

NAVISTAR INTERNATIONAL CORP

Form POS AM

March 09, 2018

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As filed with the Securities and Exchange Commission on March 8, 2018

Registration No. 333-213745

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
Post-Effective Amendment No. 2 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Navistar International Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-3359573
(I.R.S. Employer
Identification No.)

2701 Navistar Drive
Lisle, Illinois 60532
(331) 332-5000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Curt A. Kramer

Senior Vice President and General Counsel

2701 Navistar Drive
Lisle, Illinois 60532
Phone: (331) 332-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Dennis M. Myers, P.C.
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
Phone: (312) 862-2232

Approximate date of commencement of proposed sale to the public: From time to time on or after the effective date of this Registration Statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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| Title of each class of securities to be registered (1) | Amount to be registered (1)(2) | Proposed maximum offering price per share (1)(2) | Proposed maximum aggregate offering price (1)(2)(3) | Amount of registration fee (4) |
|---|---------------------------------------|---|--|---------------------------------------|
| Debt Securities (5) | | | | |
| Common Stock, par value \$0.10 per share (6) | | | | |
| Preferred Stock, par value \$1.00 per share (7) | | | | |
| Preference Stock, par value \$1.00 per share (7) | | | | |
| Depositary Shares (8) | | | | |
| Warrants (9) | | | | |
| Purchase Contracts (10) | | | | |
| Units (11) | | | | |
| Subscription Rights (12) | | | | |
| Total (13) | | | \$2,000,000,000 | \$201,400 |

- (1) Not specified pursuant to General Instruction II.D of Form S-3, not specified as to each class of securities to be registered. There is being registered hereby such indeterminate number or amount, as the case may be, of the securities of each identified class as may from time to time be issued at indeterminate prices. Securities registered hereby may be offered for U.S. dollars or the equivalent thereof in foreign currencies. Securities registered hereby may be sold separately, together or in units with other securities registered hereby.
- (2) The securities being registered hereby may be convertible into or exchangeable or exercisable for other securities of any identified class. In addition to the securities that may be issued directly under this registration statement, there is being registered hereunder such indeterminate aggregate number or amount, as the case may be, of the securities of each identified class as may from time to time be issued upon the conversion, exchange, settlement or exercise of other securities offered hereby. Separate consideration may or may not be received for securities that are issued upon the conversion or exercise of, or in exchange for, other securities offered hereby. If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be such greater amount as shall result in an aggregate initial offering price not to exceed \$2,000,000,000, less the aggregate dollar amount of all securities previously issued hereunder.
- (3) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, and exclusive of accrued interest, distributions and dividends, if any. The proposed maximum offering price will be determined from time to time in connection with the issuance of the securities registered hereunder.
- (4) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933.
- (5) Includes an indeterminate principal amount of debt securities as may be sold from time to time by Navistar International Corporation (NIC), including sales upon the exercise of warrants or delivery upon settlement of purchase contracts or units. Also includes such indeterminate principal amount of debt securities as may be issued upon conversion of or exchange for any securities being registered hereunder that provide for conversion or exchange into debt securities.
- (6)

- Includes an indeterminate number of shares of common stock as may be sold from time to time by NIC at indeterminate prices, including sales upon the exercise of warrants or delivery upon settlement of purchase contracts or units. Also includes such indeterminate number of shares of common stock of NIC as may be issued upon conversion of or exchange for any securities being registered hereunder that provide for conversion or exchange into common stock.
- (7) Includes an indeterminate number of shares of preferred stock or preference stock as may be sold from time to time by NIC at indeterminate prices, including sales upon the exercise of warrants or delivery upon settlement of purchase contracts or units. Also includes such indeterminate number of shares of preferred stock or preference stock of NIC as may be issued upon conversion of or exchange for any securities being registered hereunder that provide for conversion or exchange into preferred stock or preference stock.
 - (8) Includes an indeterminate number of depositary shares evidenced by depositary receipts as may be issued in the event that NIC elects to offer fractional interests in its debt securities or shares of common stock, preferred stock or preference stock registered hereby. Includes an indeterminate number of depositary shares as may be issued upon the exercise of warrants or delivery upon settlement of purchase contracts or units. No separate consideration will be received for the depositary shares.
 - (9) Includes an indeterminate amount and number of warrants as may be sold from time to time, representing rights to purchase debt securities, common stock, preferred stock or preference stock issued by NIC. Warrants may be sold separately or with debt securities, common stock, preferred stock or preference stock or other securities registered hereunder.
 - (10) Includes an indeterminate amount and number of purchase contracts as may be sold by NIC from time to time, representing rights to purchase their debt securities or other securities registered hereunder. Also includes an indeterminate amount and number of purchase contracts as may be sold by NIC from time to time, representing rights to purchase its common stock, preferred stock, preference stock or other securities registered hereunder.
 - (11) Includes an indeterminate amount and number of units as may be sold from time to time by NIC, representing ownership of securities registered hereunder or debt obligations of third parties, including U.S. Treasury Securities.
 - (12) The subscription rights to purchase shares of common stock, preferred stock, depositary shares or debt securities will be offered without consideration.
 - (13) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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EXPLANATORY NOTE

