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

1	NAME C	OF REPORTING IS
	Castlerig Investme CHECK	nts Ltd. THE
2	BOX IF	R OF(b) "
3	SEC USI	E ONLY
4	SOURCE	E OF FUNDS
	WC CHECK IF DISCLO OF LEGA PROCEE	SURE AL
5	IS REQUIR PURSUA TO ITEM 2(d) or 20	ED ANT 1
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British V	irgin Islands SOLE
	7	VOTING POWER
		0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	2,392,011 shares of Common Stock SOLE
EACH REPORTING PERSON WITH	9	DISPOSITIVE POWER

SHARED DISPOSITIVE **POWER** 10 2,392,011 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 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) 13 (see Item 5)

> 2.4% TYPE

TYPE OF REPORTING

14 PERSON

CO

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

1	PERSON Castlerig Limited	g International
2	BOX IF	PRIAT(E)" A R OF(b)" IP
3	SEC OSI	LONLI
4	SOURCE	E OF FUNDS
5	PLACE (SURE AL EDING ED ANT I (e) ISHIP OR
	British V	irgin Islands SOLE VOTING
	7	POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	0 SHARED VOTING POWER 2,392,011 shares of Common Stock SOLE
EACH REPORTING PERSON WITH	9	DISPOSITIVE POWER

0

SHARED DISPOSITIVE **POWER** 10 2,392,011 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 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) 13

(see Item 5)

TYPE OF REPORTING

14 PERSON

CO

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

1	NAME C PERSON	OF REPORTING IS	
•	Holdings	Castlerigg International Holdings Limited CHECK THE	
2	BOX IF	PRIAT(E)" A R OF(b)"	
3	A GROU SEC USE	P	
3			
4	SOURCE	E OF FUNDS	
•	AF CHECK	BOX	
	IF DISCLO	SURE	
	OF LEGA PROCEE		
5	IS	DING	
	REQUIR PURSUA		
	TO ITEM		
	2(d) or 2((e) ISHIP OR	
	PLACE (OF	
6	ORGAN	IZATION	
	British V	irgin Islands	
		SOLE VOTING	
	7	POWER	
		0	
		SHARED	
		VOTING POWER	
NUMBER OF	8	1 O WER	
SHARES		2,392,011 shares of	
BENEFICIALLY		Common Stock	
OWNED BY EACH		SOLE	
REPORTING PERSON WITH	9	DISPOSITIVE POWER	

SHARED DISPOSITIVE **POWER** 10 2,392,011 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 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) 13 (see Item 5)

2.4%

CO

14

PERSON

TYPE OF REPORTING

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

1	NAME C PERSON	OF REPORTING IS
1	Castlerigg Offshore Holdings, Ltd. CHECK THE	
2	APPROP BOX IF	PRIAT(E)" A
	A GROU	
3	SEC USE	EONLY
4	SOURCE	E OF FUNDS
	AF CHECK BOX IF	
	DISCLO	
E	OF LEGA PROCEE	
5	IS	ED
	REQUIR PURSUA	
	TO ITEM	
	2(d) or 2(e) CITIZENSHIP OR	
	PLACE (
6	ORGAN	IZATION
	Cayman	
		SOLE VOTING
	7	POWER
		0
		SHARED VOTING
		POWER
NUMBER OF	8	
SHARES		2,392,011 shares of
BENEFICIALLY OWNED BY		Common Stock
EACH		SOLE
REPORTING PERSON WITH	9	DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 10 2,392,011 shares of Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

PERSON

11

12

2,392,011 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

2.4%

TYPE OF REPORTING

14 PERSON

CO

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

	NAME C PERSON	OF REPORTING S
1	Castlerigg Arbitrage Event Fur CHECK	and Equity nd, Ltd.
2	APPROP BOX IF	RIATŒ) " A R OF(b) "
3	SEC USE	
4	SOURCE	E OF FUNDS
	CHECK I	вох
	DISCLO	
5	OF LEGAL PROCEEDING	
	IS REQUIRED PURSUANT	
	TO ITEM	1
	2(d) or 2(e) CITIZENSHIP OR	
6	PLACE ORGANI	DF IZATION
	British V	irgin Islands SOLE
	7	VOTING POWER
		0
NUMBER OF		SHARED VOTING
SHARES	8	POWER
BENEFICIALLY OWNED BY		352,168 shares of Common
EACH REPORTING	9	Stock SOLE
PERSON WITH	,	DISPOSITIVE POWER

