

VISTEON CORP  
Form 3  
May 10, 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 * Davidson Kempner Distressed Opportunities Fund LP (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 04/29/2010	3. Issuer Name and Ticker or Trading Symbol VISTEON CORP [VSTNQ]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O DAVIDSON KEMPNER PARTNERS, 65 EAST 55TH STREET, 19TH FLOOR  
(Street)

NEW YORK, NY 10022  
(City) (State) (Zip)

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

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$1.00	11,550,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davidson Kempner Distressed Opportunities Fund LP C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Davidson Kempner Distressed Opportunities International Ltd. C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
DK Group LLC C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
DK Management Partners LP C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
DK Stillwater GP LLC C/O DAVIDSON KEMPNER PARTNERS 65 EAST 55TH STREET, 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^

## Signatures

By: DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES FUND LP, By: DK Group LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member	05/10/2010
**Signature of Reporting Person	Date
By: DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL LTD., By: DK Management Partners LP, its Investment Manager, By: DK Stillwater GP LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member	05/10/2010
**Signature of Reporting Person	Date
By: DK GROUP LLC, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member	05/10/2010
**Signature of Reporting Person	Date
By: DK MANAGEMENT PARTNERS LP, By: DK Stillwater GP LLC, its General Partner, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member	05/10/2010
**Signature of Reporting Person	Date

By: DK STILLWATER GP LLC, By: /s/ Thomas L. Kempner, Jr., Executive Managing Member

05/10/2010

\_\_Signature of Reporting Person

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) Davidson Kempner Partners, Davidson Kempner Institutional Partners, L.P., M.H. Davidson & Co., M.H. Davidson & Co. GP, L.L.C., Davidson Kempner International, Ltd., Davidson Kempner Distressed Opportunities Fund LP, Davidson Kempner Distressed Opportunities International Ltd., MHD Management Co., MHD Management Co. GP, L.L.C. Davidson Kempner Advisers Inc., Davidson Kempner International Advisors, L.L.C., DK Group LLC, DK Management Partners LP, DK Stillwater GP LLC, Thomas L. Kempner, Jr., Stephen M. Dowicz, Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, Avram Z. Friedman and Conor Bastable

(2) (collectively, the "Reporting Persons") own an aggregate of 11,550,000 shares of common stock of Visteon Corporation (the "Issuer") of which (i) Davidson Kempner Partners is the record owner of 577,500 shares, (ii) Davidson Kempner Institutional Partners, L.P. is the record owner of 1,212,750 shares, (iii) M.H. Davidson & Co. is the record owner of 103,945 shares, (iv) Davidson Kempner International, Ltd. is the record owner of 1,351,350 shares, (v) Davidson Kempner Distressed Opportunities Fund LP is the record owner of 2,644,952 shares and (vi) Davidson Kempner Distressed Opportunities International Ltd. is the record owner of 5,659,503 shares.

(3) The Reporting Persons, together with Plainfield Asset Management LLC, Plainfield Special Situations Master Fund II Limited, Plainfield OC Master Fund Limited, Plainfield Liquid Strategies Master Fund Limited, Max Holmes, Brigade Capital Management, LLC, Brigade Leveraged Capital Structures Fund Ltd. and Donald E. Morgan, III (collectively, the "Equity Holders"), may be deemed to have formed a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended ("Section 13(d)"), owning more than 10% of the Issuer's outstanding common stock. Each of the Reporting Persons disclaims membership in a group with the other Equity Holders for purposes of Section 13(d).

(4) Each of the Reporting Persons disclaims beneficial ownership of all securities described above except to the extent of their pecuniary interest therein.

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### Remarks:

This is a Part Two of a three part Form 3 filing. A Part One is filed by Davidson Kempner Partners. A Parts One, Two and Three are filed to indicate all Reporting persons. A Parts Two and Three

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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