

NAVISTAR INTERNATIONAL CORP  
Form SC 13D/A  
December 23, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 7)

Navistar International Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

(CUSIP Number)

63934E108

David Goldman  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 22, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 63934E108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)  
Gabelli Funds, LLC

I.D. No.

13-4044523

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

00-Funds of investment  
advisory clients

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :<sup>7</sup> Sole voting power

Shares : 2,964,779 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 2,964,779 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 2,964,779 (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

14 3.64%  
Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

2

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CUSIP No. 63934E108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

GAMCO Asset  
Management, Inc. I.D. No.  
13-4044521

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

00-Funds of investment  
advisory clients

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :<sup>7</sup> Sole voting power

Shares : 5,535,324 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 6,037,324 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 6,037,324 (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

14 7.41%  
Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

3

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CUSIP No. 63934E108

Names of reporting persons  
 1 I.R.S. identification nos. of above persons (entities only)  
 Teton Advisors, Inc. I.D. No. 13-4008049  
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

2 (b)

3 Sec use only

Source of funds (SEE INSTRUCTIONS)  
 4 00 – Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

Citizenship or place of organization  
 6 Delaware

Number Of	: 7	Sole voting power
Shares	:	2,300 (Item 5)
Beneficially	: 8	Shared voting power
Owned	:	None
By Each	: 9	Sole dispositive power
Reporting	:	2,300 (Item 5)
Person	: 10	Shared dispositive power
With	:	None

11 Aggregate amount beneficially owned by each reporting person  
 2,300 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares  
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)  
 0.00%

14 Type of reporting person (SEE  
 INSTRUCTIONS)

IA, CO

4

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CUSIP No. 63934E108

1 Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities only)  
 Gabelli Securities, Inc.  
 I.D. No.

13-3379374

2 Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
 INSTRUCTIONS)  
 00 – Client funds

5 Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)

6 Citizenship or place of  
 organization  
 Delaware

Number Of :<sup>7</sup> Sole voting power

Shares : 7,000 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 7,000 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
 beneficially owned by each  
 reporting person

7,000 (Item 5)



12 Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.01%

14 Type of reporting person  
(SEE INSTRUCTIONS)

HC, CO, IA

5

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CUSIP No. 63934E108

1 Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities only)  
 Gabelli Foundation, Inc.  
 I.D. No. 94-2975159

2 Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
 INSTRUCTIONS)  
 WC

5 Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)

6 Citizenship or place of  
 organization  
 NV

Number Of :<sup>7</sup> Sole voting power

Shares : 10,000 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 10,000 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
 beneficially owned by each  
 reporting person

12 10,000 (Item 5)

Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.01%

14 Type of reporting person  
(SEE INSTRUCTIONS)

00-Private Foundation

6

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CUSIP No. 63934E108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)  
MJG Associates, Inc.

2 I.D. No. 06-1304269  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
00-Client Funds

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
Connecticut

Number Of :7 Sole voting power

Shares : 6,500 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 6,500 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

6,500 (Item 5)  
12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)  
13 Percent of class represented  
by amount in row (11)  
  
0.01%  
14 Type of reporting person  
(SEE INSTRUCTIONS)  
CO

7

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CUSIP No. 63934E108

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 MJG-IV Limited  
Partnership

I.D. No.

13-3191826

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :7 Sole voting power

Shares : 2,000 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 2,000 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

12 2,000 (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

14 0.00%  
Type of reporting person  
(SEE INSTRUCTIONS)  
PN

8

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CUSIP No. 63934E108

Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities only)  
 1 GGCP, Inc.

I.D. No.

13-3056041

Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS) (a)

2

(b)

3

Sec use only

4

Source of funds (SEE  
 INSTRUCTIONS)  
 WC

5

Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)

6

Citizenship or place of  
 organization  
 Wyoming

Number Of :<sup>7</sup> Sole voting power

Shares : 10,000 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 10,000 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
 beneficially owned by each  
 reporting person



10,000 (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

0.01%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

9

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CUSIP No. 63934E108

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 GAMCO Investors, Inc.

I.D.

No. 13-4007862

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
WC

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
Delaware

Number Of :7 Sole voting power

Shares : 200 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 200 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

200 (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

10

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CUSIP No. 63934E108

1 Names of reporting persons  
 I.R.S. identification nos. of above persons (entities only)  
 Mario J. Gabelli  
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

2  
 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
 Private Funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization  
 USA

Number	: 7	
Of	:	Sole voting power
	:	
Shares	:	98,500 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting:	:	98,500 (Item 5)
	:	
Person	: 10	Shared dispositive power
	:	
With	:	None

11 Aggregate amount beneficially owned by each reporting person  
 98,500 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)  X

13 Percent of class represented by amount in row (11)  
 0.12%

14 Type of reporting person (SEE INSTRUCTIONS)  
IN

11

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Item 1. Security and Issuer

This Amendment No. 7 to Schedule 13D on the Common Stock of Navistar International Corporation (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on January 30, 2012. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., The Gabelli Healthcare & Wellness<sup>Rx</sup> Trust, and The Gabelli Global Small and Mid Cap Value Trust (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Strategic Value and GAMCO Merger Arbitrage), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mites<sup>sm</sup> Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$23,510,390 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$7,706,716 and \$14,092,376, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Foundation used approximately \$37,756 of funds of a private entity to purchase the additional Securities reported by it. Mario Gabelli used approximately \$1,206,359 of private funds to purchase the additional Securities reported by him. MJG Associates used approximately \$117,883 of client funds to purchase the additional Securities reported by it. Teton

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Advisors used approximately \$9,277 of funds of investment advisory clients to purchase the additional Securities reported by it. GBL used approximately \$5,856 of working capital to purchase the additional Securities reported by it. GGCP used approximately \$334,167 of working capital to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 9,138,603 shares, representing 11.21% of the 81,458,917 shares outstanding. This latter number of shares is arrived at by adding the number of shares reported as being outstanding in the Issuer's most recently filed Form 10-Q for the quarterly period ended October 31, 2014 (81,414,738 shares) to the number of shares (44,179 shares) which would be receivable by the Reporting Persons if they were to convert all of the Issuer's senior subordinated convertible notes held by them into common shares. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common	Shares of Common Plus Convertible Senior Note Converted	% of Common Plus Convertible Senior Note Converted
GAMCO	6,037,324	7.42%	6,037,324	7.41%
Gabelli Funds	2,920,600	3.59%	2,964,779	3.64%
GSI	7,000	0.01%	7,000	0.01%
Mario J. Gabelli	98,500	0.12%	98,500	0.12%
Foundation	10,000	0.01%	10,000	0.01%
MJG Associates	6,500	0.01%	6,500	0.01%
MJG-IV	2,000	0.00%	2,000	0.00%
Teton Advisors	2,300	0.00%	2,300	0.00%
GBL	200	0.00%	200	0.00%
GGCP	10,000	0.01%	10,000	0.01%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 502,000 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's



shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 23, 2014

GGCP, INC.  
MARIO J. GABELLI  
MJG ASSOCIATES, INC.  
GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman  
David Goldman  
General Counsel – Teton Advisors, Inc.

GABELLI FUNDS, LLC

By: /s/ Bruce N. Alpert  
Bruce N. Alpert  
Chief Operating Officer - Gabelli Funds, LLC

GAMCO ASSET MANAGEMENT INC.  
GAMCO INVESTORS, INC.  
GABELLI SECURITIES, INC.

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
President & Chief Operating Officer – GAMCO Investors, Inc.  
President – GAMCO Asset Management Inc.  
President – Gabelli Securities, Inc.

SCHEDULE I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc. 2525 Shader Road Orlando, FL 32804
Matthew R. Gabelli	Vice President – Trading G.research, Inc. One Corporate Center Rye, NY 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223
Fredric V. Salerno	Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Marc J. Gabelli	President Vice President,
Silvio A. Berni	Assistant Secretary and Controller

GGCP Holdings LLC

Members:

GGCP, Inc.	Manager and Member
Mario J. Gabelli	Member

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	
Richard L. Bready	Chairman & Chief Executive Officer E.L. Wiegand Foundation
Marc J. Gabelli	165 West Liberty Street Reno, NV 89501
	Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903

