

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported) June 14, 2023 (June 8, 2023)

VISTEON CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-15827
(Commission File Number)

38-3519512
(I.R.S. Employer Identification No.)

One Village Center Drive, Van Buren Township, Michigan
(Address of Principal Executive Offices)

48111
(Zip Code)

Registrant's telephone number, including area code **(800)-VISTEON**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	VC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.07. Submission of Matters to a Vote of Security.

(a) The annual meeting of stockholders of the Company was held on June 8, 2023.

(b) At the annual meeting, the stockholders elected the Company's nine nominees for director to serve for a one-year term beginning at the 2023 annual meeting and expiring at the 2024 annual meeting of stockholders. The stockholders also ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2023 and approved the Company's executive compensation. The final voting results are set forth below.

(1) Election of directors (majority voting):

<u>Nominee</u>	<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstain</u>	<u>Broker Non-Votes</u>
James J. Barrese	25,141,854	580,050	26,882	705,324
Naomi M. Bergman	25,491,855	230,085	26,846	705,324
Jeffrey D. Jones	24,784,461	934,468	29,857	705,324
Bunsei Kure	25,141,741	580,195	26,850	705,324
Sachin S. Lawande	25,499,410	223,387	25,989	705,324
Joanne M. Maguire	25,530,126	191,809	26,851	705,324
Robert J. Manzo	21,967,410	3,751,518	29,858	705,324
Francis M. Scricco	25,324,420	397,424	26,942	705,324
David L. Treadwell	25,180,790	541,146	26,850	705,324

(2) Ratification of the appointment of Deloitte & Touche LLP:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstain</u>	<u>Broker Non-Votes</u>
25,427,308	1,012,596	14,206	N/A

(3) Provide advisory approval of the Company's executive compensation:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstain</u>	<u>Broker Non-Votes</u>
25,089,679	647,817	11,290	705,324

SECTION 8 - OTHER EVENTS

Item 8.01. Other Events.

On June 8, 2023, the Board of Directors of the Company re-appointed Mr. Francis M. Scricco as the non-executive Chairman of the Board of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VISTEON CORPORATION

By: /s/Brett D. Pynnonen

Brett D. Pynnonen

Senior Vice President and Chief Legal Officer

Date: June 14, 2023