

FREIDHEIM STEPHEN C
Form 3
August 23, 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)

| | | | | | |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CYRUS CAPITAL PARTNERS, LP | | | (Month/Day/Year) | VISTEON CORP [VSTNQ] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 399 PARK AVENUE,Â 39TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10022 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | Member of a 10% owner group | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 600,000 | I | 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 (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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: FREIDHEIM STEPHEN C - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| CYRUS CAPITAL PARTNERS, LP 399 PARK AVENUE 39TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | Member of a 10% owner group |
| Cyrus Opportunities Master Fund II, Ltd. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | Member of a 10% owner group |
| CYRUS CAPITAL PARTNERS GP, LLC 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | Member of a 10% owner group |
| FREIDHEIM STEPHEN C C/O CYRUS CAPITAL PARTNERS, L.P. 399 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | Member of a 10% owner group |

Signatures

| | |
|--|------------|
| /s/ Stephen C. Freidheim, Authorized signatory | 08/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Stephen C. Freidheim, Authorized signatory | 08/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Stephen C. Freidheim, Managing Member | 08/23/2010 |
| **Signature of Reporting Person | Date |
| /s/ Stephen C. Freidheim | 08/23/2010 |
| **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).

This statement is being filed by Cyrus Capital Partners, L.P. ("Cyrus"), Cyrus Opportunities Master Fund II, Ltd. ("COMF"), Cyrus Partners G.P., L.L.C., ("Cyrus GP"), and Mr. Stephen C. Freidheim (each of COMF, Cyrus, Cyrus GP and Mr. Freidheim, collectively, (1) the "Reporting Persons"). COMF is a private investment fund engaged in the business of acquiring, holding and disposing of investments in various companies. Cyrus is the investment manager of COMF and other persons and entities. Cyrus GP is the general partner of Cyrus. Mr. Freidheim is the managing member of Cyrus GP and the Chief Investment Officer of Cyrus.

(2)

Edgar Filing: FREIDHEIM STEPHEN C - Form 3

As of August 11, 2010, COMF beneficially owned directly, and each of the other Reporting Persons may be deemed to have beneficially owned indirectly, 420,000 shares of common stock, par value \$1.00 per share ("Common Stock"), of Visteon Corporation (the "Issuer") and Stephen C. Freidheim beneficially owned directly, and each of the other Reporting Persons may be deemed to have beneficially owned indirectly, 180,000 shares of Common Stock of the Issuer.

- (3) The Issuer, certain investors (the "Investors"), including the Reporting Persons, and certain additional purchasers ("Additional Purchasers") are parties to an Equity Commitment Agreement dated as of May 6, 2010, as amended by the First Amendment to the Equity Commitment Agreement dated as of June 13, 2010, the Second Amendment to the Equity Commitment Agreement dated as of June 25, 2010, and the Third Amendment to the Equity Commitment Agreement dated as of August 9, 2010. Pursuant to the Equity Commitment Agreement and its amendments, among other terms, the Investors and Additional Purchasers agreed to purchase certain shares of the Common Stock of a reorganized Issuer. Upon entering into the Third Amendment to the Equity Commitment Agreement, the Reporting Persons, the other Investors, and the Additional Purchasers may be deemed to be a "group" pursuant to Section 13(d)(3) of the Exchange Act.

- (4) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that each Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any shares of Common Stock held by the Investors, Additional Purchasers or the other Reporting Persons, and such beneficial ownership is expressly disclaimed. None of the Reporting Persons have any pecuniary interest in the Common Stock except as reported on Table I of this Form 3 and therefore do not have beneficial ownership of any shares of Common Stock except as reported on Table I of this Form 3 within the meaning of Rule 16a-1(a)(2) of the Exchange Act.

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.