

DOWICZ STEPHEN M  
Form 3  
May 10, 2010

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated 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)

|   |   |  |   |   |
|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KEMPNER THOMAS L JR</p> <p>(Last) (First) (Middle)</p> <p>C/O DAVIDSON KEMPNER PARTNERS,Â 65 EAST 55TH STREET, 19TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/29/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VISTEON CORP [VSTNQ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
|   |   |  | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>   |   |

**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, 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><br><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)

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

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative  |
|---------------------|--------------------|-------|----------------------------------|------------------------------------|---|
|                     |                    |       |                                  |                                    | Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KEMPNER THOMAS L JR<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022        | ^             | ^ X       | ^       | ^     |
| DOWICZ STEPHEN M<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022           | ^             | ^ X       | ^       | ^     |
| DAVIDSON SCOTT E<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022           | ^             | ^ X       | ^       | ^     |
| LEVART TIMOTHY I<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022           | ^             | ^ X       | ^       | ^     |
| BRIVIO ROBERT J JR<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022         | ^             | ^ X       | ^       | ^     |
| Epstein Eric Philip<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022        | ^             | ^ X       | ^       | ^     |
| Yoseloff Anthony Alexander<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | ^             | ^ X       | ^       | ^     |
| Friedman Avram Z<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR<br>NEW YORK, NY 10022           | ^             | ^ X       | ^       | ^     |
| BASTABLE CONOR<br>C/O DAVIDSON KEMPNER PARTNERS<br>65 EAST 55TH STREET, 19TH FLOOR                                   | ^             | ^ X       | ^       | ^     |

NEW YORK, NY 10022

## Signatures

|   |            |
|---|------------|
| /s/ Thomas L. Kempner, Jr.  | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Stephen M. Dowicz, By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact***     | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Scott E. Davidson, By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact***     | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Timothy I. Levart, By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact***     | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Robert J. Brivio, Jr., By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact*** | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Eric P. Epstein, By: /s/ Thomas L. Kempner, Jr., Attorney-in-Fact***          | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Anthony A. Yoseloff, By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact***   | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Avram Z. Friedman, By: /s/ Thomas L. Kempner, Jr.,<br>Attorney-in-Fact***     | 05/10/2010 |
| __Signature of Reporting Person   | Date       |
| By: Conor Bastable, By: /s/ Thomas L. Kempner, Jr., Attorney-in-Fact***           | 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
- (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

Edgar Filing: DOWICZ STEPHEN M - Form 3

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.

^

**Remarks:**

This is Part Three of a three part Form 3 filing. Part One is filed by Davidson Kempner Part Distressed Opportunities Fund LP. Parts One, Two and Three are filed to indicate all Reporting Persons not separate Form 3 filings.

\*\*\* Duly authorized pursuant to Power of Attorney, dated May 7, 2010, by and on behalf of The Scott E. Davidson, Timothy I. Levart, Robert J. Brivio, Jr., Eric P. Epstein, Anthony A. Yoseloff, appointing Thomas L. Kempner, Jr., Timothy I. Levart, Anthony A. Yoseloff and Avram Z. Friedman attorneys-in-fact, included as Exhibit 24 to this Form 3.

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.