
**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) February 29, 2012

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))
-
-

SECTION 8 – OTHER EVENTS

Item 8.01. Other Events.

In connection with the filing of Visteon Corporation's Prospectus Supplement dated February 29, 2012, the opinion of Kirkland & Ellis LLP listed in Item 9.01 hereof is filed herewith and incorporated by reference into Visteon Corporation's effective shelf registration statement on Form S-3 (File No. 333-178639) filed on December 20, 2011 and related Prospectus dated December 20, 2011, as supplemented by the Prospectus Supplement dated February 29, 2012.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Kirkland & Ellis LLP.

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: February 29, 2012

By: /s/ Michael K. Sharnas

Michael K. Sharnas

Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
5.1	Opinion of Kirkland & Ellis LLP.	

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street
Chicago, Illinois 60654

(312) 862-2000
www.kirkland.com

Facsimile:
(312) 862-2200

February 29, 2012

Visteon Corporation
One Village Center Drive
Van Buren Township, MI 48111

Re: Shares Issued Pursuant to Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as special counsel to Visteon Corporation, a Delaware corporation (the “Company”). This opinion letter is being delivered in connection with the (i) the Registration Statement on Form S-3 (File No. 333-178639) (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) on December 20, 2011, relating to the registration under the Securities Act of 1933, as amended (the “Act”), of an indeterminate aggregate initial offering price or number of the Company’s common stock, par value \$0.01 per share; preferred stock, par value \$0.01 per share; debt securities; warrants to purchase the foregoing; shares of preferred stock represented by depositary shares; convertible preferred stock; common stock; warrants to purchase debt securities, preferred stock, common stock; depositary shares; stock purchase units; and stock purchase contracts (collectively, the “Securities”), to be offered from time to time on terms to be determined at the time of the offering; and (ii) the Prospectus, dated December 20, 2011, relating to the Securities (the “Prospectus”), as supplemented by the Prospectus Supplement, dated February 29, 2012 (the “Prospectus Supplement”), relating to the resale by the selling stockholder named therein of 1,453,489 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”).

In rendering our opinion set forth herein, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company, (iii) the Registration Statement, (iv) the Prospectus and (v) the Prospectus Supplement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others and such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

Hong Kong London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized and are validly issued, fully paid and non-assessable.

Our opinion expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing).

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present federal securities laws, laws of the State of New York or the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the issuance of the Shares, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP