

MERITOR INC  
Form SC 13D/A  
July 03, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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)

July 1, 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. [ ]

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\* 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).

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Master Investments Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,209,037 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,209,037  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,209,037 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 3.3%  
TYPE OF REPORTING  
PERSON

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg International Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,209,037 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,209,037  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,209,037 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 3.3%  
TYPE OF REPORTING  
PERSON

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg International Holdings Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,209,037 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,209,037  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,209,037 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

3.3%  
TYPE OF REPORTING  
PERSON  
  
CO



	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Offshore Holdings, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	3,209,037 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

3,209,037  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

3,209,037 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

3.3%  
TYPE OF REPORTING  
PERSON  
  
CO

NAME OF REPORTING PERSONS

**1** Castlerigg Merger  
Arbitrage and Equity  
Event Fund, Ltd.  
CHECK THE  
APPROPRIATE  " "  
**2** BOX IF A  
MEMBER OF (b) " "  
**3** A GROUP  
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  
SHARES  
BENEFICIALLY **7**  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
**8** SOLE  
VOTING  
POWER

**8** 515,948 shares  
of Common  
Stock  
SOLE  
DISPOSITIVE  
**9** POWER

**10** 0

SHARED  
DISPOSITIVE  
POWER

515,948 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 0.5%  
TYPE OF REPORTING  
PERSON

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Merger Arbitrage and Equity Event Intermediate Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands
	SOLE VOTING POWER
<b>7</b>	
	0 SHARED VOTING POWER
<b>8</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	515,948 shares of Common Stock SOLE DISPOSITIVE POWER
<b>9</b>	
	0

SHARED  
DISPOSITIVE  
POWER

10

515,948 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

515,948 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

13

REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

0.5%  
TYPE OF REPORTING  
PERSON

14

PN

NAME OF REPORTING  
PERSONS

**1** Castlerigg Merger  
Arbitrage and Equity  
Event Master Fund, Ltd.

CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** WC  
CHECK BOX  
IF

**5** DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS

REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

British Virgin Islands

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY

EACH  
REPORTING  
PERSON WITH

SOLE  
VOTING  
POWER  
  
0  
SHARED  
VOTING  
POWER

**8** 515,948 shares  
of Common  
Stock

**9** SOLE  
DISPOSITIVE  
POWER

0  
**10**

SHARED  
DISPOSITIVE  
POWER

515,948 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**13**

0.5%  
TYPE OF REPORTING  
PERSON

**14**  
CO



	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Fund, Ltd. (f/k/a Castlerigg Global Equity Special Event Fund, Ltd.)
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	British Virgin Islands
<b>7</b>	SOLE VOTING POWER
<b>8</b>	0 SHARED VOTING POWER
<b>9</b>	255,133 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

255,133 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

255,133 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)

**13**

0.3%  
TYPE OF REPORTING  
PERSON

**14**

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Intermediate Fund, L.P. (f/k/a Castlerigg Global Equity Special Event Intermediate Fund, L.P.)
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	British Virgin Islands
<b>7</b>	SOLE VOTING POWER
<b>8</b>	0 SHARED VOTING POWER
<b>9</b>	255,133 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

10

255,133 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

255,133 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

12

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

0.3%  
TYPE OF REPORTING  
PERSON

14

PN

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Master Fund, Ltd. (f/k/a Castlerigg Global Equity Special Event Master Fund Ltd.)
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	British Virgin Islands
	SOLE VOTING POWER
<b>6</b>	
	0 SHARED VOTING POWER
<b>7</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
<b>8</b>	255,133 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

10

255,133 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

255,133 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)

13

0.3%  
TYPE OF REPORTING  
PERSON

14

CO

NAME OF REPORTING PERSONS

**1** Merrill Lynch Investment Solutions SICAV (on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund)

**2** CHECK THE APPROPRIATE  BOX IF A MEMBER OF (b) A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

**5** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

**6** REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg  
SOLE VOTING POWER

**7** 0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**8** 1,023,082 shares of Common Stock  
**9** SOLE DISPOSITIVE

POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

1,023,082  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,023,082 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 1.0%  
TYPE OF REPORTING  
PERSON

CO



		NAME OF REPORTING PERSONS
<b>1</b>		Sandell Investment Services, L.L.C.
		CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>		
<b>3</b>		SEC USE ONLY SOURCE OF FUNDS
<b>4</b>		AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>		
<b>6</b>		Delaware
		SOLE VOTING POWER
<b>7</b>		
		0 SHARED VOTING POWER
<b>8</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,023,082 shares of Common Stock
<b>9</b>		SOLE DISPOSITIVE POWER
		0

SHARED  
DISPOSITIVE  
POWER

**10**

1,023,082  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

1,023,082 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

**13**

REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

1.0%  
TYPE OF REPORTING  
PERSON

**14**

CO; IA

**1** NAME OF REPORTING PERSONS

Pulteney Street Partners,  
L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** Delaware

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

**8** 0 SHARED VOTING POWER

**9** 30,552 shares of Common Stock SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

30,552 shares  
of Common  
Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12

30,552 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

0.0%

TYPE OF REPORTING

PERSON

PN

	NAME OF REPORTING PERSONS
<b>1</b>	Sandell Asset Management Corp.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	
	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	0
	SHARED VOTING POWER
<b>8</b>	4,010,670 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>9</b>	
	0
<b>10</b>	SHARED DISPOSITIVE

POWER

4,010,670  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

4,010,670 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14

4.1%  
TYPE OF REPORTING  
PERSON  
  
CO; IA

**1** NAME OF REPORTING PERSONS

Thomas E. Sandell

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM

2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Sweden

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 5,033,752 shares of Common Stock

SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

5,033,752  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

5,033,752 shares of  
Common Stock

**12** 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** 5.1%  
TYPE OF REPORTING  
PERSON

IN



CUSIP No. 59001K100 SCHEDULE 13D/A Page 17 of 26 Pages

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

**Item**  
**2. IDENTITY AND BACKGROUND**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) This statement is filed by (i) Castlerigg Master Investments, Ltd., a British Virgin Islands company ("Castlerigg Master Investment"); (ii) Castlerigg International Limited, a British Virgin Islands company ("Castlerigg International"); (iii) Castlerigg International Holdings Limited, a British Virgin Islands company ("Castlerigg Holdings"); (iv) Castlerigg Offshore Holdings, Ltd., a Cayman Islands exempted company ("Castlerigg Offshore Holdings"); (v) Castlerigg Merger Arbitrage and Equity Event Fund, Ltd., a British Virgin Islands company ("CMAEE Fund"); (vi) Castlerigg Merger Arbitrage and Equity Event Intermediate Fund, L.P., a British Virgin Islands limited partnership ("CMAEE Intermediate"); (vii) Castlerigg Merger Arbitrage and Equity Event Master Fund, Ltd., a British Virgin Islands company ("CMAEE Master"); (viii) Castlerigg Active Investment Fund, Ltd., a British Virgin Islands company (f/k/a Castlerigg Global Equity Special Event Fund, Ltd.) ("CAI Fund"); (ix) Castlerigg Active Investment Intermediate Fund, L.P., a British Virgin Islands limited partnership (f/k/a Castlerigg Global Equity Special Event Intermediate Fund, Ltd.) ("CAI Intermediate"); (x) Castlerigg Active Investment Master Fund, Ltd., a British Virgin Islands company (f/k/a Castlerigg Global Equity Special Event Master Fund, Ltd.) ("CAI Master"); (xi) Merrill Lynch Investment Solutions SICAV, a société d'investissement à capital variable organized under the laws of the Grand-Duchy of Luxembourg ("MLIS"); (xii) Sandell Investment Services, L.L.C., a Delaware limited liability company ("SIS"); (xiii) Pulteney Street Partners, L.P., a Delaware limited partnership ("Pulteney Partners"); (xiv) Sandell Asset Management Corp., a Cayman Islands exempted company ("SAMC"); and (xv) Thomas E. Sandell, a citizen of Sweden, who serves as Chief Executive Officer of SAMC ("Mr. Sandell" and together with Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, Castlerigg Offshore Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CAI Fund, CAI Intermediate, CAI Master, MLIS, SIS, Pulteney Partners and SAMC, the "Reporting Persons").