This Amendment No. 1 to Post-Effective Amendment No. 2 (this Amendment) relates to the Registration Statement on Form S-3 (File No. 333-213745) (the Registration Statement) of Navistar International Corporation (the Company) that was declared effective by the Securities and Exchange Commission on October 5, 2016, and is being filed solely for the purpose of (i) replacing the Exhibit 23.1 consent of independent registered public accounting firm (the Auditor's Consent) previously filed with the Registration Statement with the Exhibit 23.1 Auditor's Consent filed herewith, (ii) revising the disclosure under the Experts section heading to conform to the Auditor's Consent, (iii) including the Company's Quarterly Report on Form 10-Q for the quarter ended January 31, 2018 (the Quarterly Report) in the Incorporation of Certain Information by Reference section, (iv) updating disclosure in the Forward-Looking Statements section to reflect updates made by the Company to its forward-looking statements disclosure in its Quarterly Report and (v) including data for the quarter ended January 31, 2018 in the table in the Ratio of Earnings to Fixed Charges section. This Amendment does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act of 1933, as amended, this Amendment shall become effective immediately upon filing with the Securities and Exchange Commission. All applicable filing fees were paid by the Company in connection with the filing of the Registration Statement.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not the solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated March 8, 2018

PROSPECTUS

\$2,000,000,000

Navistar International Corporation

Debt Securities

Common Stock

Preferred Stock

Preference Stock

Depositary Shares

Warrants

Purchase Contracts

Units

Subscription Rights

We may offer and sell, from time to time, in one or more offerings, any combination of the following types of securities:

debt securities, in one or more series, which may be senior debt securities or subordinated debt securities and secured debt securities or unsecured debt securities, in each case consisting of notes or other evidences of indebtedness;

warrants to purchase debt securities;

shares of our common stock;

warrants to purchase common stock;

shares of our preferred stock;

warrants to purchase preferred stock;

shares of our preference stock;

depository shares;

purchase contracts;

units;

subscription rights; or

any combination of these securities.

The securities will have an aggregate initial offering price of up to \$2,000,000,000 or an equivalent amount in U.S. dollars if any securities are denominated in a currency other than U.S. dollars. The securities may be offered separately or together in any combination and as separate series.

This prospectus describes some of the general terms that may apply to these securities and the general manner in which they may be offered. The specific terms of any securities to be offered, and the specific manner in which they may be offered, will be described in one or more supplements to this prospectus. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. Before investing, you should carefully read this prospectus and any related prospectus supplement, including any document incorporated or deemed incorporated by reference into this prospectus or any prospectus supplement. The prospectus supplements may also add, update or change information contained in this prospectus.

Shares of our common stock are traded on the New York Stock Exchange, which we refer to as NYSE, under the symbol NAV. If we decide to list or seek a listing for any other securities, the related prospectus supplement will disclose the exchange or market on which the securities will be listed or where we have made an application for listing, as applicable.

Investing in our securities involves risks. You should refer to Risk Factors beginning on page 5 of this prospectus and the risk factors included in our periodic reports and other information that we file with the Securities and Exchange Commission incorporated by reference in this prospectus and the applicable prospectus supplement and carefully consider that information before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2018.