0 **SHARED** DISPOSITIVE **POWER** 10 352,168 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 352,168 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) 13 (see Item 5) 0.4% TYPE OF REPORTING **PERSON** 14

CO

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

	NAME O	OF REPORTING IS
1	•	e and Equity ermediate Fund,
2	APPROP BOX IF A MEMBE A GROU	PRIAT(E) " A R OF(b) " IP
3	SEC USI	E ONLY
4	SOURCE	E OF FUNDS
•	AF CHECK IF DISCLO	
5	OF LEGA PROCEE IS REQUIR	EDING
	PURSUA TO ITEM 2(d) or 20 CITIZEN	ANT I (e) ISHIP OR
6	PLACE (ORGAN)	JF IZATION
	British V	irgin Islands SOLE
	7	VOTING POWER
NUMBER OF SHARES		0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	8	352,168 shares of Common Stock
REPORTING PERSON WITH	9	SOLE DISPOSITIVE

POWER

0 **SHARED** DISPOSITIVE **POWER** 10 352,168 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 352,168 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) 13 (see Item 5) 0.4% TYPE OF REPORTING **PERSON** 14

PN

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

	NAME C PERSON	OF REPORTING S
1	_	g Merger and Equity aster Fund, Ltd.
	CHECK '	·
2	BOX IF	
	A GROU SEC USE	P
3	SEC USE	E ONL Y
4	SOURCE	E OF FUNDS
4	WC	
	CHECK I	BOX
	DISCLOSURE OF LEGAL	
5	PROCEEDING IS	
	REQUIRED	
	PURSUA TO ITEM	
	2(d) or 2(e) CITIZENSHIP OR	
6	PLACE (
U		
	British V	irgin Islands SOLE
	7	VOTING POWER
		0
		SHARED
NUMBER OF SHARES		VOTING POWER
BENEFICIALLY OWNED BY	8	352,168 shares
EACH REPORTING PERSON WITH		of Common Stock
	9	SOLE
		DISPOSITIVE POWER

0 **SHARED DISPOSITIVE POWER** 10 352,168 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 352,168 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) 13 (see Item 5) 0.4% TYPE OF REPORTING **PERSON** 14

CO

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

	NAME O	OF REPORTING IS
1	(f/k/a Cas	nt Fund, Ltd. stlerigg Global pecial Event d.)
2	APPROP BOX IF	PRIAT(E) " A R OF(b) " IP
3	SEC OSI	CONET
4	SOURCE	E OF FUNDS
5	PLACE O	SURE AL EDING ED ANT I (e) ISHIP OR
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8	0 SHARED VOTING POWER 210,059 shares of Common Stock
REPORTING PERSON WITH	9	SOLE DISPOSITIVE

POWER 0 **SHARED DISPOSITIVE POWER** 10 210,059 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 210,059 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) 13 (see Item 5) 0.2% TYPE OF REPORTING **PERSON** 14

CO

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

	NAME (PERSON	OF REPORTING NS
1	Fund, L.	ent Intermediate P. (f/k/a g Global Equity
2	Intermed CHECK APPROF BOX IF	iate Fund, L.P.) THE PRIAT(a) " A ER OF(b) "
3	SEC CO.	
4	SOURC	E OF FUNDS
	AF CHECK IF DISCLO OF LEG	SURE
5	PROCEI IS REQUIR PURSUA TO ITEM 2(d) or 2 CITIZEN	RED ANT M
6	PLACE ORGAN	OF IZATION
	British V	rirgin Islands SOLE
	7	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	. 8	0 SHARED VOTING POWER 210,059 shares of Common Stock

PERSON WITH

SOLE DISPOSITIVE **POWER** 0 **SHARED DISPOSITIVE POWER** 10 210,059 shares of Common Stock **AGGREGATE AMOUNT** BENEFICIALLY OWNED BY EACH 11 **PERSON** 210,059 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) 13 (see Item 5) 0.2% TYPE OF REPORTING **PERSON** 14 PN

