

MORGAN DONALD E III  
 Form 3  
 May 07, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brigade Leveraged Capital Structures Offshore Ltd.

(Last) (First) (Middle)

C/O OGIER FIDUCIARY SVCS (CAYMAN) LTD, 89 NEXUS WAY, CAMANA BAY

(Street)

GRAND CAYMAN, KY1-9007

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/29/2010

3. Issuer Name and Ticker or Trading Symbol  
 VISTEON CORP [VSTNQ.PK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)        |
|------------------------------------|--|---|---|
| Common Stock, \$1.00 par value     | 3,350,000  | D <sup>(1)</sup>  | By Brigade Leveraged Capital Structures Fund Ltd <sup>(2)</sup> |
| Common Stock, \$1.00 par value     | 3,350,000  | I   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| Brigade Leveraged Capital Structures Offshore Ltd.<br>C/O OGIER FIDUCIARY SVCS (CAYMAN) LTD<br>89 NEXUS WAY, CAMANA BAY<br>GRAND CAYMAN, KY1-9007 | ^             | ^ X          | ^       | ^     |
| BRIGADE CAPITAL MANAGEMENT, LLC<br>399 PARK AVENUE<br>16TH FLOOR<br>NEW YORK, NY 10022  | ^             | ^ X          | ^       | ^     |
| MORGAN DONALD E III<br>C/O BRIGADE CAPITAL MANAGMENT, LLC<br>399 PARK AVENUE, 16TH FLOOR<br>NEW YORK, NY 10022                                    | ^             | ^ X          | ^       | ^     |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| Brigade Leveraged Capital Structures Fund Ltd., By: /s/ Brigade Capital Management, LLC, its<br>Investment Manager, By: /s/ Donald E.Morgan, III, Managing Member | **Signature of Reporting Person | 05/07/2010 |
|   | Date                            |            |
| Brigade Capital Management, LLC, By: /s/ Donald E. Morgan, III, Managing Member   | **Signature of Reporting Person | 05/07/2010 |
|   | Date                            |            |
| /s/ Donald E. Morgan, III   | **Signature of Reporting Person | 05/07/2010 |
|   | Date                            |            |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) These securities are owned by Brigade Leveraged Capital Structures Fund Ltd. (the "Fund"), which is a Reporting Person.
- The reported securities are directly owned by the Fund and may be deemed beneficially owned by Brigade Capital Management, LLC, the investment manager of the Fund (the "Investment Manager") and Donald E. Morgan III, the managing member of the Investment
- (2) Manager. Mr. Morgan and the Investment Manager disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.