

VISTEON CORP  
Form SC 13G/A  
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 01)\*

Visteon Corporation

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(Name of Issuer)

Common Stock, par value \$0.01 per share

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(Title of Class of Securities)

92839U206 and 92839U305

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(CUSIP Number)

December 31, 2010

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP 92839U206,  
No. 92839U305

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Stark Offshore Management LLC  
20-0752288

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Wisconsin

**5** SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY **6** SHARED VOTING POWER  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

**7** SOLE DISPOSITIVE POWER  
0

**8** SHARED DISPOSITIVE POWER  
Common Stock equal to less than 5%

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Common Stock equal to less than 5%

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

FOOTNOTES

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CUSIP 92839U206,  
No. 92839U305

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Stark Criterion Management LLC  
26-1457889

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Wisconsin

**5** SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY **6** SHARED VOTING POWER  
OWNED BY  
EACH  
REPORTING  
PERSON WITH: Common Stock equal to less than 5%

**7** SOLE DISPOSITIVE POWER  
0

**8** SHARED DISPOSITIVE POWER  
Common Stock equal to less than 5%

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Common Stock equal to less than 5%

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 5%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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FOOTNOTES

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Item 1.

- (a) Name of Issuer  
Visteon Corporation (the "Issuer")
- (b) Address of Issuer's Principal Executive Offices  
One Village Center Drive  
Van Buren Township, Michigan 48111

Item 2.

- (a) Name of Person Filing  
The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):
  - (i) Stark Offshore Management LLC ("Stark Offshore"); and
  - (ii) Stark Criterion Management LLC ("Stark Criterion")
- (b) Address of Principal Business Office or, if none, Residence  
The address of the principal business office of each of the Reporting Persons is 3600 South Lake Drive, St. Francis, Wisconsin 53235.
- (c) Citizenship
  - (i) Stark Offshore is a Wisconsin limited liability company; and
  - (ii) Stark Criterion is a Wisconsin limited liability company.
- (d) Title of Class of Securities  
Common Stock, par value \$0.01 per share ("Shares")
- (e) CUSIP Number  
92839U206 and 92839U305

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
    - (j) o A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
  - (k) o A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: This Item 3 is not applicable.
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 2,211,010
- (b) Percent of class: Less than 5
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 2,211,010
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 2,211,010

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x .

The Reporting Persons currently beneficially own less than 5% of the outstanding shares of Common Stock of the Issuer.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group

This Item 9 is not applicable.

Item Certification  
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

**Stark Offshore Management LLC**

Date: February 14, 2011

By: /s/ Michael A. Roth  
Name: Michael A. Roth  
Title: Managing Member

**Stark Criterion Management LLC**

Date: February 14, 2011

By: /s/ Michael A. Roth  
Name: Michael A. Roth  
Title: Managing Member

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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