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	NAME (OF REPORTING
	PERSON	1S
1	Castlerig	
•		ent Master Fund,
		'a Castlerigg
		quity Special
		aster Fund Ltd.)
	CHECK	
2	BOX IF	PRIAT(E) "
2		R OF(b) "
	A GROU	` '
	SEC USI	
3	220 031	
	SOURCI	E OF FUNDS
4		
	WC	
	CHECK	BOX
	IF	
	DISCLOSURE	
	OF LEG	
5	PROCEE IS	EDING
	REQUIR	PED
	PURSUA	
	TO ITEN	
	2(d) or 2	
		NSHIP OR
	PLACE (OF
6	ORGAN	IZATION
	British V	'irgin Islands
		SOLE
	7	VOTING
	7	POWER
		0
		SHARED
) H D (D = D = C =		VOTING
NUMBER OF		POWER
SHARES BENEFICIALLY	8	
OWNED BY		210,059 shares
EACH		of Common
REPORTING		Stock
PERSON WITH	9	SOLE
		DISPOSITIVE

POWER 0 **SHARED DISPOSITIVE POWER** 10 210,059 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 210,059 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) 13 (see Item 5) 0.2% TYPE OF REPORTING **PERSON** 14

CO

CUSIP No. 59001K100 SCHEDULE 13D/A Page 12 of 22 Pages

	NAME C PERSON	OF REPORTING IS
1	Solutions behalf of Investme Castlerig	ynch Investment SICAV (on Merrill Lynch nt Solutions – g Equity Event trage UCITS
2	CHECK THE APPROPRIAT(E) " BOX IF A MEMBER OF(b) " A GROUP	
3	SEC USE	E ONLY
4	SOURCE	E OF FUNDS
	WC CHECK IF DISCLO OF LEGA	SURE
5	PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR	
6	PLACE (ORGAN)	OF IZATION
	Luxembo	ourg SOLE
	7	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8	0 SHARED VOTING POWER 815,654 shares of Common Stock

REPORTING PERSON WITH

SOLE DISPOSITIVE 9 **POWER** 0 **SHARED DISPOSITIVE POWER** 10 815,654 shares of Common Stock **AGGREGATE AMOUNT** BENEFICIALLY OWNED BY EACH 11 **PERSON** 815,654 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) 13 (see Item 5) 0.8% TYPE OF REPORTING **PERSON** 14 CO

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

1	PERSON	OF REPORTING IS
2	BOX IF	THE PRIAT(E) " A R OF(b) " IP
3	SEC USI	CONLI
4		E OF FUNDS
5	PLACE (SURE AL EDING ED ANT (e) ISHIP OR
	Delaware	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	0 SHARED VOTING POWER 815,654 shares of Common Stock SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10

815,654 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

815,654 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN

ROW (11) EXCLUDES CERTAIN

SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

0.8%

TYPE OF REPORTING

14 PERSON

CO; IA

CUSIP No. 59001K100 SCHEDULE 13D/A Page 14 of 22 Pages

1	PERSON	OF REPORTING IS Street Partners,
2	CHECK THE APPROPRIAT(E) " BOX IF A MEMBER OF(b) " A GROUP	
3	SEC USE	EONLY
4	WC	E OF FUNDS
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	0 SHARED VOTING POWER 17,844 shares of Common Stock SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

10

17,844 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

17,844 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)

0.0%

TYPE OF REPORTING

14 PERSON

PN

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1	NAME O	OF REPORTING IS
•	Sandell Asset Management Corp. CHECK THE	
2	PRIAT(E)" A	
2	MEMBER OF(b) " A GROUP SEC USE ONLY	
3		
4	SOURCE	E OF FUNDS
	AF	
	CHECK	BOX
	IF DISCLO	SURF
	OF LEG	
5	PROCEEDING	
	IS REQUIR	ED
	PURSUA	
	TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF	
6	ORGANIZATION	
	Cayman	Islands
		SOLE
	7	VOTING POWER
	•	
		0
		SHARED VOTING
		POWER
NUMBER OF	8	
SHARES		2,972,082
BENEFICIALLY		shares of Common Stock
OWNED BY EACH		SOLE
REPORTING		DISPOSITIVE
PERSON WITH	9	POWER