	See above
	See above
Mario J. Gabelli	Director c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580
Elisa M. Wilson	
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc. 4 Irving Place New York, NY 10003
Robert S. Prather	President & Chief Executive Officer Heartland Media, LLC 1843 West Wesley Road Atlanta, GA 30327
Officers:	
Mario J. Gabelli	Chairman and Chief Executive Officer
Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	
Bruce N. Alpert	Senior Vice President
Agnes Mullady	
Robert S. Zuccaro	Senior Vice President
Kevin Handwerker	Senior Vice President

Executive Vice  
President and  
Chief Financial  
Officer

Executive Vice  
President,  
General Counsel  
and Secretary

GAMCO Asset Management Inc.  
Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli  
Chief Executive  
Officer and Chief  
Investment  
Officer – Value  
Portfolios

Douglas R. Jamieson  
President, Chief  
Operating Officer  
and Managing  
Director

Robert S. Zuccaro  
Chief Financial  
Officer

David Goldman  
General Counsel,  
Secretary &  
Chief  
Compliance  
Officer

Gabelli Funds, LLC  
Officers:

Mario J. Gabelli  
Chief Investment  
Officer – Value  
Portfolios

Bruce N. Alpert  
Executive Vice  
President and  
Chief Operating  
Officer

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Agnes Mullady                      President and  
Chief Operating  
Officer – Open  
End Fund  
Division

Robert S. Zuccaro                  Chief Financial  
Officer

David Goldman                      General Counsel

Teton Advisors, Inc.

Directors:

Howard F. Ward                      Chairman of the  
Board

Nicholas F. Galluccio              Chief Executive  
Officer and  
President

Vincent J. Amabile

John Tesoro

Officers:

Howard F. Ward                      See above

Nicholas F. Galluccio              See above

Robert S. Zuccaro                  Chief Financial  
Officer

David Goldman                      General Counsel

Tiffany Hayden                      Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake                      President of W.  
R. Blake & Sons,  
Inc.  
196-20 Northern  
Boulevard  
Flushing, NY  
11358

Douglas G. DeVivo                  Co-Chairman of  
the Board and  
DeVivo Asset  
Management  
Company LLC  
P.O. Box 2048  
Menlo Park, CA  
94027



Marc J. Gabelli	Co-Chairman of the Board
Douglas R. Jamieson	President

Daniel R. Lee	Chief Executive Officer Full House Resorts, Inc. 4670 South Ford Apache Road, Suite 190 Las Vegas, NV 89147
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William C. Mattison, Jr. Salvatore F. Sodano	Vice Chairman
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Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
David M. Goldman	General Counsel and Secretary
Joel Torrance	Chief Compliance Officer

G.research, Inc.

Directors:

Irene Smolicz	Senior Trader – G.research, Inc.
Daniel M. Miller	Chairman
Cornelius V. McGinity	President

Officers:

Daniel M. Miller	See above
Cornelius V. McGinity	See above
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal
Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee
Matthew R. Gabelli	Trustee
Michael Gabelli	Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli	General Partner
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SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-NAVISTAR INTERNATIONAL CORP

MARIO J. GABELLI		
12/16/14	6,000	31.1976
GABELLI SECURITIES, INC.		
12/16/14	1,000	31.1976
ALCE PARTNERS		
12/16/14	1,500	31.1976
11/06/14	800	35.7292
MJG ASSOCIATES, INC.		
GABELLI INTERNATIONAL LIMITED		
12/16/14	1,500	31.1976
11/06/14	1,500	35.7292
GAMCO INVESTORS, INC.		
12/17/14	200	29.2800
GAMCO ASSET MANAGEMENT INC.		
12/22/14	9,900	32.9072
12/22/14	3,200-	32.8581
12/19/14	500	32.2350
12/19/14	20,100	32.3361
12/19/14	500	32.1999
12/19/14	500-	32.1999
12/19/14	500	32.1999
12/18/14	3,300	32.0864
12/18/14	2,000	32.2365
12/18/14	700	32.0775
12/17/14	400	30.7499
12/17/14	900	30.6973
12/17/14	4,000	30.7684
12/17/14	200-	30.5000
12/17/14	3,200-	30.3532
12/17/14	500	30.8142
12/17/14	400	30.7925
12/17/14	17,700	30.5900
12/16/14	500	31.6850
12/16/14	600	31.4356
12/16/14	500	31.1712
12/16/14	500	31.6850
12/16/14	500-	31.6850
12/16/14	300	31.1699
12/16/14	500	31.1178
12/16/14	3,500	31.1061
12/16/14	4,000	30.8930

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12/16/14	11,300	30.8782
12/16/14	15,250	30.8027
12/16/14	900	30.7578
12/16/14	1,000	30.7450
12/16/14	1,000	30.7399
12/16/14	800	30.7163
12/16/14	400	30.6300
12/16/14	200	29.0800
12/16/14	400-	30.3625
12/15/14	5,000	35.4849
12/15/14	300-	35.3851
12/11/14	250-	36.6800
12/11/14	500-	36.6680
12/11/14	3,491-	*DO
12/11/14	2,500	36.8070
12/10/14	250-	*DO
12/10/14	250-	*DO
12/10/14	9,800	36.3659
12/08/14	2,000	37.2266
12/08/14	200-	36.1700
12/08/14	272,750	*DI
12/05/14	150-	37.8900
12/05/14	300-	*DO
12/05/14	200	37.7700
12/03/14	3,100	37.8913
12/03/14	18,000-	*DO
12/02/14	750-	*DO
12/02/14	5,000	36.6058
12/01/14	7,600-	*DO
11/28/14	4,900	35.7309
11/26/14	200	35.8900
11/26/14	5,000	36.0500
11/25/14	2,000	36.4700
11/24/14	2,000	36.3000
11/24/14	200	36.4399
11/21/14	200	36.3950
11/21/14	500-	36.1680
11/20/14	3,500-	35.4634
11/19/14	800-	36.3082
11/19/14	200-	36.2425
11/19/14	400	35.9200
11/18/14	3,000-	36.4685
11/18/14	5,800	36.8468
11/17/14	4,000	36.3141
11/17/14	200	36.0300
11/14/14	400-	35.7313
11/14/14	5,000	36.1699
11/14/14	3,000-	36.0725
11/13/14	500	36.3900
11/13/14	600	35.6858
11/13/14	500-	*DO

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11/13/14	3,000-	36.1598
11/13/14	400	35.5400
11/12/14	1,000	36.2755
11/12/14	3,000-	36.6438
11/11/14	500	35.9837
11/10/14	200	36.7400
11/07/14	20,000	*DI
11/06/14	700-	35.8500
11/04/14	150	35.0500
11/03/14	14,000	35.8830
11/03/14	500-	*DO
10/31/14	1,500-	35.1140
10/31/14	3,000-	34.9988
10/31/14	500	35.2500
10/31/14	600	35.2450
10/30/14	300	34.7296
10/30/14	800	34.7499
10/29/14	1,500	35.2000
10/29/14	450	34.4133
10/28/14	300	35.0298
10/28/14	7,400	35.0600
10/28/14	2,000	35.5071
10/27/14	500-	34.0740
10/27/14	2,800-	34.1921
10/24/14	1,500	34.7281
10/24/14	20-	34.6601
10/24/14	200	35.0100
10/23/14	100	34.0500
10/23/14	1,000	34.8934
10/23/14	1,300	34.7933
10/23/14	300	34.9498
10/23/14	200	34.9300
GGCP, INC.		
12/22/14	5,000	32.8374
GABELLI FUNDS, LLC.		
GABELLI VALUE FUND		
12/16/14	3,000	31.1113
GABELLI SMALL CAP GROWTH FUND		
12/22/14	16,778	32.6600
12/19/14	40,000	32.4939
12/18/14	38,637	32.1712
12/17/14	44,412	30.3770
12/16/14	52,000	30.3673
GABELLI GLOBAL SMALL AND MIDCAP VALUE TRUST		
12/16/14	500	31.1000
12/16/14	9,000	30.7000
11/11/14	1,000	35.7145
GABELLI EQUITY TRUST		
11/19/14	9,000	36.2301
GABELLI DIVIDEND & INCOME TRUST		
11/13/14	7,000	36.2047

10/31/14	5,000	34.9421
GABELLI CAPITAL ASSET FUND		
12/16/14	3,000	30.7143

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.

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