MERITOR INC Form SC 13D/A June 27, 2014

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

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)

June 24, 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 (PERSON	OF REPORTING NS
•	Castlerig	g Master
	Investme	
	CHECK	
2	BOX IF	PRIAT(E) "
<i>2</i>	_	ER OF(b) "
	A GROU	` '
3	SEC US	
	SOURC	E OF FUNDS
4	WC	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEG	
5	PROCEI IS	EDING
	REQUIR	PFD
	PURSUA	
	TO ITEN	М
	2(d) or 2	
	CITIZEN PLACE	NSHIP OR
6		IZATION
U	OKO/ II V	12/111011
	British V	irgin Islands
NUMBER OF		SOLE
SHARES	7	VOTING
BENEFICIALLY OWNED BY	1	POWER
EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
	0	POWER
	8	3,293,687
		shares of
		Common Stock
		SOLE
	0	DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

3,293,687 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

3,293,687 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)

3.4%

TYPE OF REPORTING

14 PERSON

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

1	NAME (OF REPORTING NS
1	Castlerig	gg International
	Limited	6
	CHECK	THE
		PRIAT(E)"
2	BOX IF	
		ER OF(b) "
2	A GROU	E ONLY
3		E ONL I E OF FUNDS
4	SOURC	E OF FUNDS
•	AF	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEG	
5	PROCEI	EDING
	IS	DED
	REQUIF PURSUA	
	TO ITEN	
	2(d) or 2	
		NSHIP OR
	PLACE	OF
6	ORGAN	IZATION
	British V	irgin Islands
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		0
EACH REPORTING		0 SHARED
PERSON WITH		VOTING
TERSON WITH		POWER
	8	
		3,293,687
		shares of
		Common Stock
		SOLE
	0	DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

3,293,687 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

3,293,687 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)

3.4%

TYPE OF REPORTING

14 PERSON

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

1	NAME (PERSON	OF REPORTING NS
1	_	g International Limited
2	APPROI BOX IF	PRIAT(E) " A
	A GROU	
3		E ONLY E OF FUNDS
4	AF	
	CHECK	BOX
	IF DISCLO	SURE
	OF LEG	
5	PROCEI IS	EDING
	REQUIR	RED
	PURSUA	
	TO ITEN	
		NSHIP OR
_	PLACE	
6	ORGAN	IZATION
	British V	rirgin Islands
NUMBER OF SHARES		SOLE
BENEFICIALLY	7	VOTING POWER
OWNED BY		
EACH		0
REPORTING PERSON WITH		SHARED VOTING
FERSON WIIII		POWER
	8	
		3,293,687
		shares of
		Common Stock SOLE
		DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

3,293,687 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

3,293,687 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)

3.4%

TYPE OF REPORTING

14 PERSON

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

NAME OF REPORTING

		JE KEPUKTINU
1	PERSON	13
1	Castlerig	g Offshore
	Holdings	-
	CHECK	
		PRIAT(E)"
2	BOX IF	` '
_		CR OF(b) "
	A GROU	
3	SEC USI	E ONLY
	SOURCI	E OF FUNDS
4		
	AF	
	CHECK	BOX
	IF	
	DISCLO	SURE
	OF LEG	AL
5	PROCEI	EDING
3	IS	
	REQUIR	
	PURSU	ANT
	TO ITEN	Л
	2(d) or 2	• •
		NSHIP OR
	PLACE	
6	ORGAN	IZATION
	Cayman	Islands
NUMBER OF	Cayman	SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY	•	10,,21
EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
		POWER
	8	
		3,293,687
		shares of
		Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
		0
	10	SHARED
	10	DISPOSITIVE
		PIOI COITI VE

POWER

3,293,687 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

3,293,687 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)

