

MERITOR INC
Form SC 13D/A
November 20, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

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)

November 18, 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)

* 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).

CUSIP No. 59001K100 SCHEDULE 13D/A Page 2 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Master Investments Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,392,011 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0

SHARED
DISPOSITIVE
POWER

10

2,392,011
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

2,392,011 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

2.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 3 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg International Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,392,011 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0

SHARED
DISPOSITIVE
POWER

10

2,392,011
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

2,392,011 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

2.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 4 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg International Holdings Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,392,011 shares of Common Stock
9	SOLE DISPOSITIVE POWER
	0

SHARED
DISPOSITIVE
POWER

10

2,392,011
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

2,392,011 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

2.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 5 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Offshore Holdings, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP SEC USE ONLY
2	
3	
	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	
6	Cayman Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	2,392,011 shares of Common Stock
9	SOLE DISPOSITIVE POWER
	0

SHARED
DISPOSITIVE
POWER

10

2,392,011
shares of
Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

2,392,011 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

2.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 6 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Merger Arbitrage and Equity Event Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	352,168 shares of Common Stock
9	SOLE DISPOSITIVE POWER

0
SHARED
DISPOSITIVE
POWER

10

352,168 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

352,168 shares of
Common Stock

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

12

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

13

0.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 7 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Merger Arbitrage and Equity Event Intermediate Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands SOLE VOTING POWER
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 352,168 shares of Common Stock
	9 SOLE DISPOSITIVE POWER

0
SHARED
DISPOSITIVE
POWER

10

352,168 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

352,168 shares of
Common Stock

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

12

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

13

0.4%
TYPE OF REPORTING
PERSON

14

PN

CUSIP No. 59001K100 SCHEDULE 13D/A Page 8 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Merger Arbitrage and Equity Event Master Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
2	
3	
	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	
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	352,168 shares of Common Stock
9	SOLE DISPOSITIVE POWER

0
SHARED
DISPOSITIVE
POWER

10

352,168 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

352,168 shares of
Common Stock

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

12

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

13

0.4%
TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 9 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Active Investment Fund, Ltd. (f/k/a Castlerigg Global Equity Special Event Fund, Ltd.)
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	
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	
6	
	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8
	210,059 shares of Common Stock
	9
	SOLE DISPOSITIVE

POWER

0

SHARED
DISPOSITIVE
POWER

10

210,059 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

210,059 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY

13

AMOUNT IN ROW (11)
(see Item 5)

0.2%

TYPE OF REPORTING
PERSON

14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 10 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Active Investment Intermediate Fund, L.P. (f/k/a Castlerigg Global Equity Special Event Intermediate Fund, L.P.)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	British Virgin Islands SOLE VOTING POWER
8	0 SHARED VOTING POWER
9	210,059 shares of Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE
DISPOSITIVE
POWER

0
SHARED
DISPOSITIVE
POWER

10

210,059 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

210,059 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY

13

AMOUNT IN ROW (11)
(see Item 5)

0.2%
TYPE OF REPORTING
PERSON

14

PN

CUSIP No. 59001K100 SCHEDULE 13D/A Page 11 of 22 Pages

	NAME OF REPORTING PERSONS
1	Castlerigg Active Investment Master Fund, Ltd. (f/k/a Castlerigg Global Equity Special Event Master Fund Ltd.)
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2	
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)
5	
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	British Virgin Islands
	SOLE VOTING POWER
7	
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8
	210,059 shares of Common Stock
	9 SOLE DISPOSITIVE

POWER

0

SHARED
DISPOSITIVE
POWER

10

210,059 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

210,059 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY

13

AMOUNT IN ROW (11)
(see Item 5)

0.2%

TYPE OF REPORTING
PERSON

14

CO

NAME OF REPORTING
PERSONS

1 Merrill Lynch Investment
Solutions SICAV (on behalf of
Merrill Lynch Investment
Solutions – Castlerigg Equity Event
and Arbitrage UCITS Fund)
CHECK THE
2 APPROPRIATE BOX (a) ..
IF A MEMBER OF A (b) ..
GROUP
SEC USE ONLY
3

SOURCE OF FUNDS

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

Luxembourg

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 0 SHARED VOTING POWER
8	815,654 shares of Common Stock
9	SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE POWER

815,654 shares
of Common
Stock

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH PERSON