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ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement that we filed with the Securities and Exchange Commission (the SEC) utilizing a shelf registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one or more offerings from time to time. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities under this shelf registration, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Therefore, if there is any inconsistency between the information contained or incorporated by reference in this prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement (including any information incorporated by reference therein). You should read both this prospectus and any prospectus supplement together with additional information described under the headings *Where You Can Find More Information* and *Incorporation of Certain Information by Reference*.

We have not authorized any dealer, salesperson or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus and the accompanying supplement to this prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus or the accompanying prospectus supplement. This prospectus and the accompanying prospectus

supplement do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor do this prospectus and the accompanying prospectus supplement constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not

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assume that the information contained in this prospectus and the accompanying prospectus supplement is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus and any accompanying prospectus supplement is delivered or securities are sold on a later date.

Unless the context indicates otherwise, as used in this prospectus: (i) the Company, us, we, our and Navistar refer to Navistar International Corporation and its consolidated subsidiaries, including its principal operating subsidiary, Navistar, Inc., and, to the extent applicable, their respective predecessors; (ii) NIC refers to Navistar International Corporation, exclusive of its subsidiaries; (iii) NFC refers to Navistar Financial Corporation, a wholly-owned finance subsidiary of Navistar, Inc.; (iv) North America refers to the United States, Canada and Mexico; (v) our common stock refers to the common stock, par value \$0.10 per share, of NIC; and (vi) this prospectus refers to this prospectus and any applicable prospectus supplement.

Our fiscal year ends on October 31. Our fiscal years are identified in this prospectus according to the calendar year in which they end. For example, our fiscal year that ended on October 31, 2017 is referred to as fiscal 2017. All references to a particular year that is not preceded with the word fiscal refer to the calendar year.

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WHERE YOU CAN FIND MORE INFORMATION

We are currently subject to the information requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act) and in accordance therewith file periodic reports, proxy statements and other information with the SEC. You may read and copy (at prescribed rates) any such reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Our SEC filings will also be available to you on the SEC's website at <http://www.sec.gov>.

We have filed with the SEC a registration statement on Form S-3 with respect to the securities offered hereby. This prospectus does not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and the securities offered hereby, reference is made to the registration statement, including the exhibits thereto, and any prospectus supplement.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus. This prospectus incorporates by reference the documents and reports listed below (other than portions of these documents that are either (1) described in paragraph (e) of Item 201 of Registration S-K or paragraphs (d)(1)-(3) and (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K (including any exhibits included with such items)):

our Annual Report on Form 10-K for the fiscal year ended October 31, 2017 filed with the SEC on December 19, 2017, including the information specifically incorporated by reference into our Annual Report on Form 10-K from our Definitive Proxy Statement on Schedule 14A filed with the SEC on December 20, 2017;

our Quarterly Report on Form 10-Q filed with the SEC on March 8, 2018;

our Current Report on Form 8-K filed with the SEC on February 15, 2018; and

the description of our common stock, par value \$0.10 per share, included in our Current Report on Form 8-K filed with the SEC on October 21, 2013.

We also incorporate by reference the information contained in all other documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than portions of these documents that are either (1) described in paragraph (e) of Item 201 of Registration S-K or paragraphs (d)(1)-(3) and (e)(5) of Item 407 of Regulation S-K promulgated by the SEC or (2) furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K (including any exhibits included with such items), unless otherwise indicated therein) after the date of this prospectus and prior to the termination of the offerings under this prospectus. The information contained in any such document will be considered part of this prospectus from the date the document is filed with the SEC.

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Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. Our Commission File Number is 001-9618.

Our filings with the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, are available free of charge on our website at <http://www.navistar.com> as soon as reasonably practicable after they are filed with, or furnished to, the SEC. Our

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website and the information contained on that site, or connected to that site, are not incorporated into and are not a part of this prospectus. You may also obtain a copy of these filings at no cost by writing or telephoning us at the office of our Investor Relations, c/o Navistar International Corporation, 2701 Navistar Drive, Lisle, Illinois 60532, (331) 332-5000.

