

VISTEON CORP

Form 3

December 14, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Robertson William M

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/09/2015

3. Issuer Name **and** Ticker or Trading Symbol
VISTEON CORP [VC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

VISTEON

CORPORATION,Â ONE

VILLAGE CENTER DRIVE

(Street)

VAN BUREN

TOWNSHIP,Â MIÂ 48111

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

0

D

Â

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)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	03/04/2022	Common Stock	1,855	\$ 101.58	D	Â
Performance Rights	Â (2)	12/31/2015	Common Stock	6,096	\$ (2)	D	Â
Performance Rights	Â (3)	12/31/2016	Common Stock	1,505	\$ (3)	D	Â
Performance Rights	Â (3)	01/31/2018	Common Stock	1,304	\$ (3)	D	Â
Restricted Stock Units	Â (4)	03/27/2017	Common Stock	522	\$ (4)	D	Â
Restricted Stock Units	Â (4)	03/05/2018	Common Stock	675	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robertson William M VISTEON CORPORATION ONE VILLAGE CENTER DRIVE VAN BUREN TOWNSHIP,Â MIÂ 48111	Â	Â	Â Vice President	Â

Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of William M. Robertson

12/14/2015

__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) The option is exercisable to the extent of one-third of the shares optioned after one year from the date of grant, two-thirds in two years and in full after three years.

(2) Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on achievement of a total shareholder return goal during a three year performance period, and is payable in stock or cash at the election of the Company, subject to tax withholding.

(3) Each performance right represents a contingent right to receive one share of Visteon common stock. The performance rights vest based on relative total shareholder return over a three year performance period and are payable in stock or cash at the election of the Company, subject to tax withholding.

(4) Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of the date of grant until the third anniversary of the date of grant. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of the Company) upon vesting and based upon the then current market value of a share of Visteon common stock, subject to tax withholding.

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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