

NAVISTAR INTERNATIONAL CORP  
Form 15-12B  
December 11, 2014

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION**  
**UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number: 1-9618**

**NAVISTAR INTERNATIONAL**  
**CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**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)**

**Preferred Stock Purchase Rights<sup>(1)</sup>**

**(Titles of each class of securities covered by this Form)**

**Common Stock, par value \$0.10 per share**

**Cumulative Convertible Junior Preference Stock, Series D, par value \$1.00 per share**

**(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	..
Rule 12g-4(a)(2)	..
Rule 12h-3(b)(1)(i)	x
Rule 12h-3(b)(1)(ii)	..
Rule 15d-6	..

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Navistar International Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**NAVISTAR INTERNATIONAL CORPORATION**

/s/ Curt A. Kramer

By: Curt A. Kramer

Title: Secretary

Date: December 11, 2014

- (1) The Rights to Purchase Junior Participating Preferred Stock, Series A (the Rights ) expired on November 3, 2014 pursuant to the terms of the Rights Agreement (the Rights Agreement ), dated as of June 19, 2012, between Navistar International Corporation (the Company ) and Computershare Shareowner Services LLC, as rights agent. The Company initially filed a Form 8-A to register the Rights on June 22, 2012.

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.