(b) The principal business address of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CAI Fund, CAI Intermediate and CAI Master is c/o Maples Corporate Services (BVI) Limited, P.O. Box 173, Kingston Chambers, Road Town, Tortola, British Virgin Islands. The principal business address of Castlerigg Offshore Holdings is c/o Maples Fund Services (Cayman) Limited, P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. The principal business address of MLIS is c/o State Street Bank Luxembourg S.A., 49 avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg. The principal business address of Pulteney Partners is 527 Madison Avenue, 6<sup>th</sup> Floor, New York, NY 10022. The principal business address of SIS, SAMC and Mr. Sandell is 540 Madison Ave., 36<sup>th</sup> Floor, New York, New York 10022.

(c) The principal business of SIS and SAMC is to provide investment management services to private individuals and institutions. The principal business of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, Castlerigg Offshore Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CAI Fund, CAI Intermediate, CAI Master, MLIS and Pulteney Partners is to invest in securities. The principal business of Mr. Sandell is to serve as Chief Executive Officer of SAMC and as Managing Member of SIS.

(d) None of the Reporting Persons nor any of the individuals set forth in Schedule A attached hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons nor any of the individuals set forth in Schedule A attached hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CAI Fund, CAI Intermediate and CAI Master is a company formed under the laws of the British Virgin Islands. Each of Castlerigg Offshore Holdings and SAMC is a Cayman Islands exempted company. MLIS is an open-ended investment company, organized as a société d'investissement à capital variable under the laws of the Grand-Duchy of Luxembourg. Pulteney Partners is a Delaware limited partnership. SIS is a limited liability company incorporated in Delaware. Mr. Sandell is a citizen of Sweden.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer, general partner or managing member, as applicable, of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, Castlerigg Offshore Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CAI Fund, CAI Intermediate, CAI Master, MLIS, SIS, Pulteney Partners and SAMC is set forth in Schedule A attached hereto. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of such entities or individuals owns any shares of Common Stock.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) – (c) 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 Shares to which this Schedule 13D relates is 5,033,752 Common Shares, constituting approximately 5.1% of the Issuer's currently outstanding Common Shares. The percentages of Common Shares reported herein are based upon the 97,844,611 Common Shares outstanding as of June 6, 2014, as reported in the Issuer's Amendment No. 2 to the Annual Report on Form 10-K/A filed with the SEC on May 2, 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) On July 1, 2014, Castlerigg Master Investment transferred 84,650 shares to CAI Master at a price per share of \$13.04.

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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: July 3, 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



**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

**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

**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 A****Directors and Executive Officers of Certain Reporting Persons****CASTLERIGG MASTER INVESTMENT, CASTLERIGG INTERNATIONAL, CASTLERIGG HOLDINGS, CMAEE FUND AND CMAEE MASTER**

The following sets forth the name, position, principal occupation, business address and citizenship of each director of each of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, CMAEE Fund and CMAEE Master.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Sandell Director Services, LLC	Director	Delaware	Fund director	540 Madison Ave., 36th Floor, New York, New York 10022
Daniel Mignon	Director	Switzerland	Principal, Alpstar Capital SA	7. Av. De Tournay, 1292 Chambesy
Hilmi A. Ünver	Director	Belgium	Partner, Notz Stucki Asset Managers	98 rue de Saint-Jean, CP 5240, CH 1211, Geneve 11

**CASTLERIGG OFFSHORE HOLDINGS**

The following sets forth the name, position, principal occupation, business address and citizenship of each director of Castlerigg Offshore Holdings.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Thomas E. Sandell	Director	Sweden	Chief Executive Officer of SAMC	540 Madison Ave., 36th Floor, New York, New York 10022
Adam Hoffman	Director	United States	Legal Counsel of SAMC	540 Madison Ave., 36th Floor, New York, New York 10022