Except for the documents incorporated by reference as noted above, we do not intend to incorporate into this prospectus any of the information included on our website.

FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the documents incorporated by reference herein and therein may contain forward-looking statements within the meaning of the federal securities laws. Such forward-looking statements are not based on historical facts but instead reflect our expectations, estimates or projections concerning future results or events, including, without limitation, statements regarding:

estimates we have made in preparing our financial statements;

our expectations and estimates relating to the impact of the federal Tax Cuts and Jobs Act on our business and financial condition;

the implementation of our strategic alliance with Volkswagen Truck & Bus GmbH (VW T&B);

our development of new products and technologies;

anticipated sales, volume, demand and markets for our products and financial performance;

anticipated performance and benefits of our products and technologies;

our business strategies relating to, and our ability to meet, federal and state regulatory heavy-duty diesel emissions standards applicable to certain of our engines, including the timing and costs of compliance and consequences of noncompliance with such standards, as well as our ability to meet other federal, state and foreign regulatory requirements;

our business strategies and long-term goals, and activities to accomplish such strategies and goals; our ability to implement our strategy focused on growing the Core business, driving operational excellence, pursuing innovative technology solutions, leveraging the VW T&B strategic alliance, enhancing our winning culture, and improving our financial performance, as well as the results we expect to achieve from the implementation of our strategy;

our expectations related to new product launches;

anticipated results from the realignment of our leadership and management structure;

anticipated benefits from acquisitions, strategic alliances, and joint ventures we complete;

our expectations and estimates relating to restructuring activities, including restructuring charges and timing of cash payments related thereto, and operational flexibility, savings, and efficiencies from such restructurings;

our expectations relating to debt refinancing activities;

our expectations relating to the possible effects of anticipated divestitures and closures of businesses;

our expectations relating to our cost-reduction actions and actions to reduce discretionary spending;

our expectations relating to our ability to service our long-term debt;

our expectations relating to our retail finance receivables and retail finance revenues;

our expectations and estimates relating to our used truck inventory;

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liabilities resulting from environmental, health and safety laws and regulations;

our anticipated capital expenditures;

our expectations relating to payments of taxes;

our expectations relating to warranty costs;

our expectations relating to interest expense;

our expectations relating to impairment of goodwill and other assets;

costs relating to litigation and similar matters;

estimates relating to pension plan contributions and unfunded pension and postretirement benefits;

our expectations relating to commodity price risk, including the impact of tariff increases or potential new tariffs; and

anticipated trends, expectations, and outlook relating to matters affecting our financial condition or results of operations.

These statements generally can be identified by the use of forward-looking words or phrases such as believe, expect, anticipate, may, could, intend, belief, estimate, plan, likely, will, should, or other similar words or phrases. These statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed in or indicated by those statements. We cannot assure you that any of our expectations, estimates or projections will be achieved. Forward-looking statements speak only as of the date they were made. We undertake no obligation to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. Factors that could cause or contribute to differences in our future financial results include those discussed in Item 1A, *Risk Factors*, included within our Annual Report on Form 10-K for the year ended October 31, 2017, which was filed with the SEC on December 19, 2017, as well as those discussed elsewhere in this prospectus, any accompanying prospectus supplement or in any document incorporated by reference herein or therein.

There may be other factors that may cause our actual results to differ materially from the forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or

implied by, the forward-looking statements. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them does, what impact they will have on our results of operations and financial condition. You should carefully read the factors described in the Risk Factors section of this prospectus and the documents incorporated by reference into this prospectus for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

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OUR COMPANY

Overview

We are a manufacturer of *International*[®] brand commercial and military trucks, proprietary diesel engines, *IC Bus* (*IC*) brand school and commercial buses, as well as a provider of service parts for trucks and diesel engines. We also provide retail, wholesale, and lease financing services for our trucks and parts.

We market our commercial products primarily through our extensive independent dealer network in North America, which offers a comprehensive range of services and other support functions to our end users. Our commercial trucks are distributed in virtually all key markets through our distribution and service network retail outlets, which are comprised, as of October 31, 2017 of 728 outlets in the United States and Canada and 87 outlets in Mexico. Parts are delivered to our customers either through one of our eleven regional parts distribution centers operated out of North America or through direct shipment from our suppliers. We provide certain financial services to our customers and dealers through NFC and our foreign finance operations.

