

MERITOR INC  
Form SC 13D/A  
June 27, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Meritor, Inc.  
(Name of Issuer)

Common Stock, \$1.00 par value  
(Title of Class of Securities)

59001K100  
(CUSIP Number)

Marc Weingarten and David Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

June 24, 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 22 Pages)

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\* 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 disclosures provided in a prior cover page.

The information required on 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).

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Master Investments Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,293,687  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,293,687 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

3.4%  
TYPE OF REPORTING  
PERSON  
  
CO

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg International Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,293,687  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,293,687 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

3.4%  
TYPE OF REPORTING  
PERSON  
  
CO

**1** NAME OF REPORTING PERSONS

Castlerigg International Holdings Limited

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

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**6** BRITISH VIRGIN ISLANDS

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 3,293,687 shares of Common Stock

SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

POWER

3,293,687  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,293,687 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

3.4%  
TYPE OF REPORTING  
PERSON  
  
CO



	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Offshore Holdings, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,293,687  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,293,687 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 3.4%  
TYPE OF REPORTING  
PERSON

CO

NAME OF REPORTING  
PERSONS

**1** Castlerigg Merger  
Arbitrage and Equity  
Event Fund, Ltd.

CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY

SOURCE OF FUNDS

**4** AF  
CHECK BOX  
IF

DISCLOSURE  
OF LEGAL  
PROCEEDING

**5** IS  
REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)

CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

British Virgin Islands

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY

EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER  
  
0  
SHARED  
VOTING  
POWER

**8** 515,948 shares  
of Common  
Stock

SOLE  
DISPOSITIVE  
**9** POWER

0  
**10**

SHARED  
DISPOSITIVE  
POWER

515,948 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 0.5%  
TYPE OF REPORTING  
PERSON

CO

		NAME OF REPORTING PERSONS
<b>1</b>		Castlerigg Merger Arbitrage and Equity Event Intermediate Fund, L.P.
		CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>		
<b>3</b>		SEC USE ONLY SOURCE OF FUNDS
<b>4</b>		AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>		
<b>6</b>		British Virgin Islands
		SOLE VOTING POWER
<b>7</b>		
		0 SHARED VOTING POWER
<b>8</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>9</b>	515,948 shares of Common Stock SOLE DISPOSITIVE POWER
		0

SHARED  
DISPOSITIVE  
POWER

10

515,948 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

515,948 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

0.5%  
TYPE OF REPORTING  
PERSON

14

PN

NAME OF REPORTING PERSONS

**1** Castlerigg Merger  
Arbitrage and Equity  
Event Master Fund, Ltd.

CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** WC  
CHECK BOX  
IF

**5** DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS

REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)

**6** CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

British Virgin Islands

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY

EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER  
  
0  
SHARED  
VOTING  
POWER

**8** 515,948 shares  
of Common  
Stock

**9** SOLE  
DISPOSITIVE  
POWER

0

**10**

SHARED  
DISPOSITIVE  
POWER

515,948 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**13**

0.5%  
TYPE OF REPORTING  
PERSON

**14**  
CO



	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Global Equity Special Event Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY SOURCE OF FUNDS
<b>2</b>	
<b>3</b>	
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>8</b>	170,483 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE
<b>10</b>	

POWER

170,483 shares  
of Common  
Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12

170,483 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

0.2%  
TYPE OF REPORTING  
PERSON  
  
CO

NAME OF REPORTING  
PERSONS

**1** Castlerigg Global Equity  
Special Event  
Intermediate Fund, L.P.

CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** AF  
CHECK BOX  
IF

**5** DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS

REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)

**6** CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

British Virgin Islands

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY

EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER  
  
0  
SHARED  
VOTING  
POWER

**8** 170,483 shares  
of Common  
Stock

**9** SOLE  
DISPOSITIVE  
POWER

0

**10**

SHARED  
DISPOSITIVE  
POWER

170,483 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

170,483 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**13**

0.2%  
TYPE OF REPORTING  
PERSON

**14**  
PN

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Global Equity Special Event Master Fund Ltd.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	170,483 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER
	0
<b>10</b>	

SHARED  
DISPOSITIVE  
POWER

170,483 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

170,483 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 0.2%  
TYPE OF REPORTING  
PERSON

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Merrill Lynch Investment Solutions SICAV (on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund)
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Luxembourg
<b>6</b>	SOLE VOTING POWER
<b>7</b>	0 SHARED VOTING POWER
<b>8</b>	1,023,082 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE

POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

1,023,082  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,023,082 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 1.0%  
TYPE OF REPORTING  
PERSON

CO



	NAME OF REPORTING PERSONS
<b>1</b>	Sandell Investment Services, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	1,023,082 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

1,023,082  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,023,082 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

1.0%  
TYPE OF REPORTING  
PERSON  
  
CO; IA

**1** NAME OF REPORTING PERSONS

Pulteney Street Partners,  
L.P.