3.4%

TYPE OF REPORTING

14 PERSON

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
              APPROPRIAT(E) "
2
              BOX IF A
              MEMBER OF(b) "
              A GROUP
3
              SEC USE ONLY
              SOURCE OF FUNDS
4
              AF
              CHECK BOX
              IF
              DISCLOSURE
              OF LEGAL
              PROCEEDING
5
              REQUIRED
              PURSUANT
              TO ITEM
              2(d) or 2(e)
              CITIZENSHIP OR
              PLACE OF
6
              ORGANIZATION
              British Virgin Islands
NUMBER OF
                     SOLE
SHARES
                      VOTING
BENEFICIALLY 7
                     POWER
OWNED BY
                     0
EACH
REPORTING
                     SHARED
PERSON WITH
                      VOTING
                     POWER
              8
                     515,948 shares
                     of Common
                     Stock
                     SOLE
                     DISPOSITIVE
              9
                     POWER
                     0
              10
```

SHARED DISPOSITIVE POWER

515,948 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

515,948 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)

0.5%

TYPE OF REPORTING

14 PERSON

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

NAME OF REPORTING

PERSONS

1	Castlaria	a Margar
1	Castlerig	e and Equity
	_	ermediate Fund,
	L.P.	ermediate rund,
		THE
	CHECK	
•		PRIAT(E)"
2	BOX IF	
		R OF(b) "
_	A GROU	
3	SEC USI	
_	SOURCE	E OF FUNDS
4		
	AF	
	CHECK	BOX
	IF	
	DISCLO	SURE
	OF LEG	AL
5	PROCEE	EDING
5	IS	
	REQUIR	ED
	PURSU	ANT
	TO ITEM	1
	2(d) or 20	(e)
	CITIZEN	SHIP OR
	PLACE (OF
6	ORGAN	IZATION
	British V	irgin Islands
		SOLE
		VOTING
	7	POWER
		0
		SHARED
		VOTING
		POWER
	8	TOWER
NUMBER OF	3	515,948 shares
SHARES		of Common
BENEFICIALLY		Stock
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING	9	POWER
PERSON WITH	J	IOWEK
		0
		U

SHARED DISPOSITIVE POWER

10

515,948 shares of Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

515,948 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)

0.5%

TYPE OF REPORTING

14 PERSON

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
              APPROPRIAT(E) "
2
              BOX IF A
              MEMBER OF(b) "
              A GROUP
3
              SEC USE ONLY
              SOURCE OF FUNDS
4
              WC
              CHECK BOX
              IF
              DISCLOSURE
              OF LEGAL
              PROCEEDING
5
              REQUIRED
              PURSUANT
              TO ITEM
              2(d) or 2(e)
              CITIZENSHIP OR
              PLACE OF
6
              ORGANIZATION
              British Virgin Islands
NUMBER OF
                     SOLE
SHARES
                     VOTING
BENEFICIALLY 7
                     POWER
OWNED BY
                     0
EACH
REPORTING
                     SHARED
PERSON WITH
                     VOTING
                     POWER
              8
                     515,948 shares
                     of Common
                     Stock
                     SOLE
                     DISPOSITIVE
              9
                     POWER
                     0
              10
```

SHARED DISPOSITIVE POWER

515,948 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

515,948 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)

0.5%

TYPE OF REPORTING

14 PERSON

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

1	NAME C PERSON	OF REPORTING IS
		g Global Equity Event Fund, Ltd. THE
2	BOX IF	PRIAT(E)" A R OF(b)"
3	A GROU SEC USE SOURCE	
4	Societ	201101(25
	AF CHECK	
5	DISCLOSURE OF LEGAL PROCEEDING	
	IS REQUIRED PURSUANT	
	TO ITEM	
	2(d) or 2(
	CITIZEN	ISHIP OR
	PLACE (
6	ORGANI	IZATION
	British V	irgin Islands
NUMBER OF	Diffusii V	SOLE
SHARES		VOTING
BENEFICIALLY OWNED BY	7	POWER
EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
	0	POWER
	8	170 492 shares
		170,483 shares of Common
		Stock
		SOLE
		DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

170,483 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 **PERSON**

12

170,483 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN 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

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

```
NAME OF REPORTING
              PERSONS
1
              Castlerigg Global Equity
              Special Event
              Intermediate Fund, L.P.
              CHECK THE
              APPROPRIAT(E) "
2
              BOX IF A
              MEMBER OF(b) "
              A GROUP
3
              SEC USE ONLY
              SOURCE OF FUNDS
4
              AF
              CHECK BOX
              IF
              DISCLOSURE
              OF LEGAL
              PROCEEDING
5
              IS
              REQUIRED
              PURSUANT
              TO ITEM
              2(d) or 2(e)
              CITIZENSHIP OR
              PLACE OF
6
              ORGANIZATION
              British Virgin Islands
NUMBER OF
                     SOLE
SHARES
                      VOTING
BENEFICIALLY 7
                     POWER
OWNED BY
                     0
EACH
REPORTING
                     SHARED
PERSON WITH
                      VOTING
                     POWER
              8
                      170,483 shares
                     of Common
                     Stock
                     SOLE
                     DISPOSITIVE
              9
                     POWER
                     0
              10
```