We operate in four industry segments: Truck, Parts, Global Operations (collectively referred to as *Manufacturing operations*), and Financial Services, which consists of NFC and our foreign finance operations (collectively referred to as *Financial Services operations*). Corporate contains those items that do not fit into our four segments.

A brief discussion of each of our industry segments is set forth below:

Truck Segment

Our Truck segment manufactures and distributes Class 4 through 8 trucks, buses and military vehicles under the *International* and *IC* brands, along with production of proprietary engines, primarily in the North America markets that include the U.S., Canada, and Mexico. Our Truck segment also includes our truck export business under the *International* and *IC* brands as well as products that support the military truck product lines. The proprietary engines produced in North America are primarily used in our trucks and buses. Our strategy is to deliver the highest quality commercial trucks, buses, and military vehicles. We continue to develop our expansion markets, which includes the exportation of our truck and bus products. The Truck segment is our largest operating segment based on total external sales and revenues.

Parts Segment

Our Parts segment supports our brands of *International* commercial trucks, *IC* buses, and proprietary engines, as well as our other product lines, by providing customers with proprietary products together with a wide selection of other standard truck, trailer, and engine service parts. We distribute service parts through the dealer network that supports our trucks and engines. The Parts segment is our second largest operating segment based on total external sales and revenues.

Global Operations Segment

Our Global Operations segment includes businesses that derive revenue from outside our Truck and Parts segments and primarily consisting of the operations of our wholly-owned subsidiary, International Industria Automotiva da America do Sul Ltda. (*IIAA*), formerly MWM International Industria de Motores da America Do Sul Ltda. *IIAA* is a leader in the South American mid-range diesel engine market, manufacturing and distributing mid-range diesel engines and providing customers with additional engine offerings in the agriculture, marine, and light truck markets.

Additionally, we also sell our engines to global original equipment manufacturers (OEMs) for various on-and-off-road applications. We offer contract manufacturing services under IAA s MWM brand to OEMs for the assembly of their engines, particularly in South America. As part of the Global Operations segment, IAA has engine manufacturing operations in Argentina. The Global Operations segment is our third largest operating segment based on total external sales and revenues.

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Financial Services Segment

Our Financial Services segment provides and manages retail, wholesale, and lease financing of products sold by the Truck and Parts segments and their dealers. We also finance wholesale and retail accounts receivable. Substantially all revenues earned by the Financial Services segment are derived from supporting the sales of our vehicles and products. The Financial Services segment continues to meet the primary goal of providing and managing financing to our customers in U.S. and Mexico markets by providing or arranging cost-effective funding sources, while working to mitigate credit losses and impaired vehicle asset values. NFC provides wholesale financing for 100% of new truck inventory sold to our dealers and distributors in the U.S. through the customary free interest period offered by NI. At both October 31, 2017 and 2016, NFC retained floor plan financing for approximately 80% of the dealers after the expiration of any free interest period. The Financial Services segment also facilitates financing relationships in other countries to support our Manufacturing Operations.

Corporate Information

Our common stock is publicly traded on the New York Stock Exchange under the symbol NAV. NIC is a holding company, and conducts its manufacturing operations principally through Navistar, Inc. and, to a lesser extent, through certain other wholly owned foreign and domestic subsidiaries. Our manufacturing operations are supported by our financial services subsidiaries, including NFC. NFC is a wholly owned subsidiary of Navistar, Inc.

We are a corporation organized under the laws of the State of Delaware. Our principal executive office is located at 2701 Navistar Drive, Lisle, Illinois 60532, and our telephone number at this location is (331) 332-5000. Our website is www.navistar.com. Our website and the information contained on that site, or connected to that site, are expressly not incorporated into and are not a part of this prospectus.

The marks *International*, *MaxxFo* and *ProStar* and our logo are registered United States trademarks of Navistar and the mark *IC Bus* is a trademark of Navistar. All other trademarks and trade names appearing in this prospectus are the property of their respective owners.

