

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Cole Matthew M</u> <hr/> (Last) (First) (Middle) <u>VISTEON CORPORATION</u> <u>ONE VILLAGE CENTER DRIVE</u> <hr/> (Street) <u>VAN BUREN</u> <u>MI</u> <u>48111</u> <u>TOWNSHIP</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VISTEON CORP [VC]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2021</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								12,236	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	07/01/2021		D ⁽²⁾			389	(1)	03/07/2022	Common Stock	389	\$0.00	0	D	
Restricted Stock Units	(1)	07/01/2021		D ⁽²⁾			946	(1)	03/15/2023	Common Stock	946	\$0.00	0	D	
Restricted Stock Units	(1)	07/01/2021		D ⁽²⁾			1,377	(1)	03/15/2024	Common Stock	1,377	\$0.00	0	D	
Performance Stock Units	(3)	07/01/2021		D ⁽⁴⁾			1,674	01/31/2022	01/31/2022	Common Stock	1,674	\$0.00	0	D	
Performance Stock Units	(3)	07/01/2021		D ⁽⁴⁾			2,648	01/31/2023	01/31/2023	Common Stock	2,648	\$0.00	0	D	
Performance Stock Units	(3)	07/01/2021		D ⁽⁴⁾			1,768	01/31/2024	01/31/2024	Common Stock	1,768	\$0.00	0	D	
Employee Stock Option (right to buy)	\$80.97	07/01/2021		D ⁽⁵⁾			1,364	(6)	03/06/2026	Common Stock	1,364	\$0.00	1,364	D	
Employee Stock Option (right to buy)	\$66.98	07/01/2021		D ⁽⁵⁾			3,429	(6)	03/03/2027	Common Stock	3,429	\$0.00	1,714	D	

Explanation of Responses:

- Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of the date of grant until the third anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.
- These restricted stock units were forfeited in connection with Mr. Cole's departure from the Company.
- Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on relative total shareholder return over a three year performance period and payable in stock subject to tax withholding.
- These performance rights were forfeited in connection with Mr. Cole's departure from the Company.
- These stock options were forfeited in connection with Mr. Cole's departure from the Company.
- The option is exercisable to the extent of one third of the shares optioned after one year from the date of grant, two-thirds in two years and in full after three years.

Remarks:

Heidi A. Sepanik, Secretary,
Visteon Corporation on behalf 07/06/2021
of Matthew M. Cole

** Signature of Reporting Person Date

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 4 (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.