

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP  
Form SC 13G/A  
February 15, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

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

Westinghouse Air Brake Technologies Corporation  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

929740108  
(Cusip Number)

December 31, 2017  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following pages)  
Page 1 of 40 Pages  
Exhibit Index Found on Page 38  
Page 1 of 40



13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

717,630

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

717,630

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

717,630

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.7%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

California  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 697,450

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

697,450

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

697,450

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.7%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners II, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

California  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 115,427

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

115,427

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

115,427

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners III, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 98,134

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

98,134

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

98,134

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners V, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 148,422

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

148,422

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

148,422

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Offshore Investors II, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 1,299,244

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

1,299,244

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,299,244

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.4%

TYPE OF REPORTING PERSON (See Instructions)

12

PN



13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital (AM) Investors, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 51,083

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

51,083

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

51,083

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital AA Investors, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 411,438

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

411,438

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

411,438

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.4%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital F5 Master I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY6

OWNED BY

72,930

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

72,930

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

72,930

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Equity Partners Master, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)  \*\*

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

1,754,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

1,754,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,754,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.8%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY6

OWNED BY

43,242

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

43,242

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

43,242

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IA, OO

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY6

OWNED BY

5,293,309

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

5,293,309

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,293,309

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.4%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon AA GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

411,438

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

411,438

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

411,438

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.4%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Institutional (GP) V, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

148,422

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

148,422

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

148,422

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.2%

TYPE OF REPORTING PERSON (See Instructions)

12

OO



13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon F5 (GP), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY6

OWNED BY

72,930

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

72,930

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

72,930

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Farallon Equity Partners (GP), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY6

OWNED BY

1,754,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

1,754,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,754,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.8%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Philip D. Dreyfuss  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Michael B. Fisch  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

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SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

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3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

David T. Kim  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b) \*\*

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

OWNED BY

5,409,481

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Monica R. Landry  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Michael G. Linn  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b) \*\*

2

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3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH<sup>8</sup>

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN



13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Ravi K. Paidipaty [See Item 2]  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES  
BENEFICIALLY  
OWNED BY

SHARED VOTING POWER

0

EACH 7

SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH 8

SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Thomas G. Roberts, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY

5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING

SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

William Seybold  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Andrew J. M. Spokes  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY<sup>6</sup>

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH<sup>8</sup>

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

John R. Warren

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

OWNED BY

5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING PERSON WITH 8

SHARED DISPOSITIVE POWER

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

13G  
CUSIP No. 929740108

NAMES OF REPORTING PERSONS

1

Mark C. Wehrly  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)   
(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States  
SOLE VOTING POWER

NUMBER OF 5

-0-

SHARES SHARED VOTING POWER

BENEFICIALLY6

OWNED BY 5,409,481

SOLE DISPOSITIVE POWER

EACH 7

-0-

REPORTING SHARED DISPOSITIVE POWER

PERSON WITH 8

5,409,481

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,409,481

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.6%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on November 22, 2017 (together with all prior and current amendments thereto, this "Schedule 13G").

[Preliminary Note:

This Schedule 13G reports Shares beneficially owned by the Reporting Persons as of December 31, 2017, in accordance with Rule 13d-2(b) under the Securities Exchange Act of 1934, as amended. Capitalized terms used without definition in this Preliminary Note have the meanings set forth below.]

Item 1. Issuer

(a) Name of Issuer:

Westinghouse Air Brake Technologies Corporation (the "Company")

(b) Address of Issuer's Principal Executive Offices:

1001 Air Brake Avenue  
Wilmerding, PA 15148

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 929740108.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;



- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Farallon Capital Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it;
- (viii) Farallon Capital AA Investors, L.P., a Delaware limited partnership ("FCAAI"), with respect to the Shares held by it;
- (ix) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it; and
- (x) Farallon Equity Partners Master, L.P., a Cayman Islands exempted limited partnership ("FEPM"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI, FCAAI, F5MI and FEPM are together referred to herein as the "Farallon Funds."

#### The Management Company

- (xi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by one or more accounts (the "Managed Accounts"), each as managed by the Management Company.

#### The Farallon General Partner

- (xii) Farallon Partners, L.L.C., a Delaware limited liability company (the "Farallon General Partner"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and (ii) the sole member of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner each (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

#### The FCAAI General Partner

- (xiii) Farallon AA GP, L.L.C., a Delaware limited liability company (the "FCAAI General Partner"), which is the general partner of FCAAI, with respect to the Shares held by FCAAI.

#### The FCIP V General Partner

- (xiv) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

- (xv) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The FEPM General Partner

- (xvi) Farallon Equity Partners (GP), L.L.C., a Delaware limited liability company (the "FEPM General Partner"), which is the general partner of FEPM, with respect to the Shares held by FEPM.

The Farallon Individual Reporting Persons

- The following persons, each of whom is or was a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Philip D. Dreyfuss ("Dreyfuss"), Michael B. Fisch ("Fisch"), Richard B. Fried ("Fried"), David T. Kim ("Kim"), Monica R. Landry ("Landry"), Michael G. Linn ("Linn"), Ravi K. Paidipaty ("Paidipaty"), Rajiv A. Patel ("Patel"), Thomas G. Roberts, Jr. ("Roberts"), William Seybold ("Seybold"), Andrew J. M. Spokes ("Spokes"), John R. Warren ("Warren") and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Paidipaty, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

This Schedule 13G reports that effective January 9, 2018, Paidipaty resigned as a managing member of the Farallon General Partner and the Management Company, a manager of the FCAAI General Partner, a manager of FCIP V General Partner, a manager of the FEPM General Partner, and a director and/or officer of the F5MI General Partner. Accordingly, as of that date, Paidipaty may no longer be deemed a beneficial owner of any Shares beneficially owned by such entities. Unless the context otherwise requires, any reference herein to the "Farallon Individual Reporting Persons" or the "Reporting Persons" shall not include Paidipaty.

The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner, the FCAAI General Partner, the FCIP V General Partner, the F5MI General Partner and the FEPM General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons

is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds, and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds other than F5MI and the sole member of each of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCAAI General Partner, as general partner of FCAAI, may be deemed to be a beneficial owner of all such Shares owned by FCAAI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The FEPM General Partner, as general partner of FEPM, may be deemed to be a beneficial owner of all such Shares owned by FEPM. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. Each of the Management Company, the Farallon General Partner, the the FCAAI General Partner, FCIP V General Partner, the F5MI General Partner, the FEPM General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

FARALLON AA GP, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL AA INVESTORS, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Monica R. Landry, Authorized Signatory

/s/ Monica R. Landry

FARALLON EQUITY PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON EQUITY PARTNERS MASTER, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fisch, Fried, Kim, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13D filed with the SEC on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Dreyfuss, Paidipaty and Seybold authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on January 11, 2017 by such Reporting Persons with respect to the Ordinary Shares of Sky Solar Holdings, Ltd., are hereby incorporated by reference.

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EXHIBIT INDEX

EXHIBIT 1 Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

Page 38 of 40

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EXHIBIT 1  
to  
SCHEDULE 13G

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2018

/s/ Monica R. Landry  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and  
FARALLON CAPITAL (AM) INVESTORS, L.P.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON INSTITUTIONAL (GP) V, L.L.C.  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P.  
By Monica R. Landry, Manager

Page 39 of 40

---



/s/ Monica R. Landry

FARALLON AA GP, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL AA INVESTORS, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Monica R. Landry, Authorized Signatory

/s/ Monica R. Landry

FARALLON EQUITY PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON EQUITY PARTNERS MASTER, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly