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VISTEON CORP  
Form SC 13D/A  
June 12, 2007

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

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

Visteon Corporation

-----  
(Name of Issuer)

Common Stock, par value \$1.00 per share

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(Title of Class of Securities)

92839U107

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(CUSIP Number)

Mr. Joseph R. Thornton  
Pardus Capital Management L.P.  
590 Madison Avenue, Suite 25E  
New York, New York 10022  
(212) 381-7770

With a copy to:

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

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

June 8, 2007

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(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties





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the Reporting Persons may be deemed to beneficially own 23,500,000 Shares, or 18.13% of the Shares deemed issued and outstanding as of that date.

(c) The following transactions in the Shares were effected during the last sixty days, each of which was effected in open market transactions.

Pardus Special Opportunities Master Fund L.P.

| Trade Date | Shares Purchased (Sold) | Price per Share<br>(\$, excluding execution costs) |
|------------|-------------------------|--|
| 06/06/07   | 13,400                  | 7.87   |
| 06/06/07   | 3,400                   | 7.88   |
| 06/06/07   | 5,900                   | 7.89   |
| 06/06/07   | 10,900                  | 7.90   |
| 06/06/07   | 2,700                   | 7.92   |
| 06/06/07   | 2,700                   | 7.93   |
| 06/06/07   | 5,200                   | 7.94   |
| 06/06/07   | 41,500                  | 7.95   |
| 06/06/07   | 19,000                  | 7.96   |
| 06/06/07   | 27,100                  | 7.97   |
| 06/06/07   | 9,500                   | 7.98   |
| 06/06/07   | 29,700                  | 7.99   |
| 06/06/07   | 139,300                 | 8.00   |
| 06/06/07   | 14,700                  | 8.01   |
| 06/07/07   | 8,900                   | 7.85   |
| 06/07/07   | 3,200                   | 7.86   |
| 06/07/07   | 8,500                   | 7.87   |
| 06/07/07   | 25,400                  | 7.88   |
| 06/07/07   | 45,400                  | 7.89   |
| 06/07/07   | 21,500                  | 7.90   |
| 06/07/07   | 3,900                   | 7.91   |
| 06/07/07   | 65,400                  | 7.92   |
| 06/07/07   | 6,600                   | 7.93   |
| 06/07/07   | 3,000                   | 7.94   |
| 06/07/07   | 4,800                   | 7.95   |
| 06/07/07   | 2,700                   | 7.96   |
| 06/07/07   | 700                     | 7.97   |
| 06/07/07   | 5,800                   | 7.99   |
| 06/07/07   | 169,200                 | 8.00   |
| 06/08/07   | 2,300                   | 7.81   |
| 06/08/07   | 2,000                   | 7.82   |
| 06/08/07   | 500                     | 7.83   |
| 06/08/07   | 800                     | 7.84   |
| 06/08/07   | 100                     | 7.85   |
| 06/08/07   | 700                     | 7.86   |
| 06/08/07   | 1,200                   | 7.87   |
| 06/08/07   | 1,400                   | 7.88   |
| 06/08/07   | 11,700                  | 7.89   |
| 06/08/07   | 11,500                  | 7.90   |
| 06/08/07   | 9,900                   | 7.91   |
| 06/08/07   | 15,000                  | 7.92   |
| 06/08/07   | 29,300                  | 7.93   |
| 06/08/07   | 13,700                  | 7.94   |
| 06/08/07   | 36,300                  | 7.95   |
| 06/08/07   | 7,100                   | 7.96   |
| 06/08/07   | 1,000                   | 7.97   |
| 06/08/07   | 400                     | 7.98   |
| 06/08/07   | 7,100                   | 7.99   |
| 06/08/07   | 11,400                  | 8.00   |
| 06/08/07   | 5,300                   | 8.01   |
| 06/08/07   | 60,900                  | 8.02   |

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|          |        |      |
|----------|--------|------|
| 06/08/07 | 24,900 | 8.03 |
| 06/08/07 | 14,200 | 8.04 |
| 06/08/07 | 31,300 | 8.05 |

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CUSIP NO. 92839U107  
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SCHEDULE 13D

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PAGE 4 OF 4 PAGES  
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SIGNATURES

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: June 12, 2007

/s/ Karim Samii

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Karim Samii, in his capacity  
as the sole member of Pardus  
Capital Management LLC, the  
sole general partner of Pardus  
Capital Management L.P.