SHARED DISPOSITIVE POWER

170,483 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

170,483 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)

0.2%

TYPE OF REPORTING

14 PERSON

PN

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

	NAME C PERSON	OF REPORTING IS
1	Special E	g Global Equity Event Master
	Fund Ltd CHECK	
		PRIAT(E) "
2	BOX IF	
		R OF(b) "
2	A GROU	
3	SEC USE	E ONL Y E OF FUNDS
4	SOURCE	CONTONDS
	WC	
	CHECK	BOX
	IF	CLIDE
	DISCLO	
	PROCEE	
5	IS	2211 ()
	REQUIR	ED
	PURSUA	
	TO ITEM	
	2(d) or 2(
	PLACE (ISHIP OR OF
6		IZATION
	British V	irgin Islands
NUMBER OF		SOLE
SHARES	7	VOTING
BENEFICIALLY OWNED BY	/	POWER
EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
		POWER
	8	.=
		170,483 shares
		of Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
	40	0
	10	

SHARED DISPOSITIVE POWER

170,483 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

170,483 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)

0.2%

TYPE OF REPORTING

14 PERSON

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	APPROP BOX IF	PRIAT(E) '' A R OF(b) ''
3	SEC USE	
4	WC CHECK	ROY
5	IF DISCLO OF LEGA PROCEE	SURE AL
J	IS REQUIR PURSUA TO ITEM	ANT I
6	PLACE (ISHIP OR
	Luxembo	ourg SOLE
	7	VOTING POWER
NUMBER OF SHARES		0 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	8	1,023,082 shares of Common Stock
REPORTING PERSON WITH	9	SOLE DISPOSITIVE

POWER 0 **SHARED DISPOSITIVE POWER** 10 1,023,082 shares of Common Stock **AGGREGATE AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 1,023,082 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) 1.0% TYPE OF REPORTING **PERSON** 14

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

1	NAME (PERSON	OF REPORTING NS
	Sandell I Services CHECK	
2	BOX IF MEMBE	ER OF(b) "
3	A GROUSE SOURCE	
4	AF CHECK	BOX
	IF DISCLO OF LEG PROCEI	AL
5	IS REQUIR PURSUA TO ITEM	RED ANT
	2(d) or 2 CITIZEN PLACE	NSHIP OR
6		IZATION
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	SOLE VOTING POWER
EACH REPORTING PERSON WITH	0	0 SHARED VOTING POWER
	8	1,023,082 shares of Common Stock SOLE
	9	DISPOSITIVE POWER
	10	0 SHARED DISPOSITIVE

POWER

1,023,082 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

12

1,023,082 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)

1.0%

TYPE OF REPORTING

14 PERSON

CO; IA

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

1	NAME C PERSON	OF REPORTING IS
1	Pulteney L.P.	Street Partners,
	CHECK	
•		PRIAT(E)"
2	BOX IF	A R OF(b) "
	A GROU	* *
3	SEC USE	E ONLY
	SOURCE	E OF FUNDS
4	WC	
	CHECK	BOX
	IF	2011
	DISCLO	
	OF LEGA	
5	PROCEE IS	EDING
	REQUIR	ED
	PURSUA	
	TO ITEM	
	2(d) or 2((e) ISHIP OR
	PLACE (
6		IZATION
	Delaware	;
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
		POWER
	8	20.552 shares
		30,552 shares of Common
		Stock
		SOLE
	0	DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE

POWER

30,552 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

12

30,552 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)

0.0%

TYPE OF REPORTING

14 PERSON

PN

CUSIP No. 59001K100 SCHEDULE 13D/A Page 15 of 22 Pages

1	NAME O	OF REPORTING NS
1	Sandell A	Asset
		nent Corp.
	CHECK	
		PRIAT(E)"
2	BOX IF	A
	MEMBE	ER OF(b) "
	A GROU	JP
3		E ONLY
	SOURC	E OF FUNDS
4		
	AF	
	CHECK	BOX
	IF	CLIDE
	DISCLO	
	OF LEG PROCEI	
5	IS	EDING
	REQUIF	PFD
	PURSUA	
	TO ITEN	
	2(d) or 2	
		NSHIP OR
	PLACE	OF
6	ORGAN	IZATION
	Cayman	Islands
NUMBER OF	,	SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		0
REPORTING		SHARED
PERSON WITH		VOTING
	_	POWER
	8	4.010.670
		4,010,670
		shares of
		Common Stock SOLE
		DISPOSITIVE
	9	POWER
	,	1 O WER
		0
	10	SHARED
		DISPOSITIVE

