

WABCO Holdings Inc.  
Form 10-12B/A  
May 23, 2007

As filed with the Securities and Exchange Commission on May 23, 2007

File No. 001-33332

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## AMENDMENT NO. 2

TO

## FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF

THE SECURITIES EXCHANGE ACT OF 1934

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## WABCO Holdings Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

20-8481962  
(I.R.S. Employer  
Identification No.)

One Centennial Avenue

P.O. Box 6820

Piscataway, New Jersey  
(Address of Principal Executive Offices)

08855  
(Zip Code)

(732) 980-6000

(Registrant's telephone number, including area code)

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**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Common Stock, par value \$.01 per share	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

**Securities to be registered pursuant to Section 12(g) of the Act:**

None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**
**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND****ITEMS OF FORM 10**

Our information statement is filed as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the information statement.

<b>Item No.</b>	<b>Caption</b>	<b>Location in Information Statement</b>
Item 1.	Business	See Summary, The Separation, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Certain Relationships and Related Party Transactions
Item 1a.	Risk Factors	See Risk Factors
Item 2.	Financial Information	See Summary, Capitalization, Selected Financial Data, Unaudited Pro Forma Financial Information and Management's Discussion and Analysis of Financial Condition and Results of Operations
Item 3.	Properties	See Business Manufacturing and Operations
Item 4.	Security Ownership of Certain Beneficial Owners and Management	See Security Ownership of Certain Beneficial Owners and Management
Item 5.	Directors and Executive Officers	See Management
Item 6.	Executive Compensation	See Management, and Certain Relationships and Related Party Transactions
Item 7.	Certain Relationships and Related Transactions and Directors Independence	See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management and Certain Relationships and Related Party Transactions
Item 8.	Legal Proceedings	See Business Legal Proceedings
Item 9.	Market Price of and Dividends on the Registrant's Common Equity and Related Shareholder Matters	See Summary, The Separation, Capitalization, and Dividend and Share Repurchase Policy
Item 10.	Recent Sales of Unregistered Securities	Not Applicable
Item 11.	Description of Registrant's Securities to be Registered	See The Separation, Dividend and Share Repurchase Policy and Description of Capital Stock
Item 12.	Indemnification of Directors and Officers	See Management and Description of Capital Stock
Item 13.	Financial Statements and Supplementary Data	See Unaudited Pro Forma Financial Information and Index to Financial Statements and the statements referenced therein
Item 14.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	None

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**ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS**

**(a) Financial Statements**

The following financial statements are included in the Information Statement and filed as part of this Registration Statement on Form 10:

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

Combined Consolidated Statements of Income for the years ended December 31, 2006, 2005 and 2004

Combined Consolidated Balance Sheets for the years ended December 31, 2006 and 2005

Combined Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004

Combined Consolidated Statement of Owners' Net Investment and Comprehensive Income for the years ended December 31, 2006, 2005, 2004 and 2003

Notes to Annual Financial Statements

Condensed Consolidated Statements of Income for the quarters ended March 31, 2007 and 2006 (unaudited)

Condensed Consolidated Balance Sheet for the quarter ended March 31, 2007 (unaudited)

Condensed Consolidated Statements of Cash Flows for the quarters ended March 31, 2007 and 2006 (unaudited)

Notes to Quarterly Financial Statements

Schedule II Valuation and Qualifying Accounts

**(b) Exhibits**

The following exhibits are filed herewith unless otherwise indicated:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
2.1	Form of Separation and Distribution Agreement by and between American Standard Companies Inc. and WABCO Holdings Inc.
3.1	Form of Amended and Restated Certificate of Incorporation of WABCO Holdings Inc.
3.2	Form of Amended and Restated By-laws of WABCO Holdings Inc.
4.1	Form of Rights Agreement between WABCO Holdings Inc. and Rights Agent*
4.2	Form of Certificate of Designation of Junior Participating Cumulative Preferred Stock (attached as an exhibit to the Form of Rights Agreement filed as Exhibit 4.1 hereto)*
4.3	Form of Rights Certificate (attached as an exhibit to the Form of Rights Agreement filed as Exhibit 4.1 hereto)*
10.1	Form of Transition Services Agreement by and between American Standard Companies Inc. and WABCO Holdings Inc.
10.2	Form of Tax Sharing Agreement by and between American Standard Companies Inc. and WABCO Holdings Inc.
10.3	Form of Employee Matters Agreement by and between American Standard Companies Inc. and WABCO Holdings Inc.
10.4	Form of Indemnification and Cooperation Agreement by and between American Standard Companies Inc., WABCO Holdings Inc. and certain subsidiaries*
10.5	Partnership Agreement, dated as of January 9, 1990, as amended by Amendment No. 1 thereto, dated as of May 29, 1990, and Amendment No. 2 thereto, dated as of May 10, 2006, of Meritor WABCO Vehicle Control Systems (formerly

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known as Rockwell WABCO Vehicle Control Systems), by and between WABCO Automotive Control Systems, Inc. and ArvinMeritor Brake Holdings, Inc. (successor in interest to Rockwell Brake Systems, Inc.)

10.6

Form of Indemnification Agreement

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<b>Exhibit No.</b>	<b>Exhibit Description</b>
21.1	Subsidiaries of WABCO Holdings Inc.*
99.1	Preliminary Information Statement of WABCO Holdings Inc., dated May 23, 2007

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\* To be filed by amendment.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

WABCO HOLDINGS INC.

By: /s/ ULRICH MICHEL  
Name: Ulrich Michel

Title: Chief Financial Officer

Dated: May 23, 2007

**EXHIBIT INDEX**

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