

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP
Form SC 13D/A
November 14, 2018

**UNITED
STATES**

**SECURITIES
AND
EXCHANGE
COMMISSION**

**Washington, D.C.
20549**

SCHEDULE 13D

**Under the
Securities
Exchange Act of
1934**

**(Amendment No.
1)***

**Westinghouse Air
Brake
Technologies
Corporation**
(Name of Issuer)

**Common Stock,
\$0.01 Par Value
Per Share**
(Title of Class of
Securities)

929740108
(CUSIP Number)

**Christoph A.
Pereira**

**Vice President,
Chief Corporate,
Securities and
Finance Counsel**

**General Electric
Company**

**41 Farnsworth
Street**

**Boston,
Massachusetts
02210**

617-433-2952

With a Copy to:

William L. Taylor

Michael Kaplan

John B. Meade

Lee Hochbaum

**Davis Polk &
Wardwell LLP**

**450 Lexington
Avenue**

**New York, New
York 10017**

**Telephone: (212)
450-4000**

**Facsimile: (212)
701-5800**

(Name, Address
and Telephone
Number of Person
Authorized to

Receive Notices
and
Communications)

**November 14,
2018**

(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 §§240.13d-1(e),
240.13d-1(f) or
240.13d-1(g),
check the
following box.

Note: Schedules
filed in paper
format shall
include a signed
original and five
copies of the
schedule,
including all
exhibits. See §
240.13d-7(b) for
other parties to
whom copies are
to be sent.

*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).

Schedule 13D

CUSIP No. 929740108

Page 2 of 7 Pages

Names of
Reporting
Person

1

General
Electric
Company
Check the
Appropriate Box if a
Member of a Group

2

(a) o

(b) y
SEC Use
Only

3

Source of
Funds

4

OO
Check if
Disclosure
of Legal
Proceedings
Is Required
Pursuant to o
Items 2(d)
or 2(e)

5

6

Citizenship
or Place of
Organization

New York
Sole Voting
Power

7

NUMBER OF
SHARES
BENEFICIALLY 8

-0-
Shared
Voting
Power

OWNED BY

EACH
REPORTING
PERSON 9

-0-
Sole
Dispositive
Power

WITH

-0-
Shared
Dispositive
Power

10

11
Aggregate
Amount
Beneficially
Owned by Each
Reporting
Person

-0-

12
Check if the
Aggregate
Amount in Row
(11) Excludes
Certain Shares

-0-

13
Percent of
Class

Represented by
Amount in Row
(11)

0.0%
Type of
Reporting
Person (See
Instructions)

14

CO

SCHEDULE 13D

EXPLANATORY NOTE

This Amendment No. 1 (this "Amendment No. 1") to the Statement of Beneficial Ownership on Schedule 13D (the "Schedule 13D") amends and supplements the Schedule 13D (the "Original Schedule 13D"), as filed with the Securities and Exchange Commission (the "SEC") on May 30, 2018 by General Electric Company, a corporation incorporated under the laws of the State of New York ("GE" or the "Reporting Person"), with respect to shares of common stock, \$0.01 par value per share (the "Common Stock"), of Westinghouse Air Brake Technologies Corporation, a Delaware corporation ("Wabtec" or the "Issuer"). Capitalized terms used but not defined in this Amendment No. 1 shall have the same meanings ascribed to them in the Original Schedule 13D.

The Original Schedule 13D was filed by the Reporting Person to report beneficial ownership of approximately 10.9% of outstanding Common Stock solely because the Reporting Person may have been deemed to have beneficial ownership of such shares as a result of its entry into the Voting Agreement. On November 14, 2018, at a special meeting of Wabtec's stockholders, Wabtec's stockholders approved the Parent Share Issuance and Parent Charter Amendment. As a result thereof, the Voting Agreement and the irrevocable proxies granted thereunder terminated in accordance with the terms of the Voting Agreement. This Amendment No. 1 is being filed by the Reporting Person as a result of the termination of the Voting Agreement. Pursuant to Rule 13d-4, neither the filing of this Amendment No. 1, the Original Schedule 13D nor any of their respective contents shall be deemed to constitute an admission by the Reporting Person that it is or was the beneficial owner of any Common Stock for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 2. Identity and Background

Schedule I to this Schedule 13D is hereby amended and restated in its entirety in the form attached hereto, which is incorporated herein by reference.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following as the penultimate paragraph of the section entitled "The Voting Agreement" thereof:

On November 14, 2018, at a special meeting of Wabtec's stockholders, Wabtec's stockholders approved the Parent Share Issuance and Parent Charter Amendment. As a result thereof, the Voting Agreement and the irrevocable proxies granted thereunder terminated in accordance with the terms of the Voting Agreement.

