
**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) December 10, 2015

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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SECTION 7 – REGULATION FD

Item 7.01. Regulation FD Disclosure.

See “Item 8.01. Other Events” above.

SECTION 8 – OTHER EVENTS

Item 8.01. Other Events.

On December 10, 2015, the registrant issued a press release announcing that its Board of Directors has (i) approved a special distribution of \$43.40 per share of its common stock outstanding as of January 15, 2016, or approximately \$1.75 billion in the aggregate, payable on January 22, 2016, and (ii) authorized a share repurchase program to repurchase up to \$500 million of its shares of common stock through December 31, 2016. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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 December 10, 2015.

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: December 10, 2015

By: /s/ Jeffrey M. Stafeil

Jeffrey M. Stafeil

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
99.1	Press release dated December 10, 2015.	



NEWS RELEASE

Visteon Announces \$1.75 Billion Special Cash Distribution to Shareholders; Authorizes \$500 Million Share Repurchase Program

VAN BUREN TOWNSHIP, Mich., Dec. 10, 2015 — Visteon Corporation (NYSE:VC) today announced that its board of directors has declared a special cash distribution in the amount of \$43.40 per share. The record date for the distribution is Jan. 15, 2016, and it will be payable on Jan. 22, 2016. In addition, the board authorized a share repurchase program of up to \$500 million through Dec. 31, 2016.

“The approximate \$1.75 billion distribution and \$500 million share repurchase program are consistent with the previously announced plan to return \$2.5 billion to \$2.75 billion of cash to shareholders,” said Visteon President and CEO Sachin Lawande. “After completing the capital return program, Visteon expects to be well-capitalized and well-positioned for both organic growth and value-accretive acquisitions.”

As part of the capital return program, on June 16, 2015, Visteon entered into an Accelerated Stock Buyback (ASB) with a third party to purchase shares of its common stock for an initial payment of \$500 million.

The special cash distribution and share repurchase program will be funded from proceeds from the sale on June 9, 2015, of Visteon’s approximately 70 percent ownership interest in the former Halla Visteon Climate Control Corp. (HVCC) to an affiliate of Hahn & Company, and Hankook Tire Co. Ltd.

Investors should note that the ex-dividend date is set by the NYSE. Pursuant to NYSE rules pertaining to distributions that exceed 25 percent of a company’s share price, the expected ex-dividend date will occur one business day following the payable date of the distribution. Shareholders of record on the record date, who sell their shares prior to the ex-dividend date, are not entitled to the special cash distribution.

The special distribution is expected to be treated primarily as a return of capital for U.S. federal income tax purposes. The company anticipates that less than \$250 million of the distribution will be characterized as a dividend.

The U.S. federal income tax treatment of holding Visteon’s common stock to any particular stockholder will depend on the stockholder’s particular tax circumstances. Visteon’s stockholders are urged to consult their tax advisor regarding the U.S. federal, state, local and foreign income and other tax consequences to them, in light of their particular investment or tax circumstances, of acquiring, holding and disposing of Visteon’s common stock.

Shares may be repurchased from time to time in open market transactions or in privately negotiated transactions depending on market and economic conditions, share price, trading volume, alternative uses of capital and other factors. Such purchases will be made in accordance with applicable U.S. securities laws and regulations.

About Visteon

Visteon is a global company that designs, engineers and manufactures innovative cockpit electronics products and connected car solutions for most of the world's major vehicle manufacturers. Visteon is a leading provider of instrument clusters, head-up displays, information displays, infotainment, connected audio, and connectivity and telematics; its brands include Lightscape®, OpenAir® and SmartCore™. Headquartered in Van Buren Township, Michigan, Visteon has nearly 11,000 employees at 50 facilities in 19 countries. Visteon had \$3.1 billion in electronics sales over the last 12 months. Learn more at www.visteon.com.

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