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

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PERSON WITH	9	POWER

	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE POWER
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12	ROW (11) "
	EXCLUDES
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	REPRESENTED BY
13	AMOUNT IN ROW (11)
15	(see Item 5)
	2.4%
	TYPE OF REPORTING
14	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 3 of 22 Pages

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	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE POWER
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	shares of
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10	AMOUNT IN ROW (11)
13	(see Item 5)
	2.4%
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14	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 4 of 22 Pages

	NAME O	DF REPORTING IS
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PERSON WITH	9	POWER

	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE POWER
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	2,392,011
	shares of
	Common Stock
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	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
15	(see Item 5)
	2.4%
	TYPE OF REPORTING
	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 5 of 22 Pages

	NAME O	DF REPORTING IS
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BENEFICIALLY		Common Stock
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING PERSON WITH	9	POWER

	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE POWER
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	2,392,011
	shares of
	Common Stock
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11	OWNED BY EACH
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	2,392,011 shares of
	Common Stock
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	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
13	(see Item 5)
	2.4%
	TYPE OF REPORTING
14	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 6 of 22 Pages

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

NAME OF REPORTING PERSONS

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

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13	(see Item 5)
	(see term 5)
	0.4%
	TYPE OF REPORTING
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 9 of 22 Pages

NAME OF REPORTING PERSONS

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13	AMOUNT IN ROW (11)
15	(see Item 5)
	0.2%
	TYPE OF REPORTING
14	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 10 of 22 Pages

NAME OF REPORTING PERSONS

	Castlerigg	Active		
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		Global Equity		
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		ate Fund, L.P.)		
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 11 of 22 Pages

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210,059 shares of
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AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)
0.2%
TYPE OF REPORTING
PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 12 of 22 Pages

NAME OF REPORTING PERSONS

1 2	Merrill Lynch Investment Solutions SICAV (on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund) CHECK THE APPROPRIATE) " BOX IF A MEMBER OF(b) " A GROUP SEC USE ONLY			
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 13 of 22 Pages

	NAME O	DF REPORTING
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OWNED BY		SOLE
EACH		DISPOSITIVE
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	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE POWER
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	815,654 shares
	of Common
	Stock
	AGGREGATE
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11	OWNED BY EACH
11	PERSON
	815,654 shares of
	Common Stock
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	AGGREGATE
	AMOUNT IN
12	ROW (11) "
12	EXCLUDES
	CERTAIN
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	REPRESENTED BY
	AMOUNT IN ROW (11)
13	(see Item 5)
	0.8%
	TYPE OF REPORTING
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 14 of 22 Pages

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NUMBER OF	8	
SHARES		17,844 shares
BENEFICIALLY		of Common
OWNED BY		Stock
EACH		SOLE
REPORTING	0	DISPOSITIVE
PERSON WITH	9	POWER

	Edgar Filing: MERITOR INC - Form SC 13D/A
	SHARED DISPOSITIVE
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	10
	17,844 shares
	of Common
	Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	PERSON
	17,844 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11)
	EXCLUDES
	CERTAIN
	SHARES
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	REPRESENTED BY
10	AMOUNT IN ROW (11)
13	(see Item 5)
	0.0%
	TYPE OF REPORTING
14	PERSON
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CUSIP No. 59001K100 SCHEDULE 13D/A Page 15 of 22 Pages

		DF REPORTING
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		nent Corp.
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NUMBER OF	8	
SHARES		2,972,082
BENEFICIALLY		shares of
OWNED BY		Common Stock
EACH		SOLE
REPORTING		DISPOSITIVE
PERSON WITH	9	POWER

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	SHARED DISPOSITIVE POWER
	10
	2,972,082
	shares of
	Common Stock
	AGGREGATE
	AMOUNT BENEFICIALLY
	OWNED BY EACH
11	PERSON
	2,972,082 shares of
	Common Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) "
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
	REPRESENTED BY
13	AMOUNT IN ROW (11)
	(see Item 5)
	3.0%
	TYPE OF REPORTING
	PERSON
14	
	CO; IA

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		OF REPORTING
1	PERSON	IS
-		
		E. Sandell
	CHECK	
_		RIAT(E) "
2	BOX IF	
		R OF(b) "
	A GROU	
_	SEC USE	EONLY
3		
	a o t i b a t	
	SOURCE	E OF FUNDS
4		
	AF	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEGA	
5	PROCEE	EDING
	IS	
	REQUIR	
	PURSUA	
	TO ITEM	
	2(d) or 2(
		ISHIP OR
	PLACE (
6	ORGAN	IZATION
	C 1	
	Sweden	
NUMBER OF		SOLE
SHARES	-	VOTING
BENEFICIALLY	/	POWER
OWNED BY		0
EACH		0 SHADED
REPORTING		SHARED
PERSON WITH		VOTING
	8	POWER
	0	2 797 726
		3,787,736 shares of
		Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
	7	IOWER
		0
		0

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	SHARED DISPOSITIVE POWER
11	3,787,736 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	3,787,736 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11) (see Item 5)
14	3.9% TYPE OF REPORTING PERSON

IN

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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 power.

(c) Schedule B hereto (which is incorporated by reference in this Item 5 as if restated in full herein) sets forth all transactions with respect to the Common Stock effected during the past sixty days.

(e) September 19, 2014.

CUSIP No. 59001K100 SCHEDULE 13D/A Page 18 of 22 Pages 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

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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 CUSIP No. 59001K100 SCHEDULE 13D/A Page 22 of 22 Pages 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)	<u>Price Per Share</u> (<u>\$)</u>
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)	Price Per Share (\$)
9/30/2014	(28,877)	10.88

11/18/2014 (134,903) 13.81

<u>MLIS</u>

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