RISK FACTORS

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent Annual Report on Form 10-K, as updated by our Quarterly Reports on Form 10-Q and other filings we make with the SEC. Our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

USE OF PROCEEDS

Unless otherwise indicated in the applicable prospectus supplement, we will use the net proceeds from the sale of our securities offered by this prospectus for the repayment of indebtedness and/or for general corporate and working capital purposes.

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The following table sets forth our ratio of earnings to fixed charges for the periods indicated. This information should be read in conjunction with the consolidated financial statements and the accompanying notes incorporated by reference in this prospectus.

| | Three Months Ended January 31, | Fiscal Year Ended October 31, | | | | |
|---|---|--------------------------------------|-------------|-------------|-------------|-------------|
| | 2018 | 2017 | 2016 | 2015 | 2014 | 2013 |
| Ratio of earnings to fixed charges | 0.33 | 1.10 | 0.82 | 0.60 | | |
| Earnings shortfall (in millions) | \$ (56) | | \$ (61) | \$ (131) | \$ (593) | \$ (1,031) |

Earnings (loss) represents our income (loss) before income tax benefit (expense) less net income attributable to non-controlling interests and plus dividends from non-consolidated affiliates, interest expense, debt amortization expense and the interest portion of rent expense. Fixed charges represent our capitalized interest, interest expense and debt amortization expense. For purposes of the foregoing, our income (loss) before income tax benefit (expense) excludes equity in income (loss) of non-consolidated affiliates and interest expense does not include interest expense on income tax contingencies. NIC's management calculates the estimated interest component of rental expense as 33% of total rental expense.

Our ratios of earnings to combined fixed charges and preferred stock dividends for the periods indicated above are the same as our ratios of earnings to fixed charges set forth above because our outstanding series B preference stock and series D preference stock do not have a mandatory dividend. The series B preference stock does not have the right to receive any dividends or distributions. The series D preference stock is only entitled to receive dividends if and when declared by the board of directors in the amount of 120% of the dividend (on an as-converted basis), if any, declared on our common stock. We have not paid cash dividends on our common stock since 1980.

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DESCRIPTION OF DEBT SECURITIES

The following description of the debt securities and terms of the indentures, as defined below, is a summary. It summarizes only those aspects of the debt securities and those portions of the indentures, which we believe will be most important to your decision to invest in our debt securities. You should keep in mind, however, that it is the indentures, and not this summary, which define your rights as a debtholder. There may be other provisions in the indentures which are also important to you. You should read the indentures for a full description of the terms of the debt. We will file the forms of indentures with the SEC as exhibits to our registration statement, of which this prospectus is a part. See [Where You Can Find More Information](#) above for information on how to obtain copies of them.

General

We may issue senior or subordinated debt securities, which will be direct, general obligations of NIC that may be secured or unsecured.

The senior debt securities will constitute part of our senior debt, will be issued under the senior debt indenture described below and will rank equally in payment with all of our other senior and unsubordinated debt, whether secured or unsecured.

The subordinated debt securities will constitute part of our subordinated debt, will be issued under the subordinated debt indenture described below and will be subordinate in right of payment to all of our senior debt, as defined in the indenture with respect to subordinated debt securities. The prospectus supplement for any series of subordinated debt securities or the information incorporated in this prospectus by reference will indicate the approximate amount of senior debt outstanding as of the end of our most recent fiscal quarter. Neither indenture limits our ability to incur additional senior debt, additional subordinated debt or other indebtedness.

When we refer to [debt securities](#) in this prospectus, we mean both the senior debt securities and the subordinated debt securities.

The senior debt securities and subordinated debt securities will be governed by an indenture between us and one or more trustees selected by us. The indentures will be substantially identical, except for certain provisions including those relating to subordination, which are included only in the indenture related to subordinated debt securities. When we refer to the indenture or the trustee with respect to any debt securities, we mean the indenture under which those debt securities are issued and the trustee under that indenture.

