identified control deficiencies constitute one or more material weaknesses (as defined by the Public Company Accounting Oversight Board's Auditing Standard No. 2) as of December 31, 2004, in addition to those previously reported. The Audit Committee's independent review has also determined that many of the accounting errors resulted principally from improper conduct on the part of two former, non-executive finance employees responsible for the accounting oversight of these matters, and specifically from the periodic setting of accruals for freight expenses at inadequate levels, as well as delays in the processing of freight payments and raw material price increases without adequate consideration of applicable accounting standards.

The registrant expects to complete its review of the adjustments to facilitate the filing of restated quarterly and annual financial results for 2004, 2003 and 2002, to be included in an amended annual report on Form 10-K for 2004 and quarterly reports on Form 10-Q for 2005, in the fourth quarter of 2005.

A copy of the registrant's October 21, 2005 press release with respect to the conclusion of the independent review of the Audit Committee and the determination to restate these periods is attached as Exhibit 99.1 and is incorporated by reference into this Item 4.02. A discussion of the commencement and preliminary conclusions of the Audit Committee's independent review were included in the registrant's Current Reports on Form 8-K dated May 10, 2005 and August 1, 2005.

The Audit Committee of the registrant's Board of Directors has discussed the matters disclosed in this report with PricewaterhouseCoopers LLP, its independent registered public accounting firm.

SECTION 9 — FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 21, 2005

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: October 21, 2005

By: /s/ William G. Quigley III
William G. Quigley III
Vice President, Corporate Controller
and Chief Accounting Officer

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<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
Exhibit 99.1	Press Release dated October 21, 2005	



Visteon announces completion of independent accounting review

- **Results of independent review consistent with preliminary conclusions announced August 1, 2005**
- **Restatement of 2004, 2003 and 2002 expected to increase net loss by about 3%, 2% and 4%, respectively**
- **Plan to complete updated SEC filings in Fourth Quarter 2005**

VAN BUREN TOWNSHIP, Mich., Oct. 21, 2005 — Visteon Corporation (NYSE:VC) today announced that the Audit Committee of its Board of Directors has completed its independent review of the accounting for certain transactions relating to the company's North American purchasing group.

As previously reported, the Audit Committee — which retained Paul, Weiss, Rifkind, Wharton & Garrison LLP, as outside counsel, who retained Navigant Consulting, as forensic accountants — determined that certain expenses for freight, raw materials and other supplier costs originating in North America were recorded in periods after December 31, 2004, and should have been recorded in prior periods; the company's management has concurred in that determination. Based on the results of this review, the company concluded that its financial statements for the years ended December 31, 2004, 2003 and 2002 included in its 2004 Form 10-K (and the related 2004 Management Report on Internal Control Over Financial Reporting) should no longer be relied upon, and that restatements will be required for these periods.

The company estimates that the restatements to correct these errors and other identified adjustments will increase Visteon's previously reported \$1.499 billion after-tax net loss for 2004 by \$35-40 million, or approximately 3 percent; its previously reported after-tax net loss of \$1.207 billion for 2003 by \$20-25 million, or approximately 2 percent; and its previously reported after-tax net loss of \$368 million for 2002 by \$10-15 million, or approximately 4 percent. Visteon is assessing the impact of these corrections and other adjustments on previously announced financial results for 2005 and will include the results of that assessment in the company's quarterly reports on Form 10-Q for 2005. Visteon plans to complete its review of the proposed adjustments to facilitate the filing of restated quarterly and annual financial results for 2004, 2003 and 2002, to be included in an amended 2004 annual report on Form 10-K and quarterly reports on Form 10-Q for 2005, with the SEC in the fourth quarter of 2005.

Although management has not completed its analysis of the impact of the matters noted on its internal controls over financial reporting, management expects that there are one or more material weaknesses (as defined by the Public Company Accounting Oversight Board's Auditing Standard No. 2) as of December 31, 2004, in addition to those previously reported. The Audit Committee's independent review has also determined that many of the accounting errors resulted principally from improper conduct on the part of two former, non-executive finance employees responsible for the accounting oversight of these matters, and specifically from the periodic setting of accruals for freight expenses at inadequate levels, as well as delays in the processing of freight payments and raw material price increases without adequate consideration of applicable accounting standards.

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Visteon Corporation is a leading global automotive supplier that designs, engineers and manufactures innovative climate, interior, electronic and lighting products for vehicle manufacturers, and also provides a range of products and services to aftermarket customers. With corporate offices in Van Buren Township, Mich. (U.S.); Shanghai, China; and Kerpen, Germany; the company has more than 170 facilities in 24 countries and employs approximately 50,000 people.

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various factors, risks and uncertainties that could cause our actual results to differ materially from those expressed in these forward-looking statements, including the automotive vehicle production volumes and schedules of our customers, and in particular Ford's North American vehicle production volumes; our ability to satisfy our future capital and liquidity requirements and comply with the terms of our credit agreements; the company's failure to make timely filings with the SEC; the financial distress of our suppliers; our ability to implement, and realize the anticipated benefits of, restructuring and other cost-reduction initiatives and our successful execution of internal performance plans and other productivity efforts; charges resulting from restructurings, employee reductions, acquisitions or dispositions; our ability to offset or recover significant material surcharges; the effect of pension and other post-employment benefit obligations; as well as those factors identified in our filings with the SEC (including our Annual Report on Form 10-K for the year-ended December 31, 2004). 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