

MERITOR INC
Form SC TO-I/A
March 01, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A
(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Meritor, Inc.

See list of other subject companies
(Name of Subject Company (Issuer))

Meritor, Inc. (Issuer)

(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

4.625% Convertible Senior Notes Due 2026
(Title of Class of Securities)

043353 AF 8
(CUSIP Number of Class of Securities)

Kevin A. Nowlan
Senior Vice President and Chief Financial Officer
Meritor, Inc.
2135 West Maple Road
Troy, Michigan 48084-7186
(248) 435-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of Filing Person)

Marc A. Alpert, Esq.
Chadbourne & Parke LLP
1301 Avenue of the Americas
New York, New York 10019 6022
(212) 408-5100

CALCULATION OF FILING FEE

Transaction Valuation *
\$56,271,875

Amount of Filing Fee **
\$5,667

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the repurchase of all outstanding 4.625% Convertible Senior Notes due 2026 for the accreted principal amount outstanding plus accrued and unpaid interest to, but excluding, March 1, 2016.

** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,667

Form or Registration No.: Schedule TO-I (005-61023)

Filing Party: Meritor, Inc.

Date Filed: January 29, 2016

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.
issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.
amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

List of Other Subject Companies¹

Arvin European Holdings (UK) Limited
Arvin Holdings Netherlands B.V.
Arvin Technologies, Inc.
ArvinMeritor Brake Holdings, LLC
ArvinMeritor Filters Operating Co., LLC
ArvinMeritor, Inc.
ArvinMeritor Limited
ArvinMeritor OE, LLC
Arvinmeritor Sweden AB
ArvinMeritor Technology, LLC
AVM, Inc.
Maremont Corporation
Maremont Exhaust Products, Inc.
Meritor Aftermarket USA, LLC
Meritor Cayman Islands, Ltd.
Meritor Heavy Vehicle Braking Systems (U.S.A.), LLC
Meritor Heavy Vehicle Systems, LLC
Meritor Heavy Vehicle Systems (Singapore) Pte., Ltd.
Meritor Heavy Vehicle Systems (Venezuela), Inc.
Meritor Holdings, LLC
Meritor Holdings Netherlands B.V.
Meritor, Inc., a Nevada corporation
Meritor International Holdings, LLC
Meritor Luxembourg S.a.r.l.
Meritor Management Corp.
Meritor Netherlands B.V.
Meritor Technology, LLC

Each other subject company represents a direct or indirect subsidiary of the Issuer that has provided a subsidiary guarantee of the 4.625%
¹ Convertible Senior Notes due 2026.

EXPLANATORY NOTE

This Amendment No. 1 (Amendment) amends and supplements the Issuer Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Meritor, Inc., an Indiana corporation (the Company), on January 29, 2016 in connection with the right and option of each holder (the Option) to require the Company to repurchase for cash all or a portion of its 4.625% Convertible Senior Notes due 2026 (the Notes) on March 1, 2016, on the terms and subject to the conditions set forth in the Company Repurchase Notice to Holders of 4.625% Convertible Senior Notes due 2026, dated January 29, 2016 (the Company Repurchase Notice), and the related notice materials, as amended and supplemented from time to time (collectively, the Notice Documents). The Notice Documents are incorporated by reference in this Amendment. This Amendment amends and supplements the Schedule TO as set forth below and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended. Capitalized terms used herein and not otherwise defined herein shall have the meanings attributed to such terms in the Company Repurchase Notice.

The Option expired at 5:00 p.m., New York City time, on February 29, 2016. The Company has been advised by The Bank of New York Mellon Trust Company, N. A., as paying agent (the Paying Agent), that, pursuant to the terms of the Option, \$54,879,000 aggregate Accreted Principal Amount of the Notes outstanding were validly surrendered and not withdrawn prior to the expiration of the Option. The Company has accepted for purchase all of the Notes validly surrendered and not withdrawn. The repurchase price for the Notes was equal to 100% of the Accreted Principal Amount of the Notes repurchased plus accrued and unpaid interest, if any (including Additional Interest, if any), to, but excluding March 1, 2016. Accordingly, the aggregate repurchase price for all of the Notes validly surrendered and not withdrawn before the expiration of the Option was \$56,148,077. The Company has forwarded cash in payment of the repurchase price to the Paying Agent to distribute to each holder that validly surrendered and did not withdraw its Notes before the expiration of the Option; provided, however, that any accrued and unpaid interest (including Additional Interest, if any), will be paid not to the holder submitting the Notes for repurchase but to the holder of record as of the close of business on the record date of February 15, 2016. After the repurchase of Notes pursuant to the Option, Notes with an aggregate Accreted Principal Amount of \$121,000 remain outstanding.

Items 1 through 11.

Not applicable.

Item 12. Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| (a)(1)* | Company Repurchase Notice to Holders of 4.625% Convertible Senior Notes due 2026, dated January 29, 2016. |
| (b) | Not applicable. |
| (d)(1) | Indenture, dated as of March 7, 2006, between Meritor, Inc., an Indiana corporation formerly known as ArvinMeritor, Inc., and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (as successor to BNY Midwest Trust Company), as trustee, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on March 9, 2006, is incorporated herein by reference. |
| (g) | Not applicable. |
| (h) | Not applicable. |

* Previously filed as an exhibit to the Schedule TO-I filed on January 29, 2016.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 1, 2016

MERITOR, INC.

By: /s/ Kevin A. Nowlan
Name: Kevin A. Nowlan
Title: Senior Vice President and Chief
Financial Officer

EXHIBIT INDEX

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