Series of Debt Securities

We may issue multiple debt securities or series of debt securities under either indenture. This section summarizes terms of the securities that apply generally to all debt securities and series of debt securities. The provisions of each indenture allow us not only to issue debt securities with terms different from those of debt securities previously issued under that indenture, but also to [reopen](#) a previously issued series of debt securities and issue additional debt securities of that series. We will describe most of the financial and other specific terms of a particular series, whether it be a series of the senior debt securities or subordinated debt securities, in the prospectus supplement applicable for that series. Those terms may vary from the terms described here.

Amounts of Issuances

The indentures do not limit the amount of debt securities that may be issued under them. We may issue the debt securities from time to time in one or more series. We are not required to issue all of the debt securities of one series at the same time and, unless otherwise provided in the applicable indenture or prospectus supplement, we may reopen a series and issue additional debt securities of that series without the consent of the holders of the outstanding debt securities of that series.

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Principal Amount, Stated Maturity and Maturity

Unless otherwise stated, the principal amount of a debt security means the principal amount payable at its stated maturity, unless that amount is not determinable, in which case the principal amount of a debt security is its face amount.

The term *stated maturity* with respect to any debt security means the day on which the principal amount of the debt security is scheduled to become due. The principal may become due sooner, by reason of redemption or acceleration after a default or otherwise in accordance with the terms of the debt security. The day on which the principal actually becomes due, whether at the stated maturity or earlier, is called the *maturity* of the principal.

We also use the terms *stated maturity* and *maturity* to refer to the days when other payments become due. For example, we may refer to a regular interest payment date when an installment of interest is scheduled to become due as the *stated maturity* of that installment. When we refer to the *stated maturity* or the *maturity* of a debt security without specifying a particular payment, we mean the stated maturity or maturity, as the case may be, of the principal.

Specific Terms of Debt Securities

The applicable prospectus supplement will describe the specific terms of the debt securities, which will include some or all of the following:

the title of the series and whether it is a senior debt security or a subordinated debt security;

any limit on the total principal amount of the debt securities of the same series;

the stated maturity;

the currency or currencies for principal and interest, if not U.S. dollars;

the price at which we originally issue the debt security, expressed as a percentage of the principal amount, and the original issue date;

whether the debt security is a fixed rate debt security, a floating rate debt security or an indexed debt security;

if the debt security is a fixed rate debt security, the yearly rate at which the debt security will bear interest, if any, and the interest payment dates;

if the debt security is a floating rate debt security, the interest rate basis; any applicable index currency or index maturity, spread or spread multiplier or initial base rate, maximum rate or minimum rate; the interest reset, determination, calculation and payment dates; the day count convention used to calculate interest payments for any period; the business day convention; and the calculation agent;

if the debt security is an indexed debt security, the principal amount, if any, we will pay at maturity, interest payment dates, the amount of interest, if any, we will pay on an interest payment date or the formula we will use to calculate these amounts, if any, and the terms on which the debt security will be exchangeable for or payable in cash, securities or other property;

if the debt security may be converted into or exercised or exchanged for common or preferred stock or other securities of the Company or debt or equity securities of one or more third parties, the terms on which conversion, exercise or exchange may occur, including whether conversion, exercise or exchange is mandatory, at the option of the holder or at our option, the period during which conversion, exercise or exchange may occur, the initial conversion, exercise or exchange price or rate and the circumstances or manner in which the amount of common or preferred stock or other securities issuable upon conversion, exercise or exchange may be adjusted;

if the debt security is also an original issue discount debt security, the yield to maturity;

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if applicable, the circumstances under which the debt security may be redeemed at our option or repaid at the holder's option before the stated maturity, including any redemption commencement date, repayment date(s), redemption price(s) and redemption period(s);

the authorized denominations, if other than \$1,000 and integral multiples of \$1,000;

the depository for the debt security, if other than The Depository Trust Company (DTC), and any circumstances under which the holder may request securities in non-global form, if we choose not to issue the debt security in book-entry form only;

if applicable, the circumstances under which we will pay additional amounts on any debt securities held by a person who is not a United States person for tax purposes and under which we can redeem the debt securities if we have to pay additional amounts;

the assets, if any, that will be pledged as security for the payment of the debt security;

the names and duties of any co-trustees, depositories, authenticating agents, paying agents, transfer agents or registrars for the debt security, as applicable; and