

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)

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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
1	Castlerigg Master Investments Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
2	
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	
6	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
7	0
	SHARED VOTING POWER
8	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0
10	SHARED DISPOSITIVE

POWER

3,293,687
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,293,687 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 3.4%
TYPE OF REPORTING
PERSON

CO

	NAME OF REPORTING PERSONS
1	Castlerigg International Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
2	
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
5	
6	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
7	0
	SHARED VOTING POWER
8	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0
10	SHARED DISPOSITIVE

POWER

3,293,687
shares of
Common Stock

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,293,687 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

3.4%
TYPE OF REPORTING
PERSON

CO

	NAME OF REPORTING PERSONS
1	Castlerigg International Holdings Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY SOURCE OF FUNDS
2	
3	
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
5	
6	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
7	0
	SHARED VOTING POWER
8	3,293,687 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0
10	SHARED DISPOSITIVE

POWER

3,293,687
shares of
Common Stock

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,293,687 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

3.4%
TYPE OF REPORTING
PERSON

CO

1	NAME OF REPORTING PERSONS
2	Castlerigg Offshore Holdings, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Cayman Islands
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8	SOLE VOTING POWER
9	0 SHARED VOTING POWER
10	3,293,687 shares of Common Stock SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE

POWER

3,293,687
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,293,687 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 3.4%
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

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
SOLE
DISPOSITIVE

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

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

POWER

170,483 shares
of Common
Stock

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12

170,483 shares of
Common Stock
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

0.2%
TYPE OF REPORTING
PERSON

CO

NAME OF REPORTING PERSONS

1 Castlerigg Global Equity
Special Event
Intermediate Fund, L.P.

CHECK THE
APPROPRIATE "

2 BOX IF A
MEMBER OF (b) "

3 A GROUP
SEC USE ONLY
SOURCE OF FUNDS

4 AF
CHECK BOX
IF

5 DISCLOSURE
OF LEGAL
PROCEEDING
IS

REQUIRED
PURSUANT
TO ITEM
2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

British Virgin Islands

NUMBER OF
SHARES
BENEFICIALLY **7**
OWNED BY

EACH
REPORTING
PERSON WITH

SOLE
VOTING
POWER

0
SHARED
VOTING
POWER

8 170,483 shares
of Common
Stock

9 SOLE
DISPOSITIVE
POWER

0

10

SHARED
DISPOSITIVE
POWER

170,483 shares
of Common
Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

170,483 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

0.2%
TYPE OF REPORTING
PERSON

14
PN

	NAME OF REPORTING PERSONS
1	Castlerigg Global Equity Special Event Master Fund Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) OR (b) IS A GROUP
2	
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	
6	British Virgin Islands
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	170,483 shares of Common Stock
9	SOLE DISPOSITIVE POWER
	0
10	

SHARED
DISPOSITIVE
POWER

170,483 shares
of Common
Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

170,483 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

0.2%
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
	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	Luxembourg
6	SOLE VOTING POWER
7	0 SHARED VOTING POWER
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

1 NAME OF REPORTING PERSONS

Sandell Investment Services, L.L.C.

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

3 SEC USE ONLY SOURCE OF FUNDS

4 AF 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 1,023,082 shares of Common Stock SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

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; 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

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

5 IF 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

SOLE VOTING POWER

0 SHARED VOTING POWER

8 5,033,752 shares of Common Stock

9 SOLE 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 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
6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO 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.

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

**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

**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

**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