**CMAEE INTERMEDIATE AND CAI INTERMEDIATE**

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The following sets forth the name, position, business address and citizenship of the general partner of each of CMAEE Intermediate and CAI Intermediate. The managing member of Sandell Advisors, L.L.C. is Thomas E. Sandell.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Business Address</u>
Sandell Advisors, L.L.C.	General Partner	Delaware	540 Madison Ave., 36th Floor, New York, New York 10022

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CAI FUND AND CAI MASTER

The following sets forth the name, position, principal occupation, business address and citizenship of each director of each of CAI Fund and CAI Master.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Sandell Director Services, LLC	Director	Delaware	Fund Director	540 Madison Ave., 36th Floor, New York, New York 10022
Shreyas Gupta	Senior Managing Director	United States	Portfolio Manager at SAMC	540 Madison Ave., 36th Floor, New York, New York 10022

MLIS

The following sets forth the name, position, principal occupation, business address and citizenship of each director and dirigeant of MLIS.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Jean-Claude Wolter	Director	Luxembourg	Honorary Lawyer	11B Boulevard Joseph II, L-1840 Luxembourg
Jocelyn Kiefe	Director	France	Director	Fund Solutions Group, Merrill Capital Markets (France) S.A.S., 112 avenue Kléber, 75116 Paris, France
Paul Guillaume	Director	Luxembourg	Managing Partner	Altra Partners S.A., 370, Route de Longwy, L-1940, Luxembourg
Raymond Blokland	Director	Netherlands	Managing Director	Merrill Lynch International, 33 rue du Puits Romain, L-8070 Bertrange, Luxembourg Merrill Lynch International,
Paul Holmes	Director	United Kingdom	Head of Distribution of Fund Solutions Group	2 King Edward Street, London EC1A 1HQ, UK
Miriam Muller	Director	Ireland	Head of Product Development of Fund Solutions Group	Merrill Lynch International, 2 King Edward Street, London EC1A 1HQ, UK
Bertram Welsch	Dirigeant	Germany	Director	Caso Asset Management S.A., European Bank & Business Centre, 6B, route de Treves,
Thomas Nummer	Dirigeant	Germany	Managing Director	L-2633 Senningerberg, Luxembourg Carne Global Financial Services Luxembourg S.à.r.l., European Bank and Business Centre, 6B route de



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PULTENEY PARTNERS

The following sets forth the name, position, citizenship and business address of the general partner of Pulteney Partners. The managing member of Pulteney Street, G.P., LLC is Sean McCooey, a United States citizen.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Business Address</u>
Pulteney Street, G.P., LLC	General Partner	Delaware	527 Madison Avenue, 6 <sup>th</sup> Floor, New York, NY 10022

SIS

The following sets forth the name, position, citizenship, principal occupation and business address of the sole managing member of SIS.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Thomas E. Sandell	Director	Sweden	Chief Executive Officer of SAMC	540 Madison Ave., 36th Floor, New York, New York 10022

SAMC

The following sets forth the name, position, principal occupation, business address and citizenship of each director and executive officer of SAMC.

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Principal Occupation</u>	<u>Business Address</u>
Sandell Director Services, LLC	Director	Delaware	Fund Director	540 Madison Ave., 36th Floor, New York, New York 10022
Daniel Mignon	Director	Switzerland	Principal, Alpstar Capital SA	7. Av. De Tournay, 1292 Chambesy
Thomas E. Sandell	Chief Executive Officer	Sweden	Chief Executive Officer of SAMC	540 Madison Ave., 36th Floor, New York, New York 10022
Adam Hoffman	Chief Compliance Officer	United States	Legal Counsel at SAMC	540 Madison Ave., 36th Floor, New York, New York 10022
Alejandro Mazier	Senior Managing Director	United States	Senior Managing Director at SAMC	540 Madison Ave., 36th Floor, New York, New York 10022
Shreyas Gupta	Senior Managing Director	United States	Portfolio Manager at SAMC	540 Madison Ave., 36th Floor, New York, New York 10022