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

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** Delaware

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

**8** 0 SHARED VOTING POWER

**9** 30,552 shares of Common Stock SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

30,552 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

30,552 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 0.0%  
TYPE OF REPORTING  
PERSON

PN

	NAME OF REPORTING PERSONS
<b>1</b>	Sandell Asset Management Corp.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	
	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	4,010,670 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

4,010,670  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

4,010,670 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 4.1%  
TYPE OF REPORTING  
PERSON

CO; IA

**1** NAME OF REPORTING PERSONS

Thomas E. Sandell

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

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL PROCEEDING

IS  
REQUIRED  
PURSUANT  
TO ITEM

2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Sweden

SOLE  
VOTING  
POWER

0  
SHARED  
VOTING  
POWER

**8** 5,033,752  
shares of  
Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0  
SHARED  
DISPOSITIVE  
POWER

5,033,752  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

5,033,752 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.1%  
TYPE OF REPORTING  
PERSON

IN



CUSIP No. 59001K100 SCHEDULE 13D/A Page 17 of 22 Pages

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on June 9, 2014 (the “Original Schedule 13D” and, together with this Amendment No. 1, the “Schedule 13D”) with respect to the shares of common stock, par value \$1.00 per share (the “Common Stock”) of Meritor, Inc., an Indiana corporation (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 4 and 6 as set forth below.

**Item**  
**4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On June 24, 2014 the Reporting Persons contacted the Issuer’s management to express disappointment in the settlement outcome of the antitrust lawsuit between Eaton and subsidiary of the Issuer, ZF Meritor LLC, and the Issuer’s management’s decision to allocate the proceeds of such settlement to pre-fund future pension obligations. The Reporting Persons expressed their belief that the Issuer could best maximize long-term shareholder value by immediately returning capital in the form of a Dutch auction tender offer at a premium to the current share price. Representatives of the Reporting Persons may continue from time to time to engage in discussions with the Issuer’s management and Board other shareholders of the Issuer and other relevant parties relating to the Issuer’s business, operations, strategy, governance, board composition, future plans and related matters.

Except as set forth herein or such as would occur upon completion of any of the actions discussed herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)–(j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer’s financial position and strategic direction, actions taken by the Board, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, “Securities”), disposing of any or all of their Securities, in the open market or otherwise, at any time and from time to time, and engaging in any hedging or similar transactions with respect to the Securities. The Reporting Persons reserve the right to change their intention with respect to any and all matters referred to in this Item 4 of this Schedule 13D.

**Item**  
**6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto (the “Joint Filing Agreement”). A copy of the Joint Filing Agreement is attached as Exhibit 1 to the Original Schedule 13D and is incorporated by reference herein.



On December 16, 2013, Castlerigg Master Investment sold credit default swaps that reference unsecured bonds of the Issuer (“Credit Default Swaps”) with a notional amount of \$5,000,000 to Banc of America Securities LLC. On January 17, 2014, Castlerigg Master Investment sold Credit Default Swaps with a notional amount of \$5,000,000 to Citibank, N.A. On January 30, 2014, Castlerigg Master Investment sold Credit Default Swaps with a notional amount of \$5,000,000 to Barclays Bank PLC.

Other than the Joint Filing Agreement and the Credit Default Swaps described herein, the Reporting Persons have no contracts, arrangements, understandings or relationships with any persons with respect to securities of the Issuer.

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: June 26, 2014

**CASTLERIGG MASTER INVESTMENTS LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL LIMITED**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL HOLDINGS LIMITED**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG OFFSHORE HOLDINGS, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG MERGER ARBITRAGE AND EQUITY  
EVENT FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG MERGER ARBITRAGE AND EQUITY  
EVENT INTERMEDIATE FUND, L.P.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG MERGER ARBITRAGE AND EQUITY  
EVENT MASTER FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG GLOBAL EQUITY SPECIAL EVENT  
FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG GLOBAL EQUITY SPECIAL EVENT  
INTERMEDIATE FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG GLOBAL EQUITY SPECIAL EVENT  
MASTER FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**MERRILL LYNCH INVESTMENT SOLUTIONS SICAV, an  
umbrella fund with segregated liability between sub-funds  
acting for and on behalf of Merrill Lynch Investment Solutions –  
Castlerigg Equity Event and Arbitrage UCITS Fund**

By: Sandell Investment Services, L.L.C., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**PULTENEY STREET PARTNERS, LP**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**SANDELL ASSET  
MANAGEMENT CORP.**

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**SANDELL INVESTMENT  
SERVICES, L.L.C.**

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Managing Member

/s/ Thomas E. Sandell  
**Thomas E. Sandell**