

MERITOR INC  
Form SC 13G  
March 28, 2011

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

---

SCHEDULE 13G

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

ARVINMERITOR, INC.  
(Name of Issuer)

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

043353101  
(CUSIP Number)

March 18, 2011  
(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).

Continued on following pages  
Page 1 of 10 Pages  
Exhibit Index: Page 8



CUSIP No. 043353101

Page 2 of 10 Pages

1. Names of Reporting Persons.

GLENVIEW CAPITAL MANAGEMENT, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	5,388,617
Beneficially	7.	Sole Dispositive Power	0
Owned by Each	8.	Shared Dispositive Power	5,388,617

Reporting  
Person With

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,388,617

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.72%

12. Type of Reporting Person:

OO

---

CUSIP No. 043353101

Page 3 of 10 Pages

1. Names of Reporting Persons.

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	5,388,617
Beneficially	7.	Sole Dispositive Power	0
Owned by Each	8.	Shared Dispositive Power	5,388,617
Reporting			
Person With			

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,388,617

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.72%

12. Type of Reporting Person:

IN, HC

Item Name of Issuer:

1(a).

ArvinMeritor, Inc. (the "Issuer")

Item Address of Issuer's Principal Executive Offices:

1(b).

2135 West Maple Road, Troy, Michigan 48084

Item Name of Person Filing:

2(a).

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Lawrence M. Robbins ("Mr. Robbins").

This Statement relates to Shares (as defined herein) held for the accounts of Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"), Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Capital Master Fund"), Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"), Glenview Offshore Opportunity Master Fund, Ltd., a Cayman Islands exempted company ("Glenview Offshore Opportunity Master Fund"), Glenview Capital Opportunity Fund, L.P., a Delaware limited partnership ("Glenview Capital Opportunity Fund"), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"); GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners") and GCM Opportunity Fund, L.P., a Delaware limited partnership ("GCM Opportunity Fund").

Glenview Capital Management serves as investment manager to each of Glenview Capital Partners, Glenview Capital Master Fund, Glenview Institutional Partners, Glenview Offshore Opportunity Master Fund, Glenview Capital Opportunity Fund, GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, GCM Little Arbor Partners and GCM Opportunity Fund. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management.

---

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of Glenview Capital Management and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

Item Citizenship:

2(c)

i) Glenview Capital Management is a Delaware limited liability company;

ii) Mr. Robbins is a citizen of the United States of America.

Item Title of Class of Securities:

2(d).

Common Stock, \$1.00 par value per share (the "Shares")

Item CUSIP Number:

2(e).

043353101

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:

This Item 3 is not applicable.

Item Ownership:

4.

Item Amount Beneficially Owned:

4(a)

As of March 28, 2011, each of Glenview Capital Management and Mr. Robbins may be deemed the beneficial owner of 5,388,617 Shares. This amount consists of: (A) 157,361 Shares held for the account of Glenview Capital Partners; (B) 2,101,279 Shares held for the account of Glenview Capital Master Fund; (C) 1,242,227 Shares held for the account of Glenview Institutional Partners; (D) 1,071,330 Shares held for the account of Glenview Offshore Opportunity Master Fund; (E) 591,910 Shares held for the account of Glenview Capital Opportunity Fund; (F) 51,340 Shares held for the account of the GCM Little Arbor Master Fund; (G) 13,040 Shares held for the account of GCM Little Arbor Institutional Partners; (H) 11,070 Shares held for the account of GCM Little Arbor Partners; and (I) 149,060 Shares held for the account of GCM Opportunity Fund.

Item Percent of Class:

4(b)

The number of Shares of which each of Glenview Capital Management and Mr. Robbins may be deemed the beneficial owner constitutes approximately 5.72% of Shares outstanding. (There were 94,234,334 Shares outstanding as of January 2, 2011, according to the Issuer's quarterly report on Form 10-Q/A, filed March 3, 2011.)

---

Item Number of Shares as to which such person has:  
4(c)

Glenview Capital Management and Mr. Robbins:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	5,388,617
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	5,388,617

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

This Item 5 is not applicable.

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

This Item 6 is not applicable.

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

See disclosure in Item 2 hereof.

Item Identification and Classification of Members of the Group:  
8.

This Item 8 is not applicable.

Item Notice of Dissolution of Group:  
9.

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.

GLENVIEW CAPITAL MANAGEMENT,  
LLC

By: /s/ Mark J. Horowitz  
Mark J. Horowitz  
Chief Operating Officer and  
General Counsel of  
Glenview Capital  
Management, LLC

LAWRENCE M. ROBBINS

By: /s/ Mark J. Horowitz  
Mark J. Horowitz, attorney-in-fact for  
Lawrence M. Robbins, individually and  
as Chief Operating Officer and General Counsel of  
Glenview Capital Management, LLC

March 28, 2011

---

EXHIBIT INDEX

Ex.		Page No.
A	Joint Filing Agreement	9
B	Power of Attorney	10

---

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of ArvinMeritor, Inc. dated as of March 28, 2011 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Mark J. Horowitz  
Mark J. Horowitz  
Chief Operating Officer and General Counsel of  
Glenview Capital Management, LLC

LAWRENCE M. ROBBINS

By: /s/ Mark J. Horowitz  
Mark J. Horowitz, attorney-in-fact for  
Lawrence M. Robbins, individually and as  
Chief Operating Officer and General Counsel of  
Glenview Capital Management, LLC

March 28, 2011

---

EXHIBIT B

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT, that I, Lawrence M. Robbins, hereby make, constitute and appoint Mark J. Horowitz, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Chief Executive Officer or in other capacities of Glenview Capital Management, LLC, a Delaware limited liability company, and each of its affiliates or entities advised or controlled by me or Glenview Capital Management, LLC, all documents, certificates, instruments, statements, filings and agreements (“documents”) to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including, without limitation, all documents relating to filings with the United States Securities and Exchange Commission (the “SEC”) pursuant to the Securities Act of 1933, as amended, or the Securities and Exchange Act of 1934, as amended (the “Act”), and the rules and regulations promulgated thereunder, including, without limitation: (1) all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act, including, without limitation: (a) any acquisition statements on Schedule 13D or Schedule 13G and any amendments thereto, (b) any joint filing agreements pursuant to Rule 13d-1(k), and (c) any initial statements of, or statements of changes in, beneficial ownership of securities on Form 3, Form 4 or Form 5 and (2) any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorney-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 10th day of February, 2009.

/s/ Lawrence M. Robbins  
Lawrence M. Robbins