0

SHARED DISPOSITIVE POWER

10

2,972,082 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

12

2,972,082 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

3.0%

TYPE OF REPORTING

14 PERSON

CO; IA

CUSIP No. 59001K100 SCHEDULE 13D/A Page 16 of 22 Pages

1	NAME OF REPORTING PERSONS	
2	CHECK APPROP BOX IF	PRIAT(E) " A R OF(b) " IP
3		
4	SOURCE	E OF FUNDS
5	PLACE (SURE AL EDING ED ANT I (e) ISHIP OR
NUMBER OF SHARES	Sweden	SOLE VOTING
BENEFICIALLY	7	POWER
OWNED BY EACH REPORTING PERSON WITH	o	0 SHARED VOTING POWER
	8	3,787,736 shares of Common Stock SOLE
	9	DISPOSITIVE POWER
	10	0

SHARED DISPOSITIVE POWER

3,787,736 shares of

Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

3,787,736 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

3.9%

TYPE OF REPORTING

14 PERSON

IN

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

This Amendment No. 3 ("Amendment No. 3") 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"), Amendment No. 1 to the Original Schedule 13D, filed with the SEC on June 27, 2014 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13D, filed with the SEC on July 3, 2014 ("Amendment No. 2" and, together with the Original Schedule 13D, Amendment No. 1 and this Amendment No. 3, 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. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3 and 5 as set forth below. This Amendment No. 3 constitutes an "exit filing" with respect to the Reporting Persons.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The first sentence of Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used a total of approximately \$37,900,000 in the aggregate to acquire the shares of Common Stock reported in this Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) – (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b) The aggregate number and percentage of Common Stock to which this Schedule 13D relates is 3,787,736 shares of Common Stock, constituting approximately 3.9% of the Issuer's currently outstanding shares of Common Stock. The percentages of Common Stock reported herein are based upon the 97,844,611 Common Stock outstanding as of June 29, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 1, 2014.

The information required by Items 5(a) - (b) is set forth in rows 7 - 13 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

By virtue of investment management agreements with Castlerigg Master Investment, CMAEE Master, CAI Master and Pulteney Partners, SAMC has the power to vote or direct the voting, and to dispose or direct the disposition, of all the shares of Common Stock beneficially owned by Castlerigg Master Investment, CMAEE Master, CAI Master and Pulteney Partners. By virtue of an investment management agreement with MLIS, SIS has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock beneficially owned by MLIS. By virtue of his direct and indirect control of SAMC and SIS, Mr. Sandell is deemed to have shared voting power and shared dispositive power with respect to all Common Stock as to which

SAMC and SIS have voting power or dispositive pov	ver.
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(c) Schedule B hereto (which is incorporated by reference in this Item 5 as if restated in full herein) sets forth	ı all
transactions with respect to the Common Stock effected during the past sixty days.	

(e) September 19, 2014.

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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: November 20, 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 CUSIP No. 59001K100 SCHEDULE 13D/A Page 19 of 22 Pages

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 ACTIVE INVESTMENT FUND, LTD.

By: Sandell Asset Management Corp., as Investment Manager

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

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CASTLERIGG ACTIVE INVESTMENT 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 ACTIVE INVESTMENT 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

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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

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Schedule B

TRANSACTIONS IN THE ISSUER'S SHARES OF COMMON STOCK

BY THE REPORTING PERSONS

This Schedule sets forth information with respect to each transaction in shares of Common Stock that were effectuated by the Reporting Persons in the last 60 days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

CAI Master

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
09/30/2014	(14,279)	10.88
11/18/2014	(30,795)	13.80

Castlerigg Master Investment

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
09/22/2014	(137,524)	12.26
09/30/2014	(156,517)	10.88
11/18/2014	(332,635)	13.81

CMAEE Master

Trade Date	Shares Purchased (Sold)	(\$)
9/30/2014	(28,877)	10.88

11/18/2014 (134,903) 13.81

MLIS

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
09/30/2014	(57,261)	10.88
10/02/2014	(25,000)	10.68
10/03/2014	(20,000)	10.97
10/15/2014	(38,500)	10.15
11/18/2014	(66,667)	13.81

Pulteney Partners

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
09/22/2014	(9,550)	12.20
09/23/2014	(2,100)	11.68
09/30/2014	(1,058)	10.88