POWER

4,010,670 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

12

4,010,670 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)

4.1%

TYPE OF REPORTING

14 PERSON

CO; IA

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

1	NAME C PERSON	OF REPORTING S
	Thomas I	E. Sandell THE
	APPROP	RIATE) "
2	BOX IF A	A R OF(b) "
	A GROU	` '
3	SEC USE ONLY SOURCE OF FUNDS	
4	SOURCE	E OF FUNDS
	AF	
	CHECK I	BOX
	DISCLO	SURE
	OF LEGAL PROCEEDING IS	
5		
	REQUIRED	
	PURSUANT	
	TO ITEM 2(d) or 2(e)	
	CITIZENSHIP OR	
	PLACE OF	
6	ORGANIZATION	
	Sweden	
NUMBER OF		SOLE
SHARES BENEFICIALLY	7	VOTING POWER
OWNED BY	,	FOWER
EACH		0
REPORTING PERSON WITH		SHARED
PERSON WITH		VOTING POWER
	8	7 0 11 211
		5,033,752
		shares of
		Common Stock SOLE
		DISPOSITIVE
	9	POWER
		0
	10	SHARED
		DISPOSITIVE
		POWER

5,033,752 shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 PERSON

5,033,752 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN

AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

5.1%

TYPE OF REPORTING

14 PERSON

IN

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

This Amendment No. 1 ("Amendment No. 1") 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" and, together with this Amendment No. 1, 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. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 4 and 6 as set forth below.

Item ₄ PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On June 24, 2014 the Reporting Persons contacted the Issuer's management to express disappointment in the settlement outcome of the antitrust lawsuit between Eaton and subsidiary of the Issuer, ZF Meritor LLC, and the Issuer's management's decision to allocate the proceeds of such settlement to pre-fund future pension obligations. The Reporting Persons expressed their belief that the Issuer could best maximize long-term shareholder value by immediately returning capital in the form of a Dutch auction tender offer at a premium to the current share price. Representatives of the Reporting Persons may continue from time to time to engage in discussions with the Issuer's management and Board other shareholders of the Issuer and other relevant parties relating to the Issuer's business, operations, strategy, governance, board composition, future plans and related matters.

Except as set forth herein or such as would occur upon completion of any of the actions discussed herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)–(j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, actions taken by the Board, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, "Securities"), disposing of any or all of their Securities, in the open market or otherwise, at any time and from time to time, and engaging in any hedging or similar transactions with respect to the Securities. The Reporting Persons reserve the right to change their intention with respect to any and all matters referred to in this Item 4 of this Schedule 13D.

Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO 6. SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons are parties to an agreement with respect to the joint filing of this Schedule 13D and any amendments thereto (the "Joint Filing Agreement"). A copy of the Joint Filing Agreement is attached as Exhibit 1 to the Original Schedule 13D and is incorporated by reference herein.

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On December 16, 2013, Castlerigg Master Investment sold credit default swaps that reference unsecured bonds of the Issuer ("Credit Default Swaps") with a notional amount of \$5,000,000 to Banc of America Securities LLC. On January 17, 2014, Castlerigg Master Investment sold Credit Default Swaps with a notional amount of \$5,000,000 to Citibank, N.A. On January 30, 2014, Castlerigg Master Investment sold Credit Default Swaps with a notional amount of \$5,000,000 to Barclays Bank PLC.

Other than the Joint Filing Agreement and the Credit Default Swaps described herein, the Reporting Persons have no contracts, arrangements, understandings or relationships with any persons with respect to securities of the Issuer.

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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: June 26, 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 20 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 GLOBAL EQUITY SPECIAL EVENT FUND, 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 21 of 22 Pages

CASTLERIGG GLOBAL EQUITY SPECIAL EVENT 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 GLOBAL EQUITY SPECIAL 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

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

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SANDELL ASSET MANAGEMENT CORP.

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

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**