

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.

<b>Name</b>	<b>Present Principal Occupation or Employment</b>	<b>Citizenship</b>
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