Item 5. Interest in Securities of the Issuer.

Item 5 (a) - (b) is hereby amended to add the following sentence at the end of the last paragraph thereof:

To the extent the terms of the Voting Agreement may have resulted in the Reporting Person being deemed for purposes of Rule 13d-3 under the Exchange Act to beneficially own shares of Common Stock, the Reporting Person will, as a result of the termination of the Voting Agreement, no longer be deemed for purposes of Rule 13d-3 under the Exchange Act to beneficially own such shares of Common Stock.

Item 5 (c) is hereby amended and restated in its entirety as follows:

(c) Except as set forth in this Amendment No. 1, neither the Reporting Person nor, to the knowledge of the Reporting Person, any of the persons set forth on Schedule I hereto has effected any transaction in the shares of Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The first sentence of Item 6 is hereby amended and restated in its entirety as follows:

The information set forth in Items 3 and 4 of the Original Schedule 13D and this Amendment No. 1 is incorporated into this Item 6 by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit

Exhibit Name

Number

1. Voting and Support Agreement, dated as of May 20, 2018, among General Electric Company and each of the Covered Stockholders (incorporated by reference to Exhibit 2.3 to Wabtec's Current Report on Form 8-K filed May 24, 2018).

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.

November 14, 2018

General Electric Company

By: /s/ Christoph A. Pereira

Name: Christoph A. Pereira

Title: Vice President, Chief Corporate, Securities and Finance Counsel

SCHEDULE I**Directors and Executive Officers of****General Electric Company**

The following table sets forth certain information with respect to the directors and executive officers of General Electric Company. The business address of each director and executive officer of General Electric Company is 41 Farnsworth Street, Boston, Massachusetts 02210.

| Name | Present Principal Occupation or Employment | Citizenship |
|---|--|--------------------|
| Sébastien M. Bazin (Director) | Chairman and CEO of AccorHotels Paris, France | France |
| W. Geoffrey Beattie (Director) | Chief Executive Officer, Generation Capital Toronto, Canada | Canada |
| John J. Brennan (Director) | Chairman Emeritus and Senior Advisor, The Vanguard Group Malvern, Pennsylvania | United States |
| H. Lawrence Culp, Jr. (Chairman and Chief Executive Officer) | Chairman of the Board and Chief Executive Officer, General Electric Company Boston, Massachusetts | United States |
| Francisco D'Souza (Director) | Chief Executive Officer, Cognizant Technology Solutions Corporation Teaneck, New Jersey | United States |
| Edward P. Garden (Director) | Chief Investment Officer, Triam Fund Management, L.P. New York, New York | United States |

| | | |
|-----------------------------------|---|---------------|
| Thomas W. Horton (Director) | Senior Advisor, Warburg Pincus, LLC New York, New York | United States |
| Risa Lavizzo-Mourey (Director) | Professor, University of Pennsylvania Philadelphia, Pennsylvania | United States |

| Name | Present Principal Occupation or Employment | Citizenship |
|--|---|---------------|
| James J. Mulva (Director) | Former Chairman of the Board, President and Chief Executive Officer, ConocoPhillips Houston, Texas | United States |
| Leslie F. Seidman (Director) | Former Chairman, Financial Accounting Standards Board Norwalk, Connecticut | United States |
| James S. Tisch (Director) | President and Chief Executive Officer, Loews Corporation New York, New York | United States |
| Alex Dimitrief (Senior Vice President) | Senior Vice President, General Electric Company; President and Chief Executive Officer, GE Global Growth Organization | United States |
| Thomas S. Timko (Vice President, Controller & Chief Accounting Officer) | Vice President, Controller & Chief Accounting Officer, General Electric Company | United States |
| Michael J. Holston (Senior Vice President, General Counsel & Secretary) | Senior Vice President, General Counsel & Secretary, General Electric Company | United States |
| David L. Joyce (Vice Chairman) | Vice Chairman, General Electric Company; President & CEO, GE Aviation | United States |
| Raghu Krishnamoorthy (Senior Vice President, Chief Human Resources Officer) | Senior Vice President, Chief Human Resources Officer, General Electric Company | United States |
| Jamie S. Miller (Senior Vice President, Chief Financial Officer) | Senior Vice President and Chief Financial Officer, General Electric Company | United States |

| Name | Present Principal Occupation or Employment | Citizenship |
|---|--|--------------------|
| Kieran P. Murphy (Senior Vice President) | Senior Vice President, General Electric Company; President & CEO, GE Healthcare | Ireland |
| Jerome X. Pecresse (Senior Vice President) | Senior Vice President, General Electric Company; President & CEO, GE Renewable Energy | France |
| Russell Stokes (Senior Vice President) | Senior Vice President, General Electric Company; President & CEO, GE Power | United States |