

MERITOR INC
Form SC 13G/A
February 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

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

Meritor, Inc.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

59001K100
(CUSIP Number)

December 31, 2015
(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).

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| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| | Avenue Capital Management II, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 5 | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| 6 | 7,117,624 |
| | SOLE DISPOSITIVE POWER |
| 7 | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 7,117,624 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 7,117,624 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN |

ROW (9)

7.79%*

TYPE OF REPORTING PERSON

12

IA/PN

*See Disclosure in Item 4 of this Schedule 13G/A.

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| | |
|---|---|
| 1 | NAME OF REPORTING PERSONS Avenue Capital Management II GenPar, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware |
| | SOLE VOTING POWER 5 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER 6 7,117,624 |
| | SOLE DISPOSITIVE POWER 7 0 |
| | SHARED DISPOSITIVE POWER 8 7,117,624 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,117,624 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN |

ROW (9)

7.79%*

TYPE OF REPORTING PERSON

12

OO

*See Disclosure in Item 4 of this Schedule 13G/A.

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| | |
|---|--|
| 1 | NAME OF REPORTING PERSONS |
| | Marc Lasry |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | U.S. |
| | SOLE VOTING POWER |
| 5 | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| 6 | 7,117,624 |
| | SOLE DISPOSITIVE POWER |
| 7 | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 7,117,624 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 7,117,624 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN |

ROW (9)

7.79%*

TYPE OF REPORTING PERSON

12

IN/HC

*See Disclosure in Item 4 of this Schedule 13G/A.

SCHEDULE 13G/A

This Amendment No. 2 (this "Amendment") to the Schedule 13G filed on February 12, 2014 (the "Schedule 13G"), as amended by Amendment No. 1, filed on February 13, 2015, is being filed on behalf of Avenue Capital Management II, L.P., Avenue Capital Management II GenPar, LLC and Marc Lasry relating to shares of common stock, par value \$1.00 per share (the "Common Stock"), of Meritor, Inc., an Indiana corporation (the "Issuer").

Item 1

(a) Name of Issuer.

Meritor, Inc.

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

2135 West Maple Road
Troy, MI 48084

Item 2

(a) Name of Persons Filing: See cover pages Item 1

(b) Address of Principal Business Office, or, if none, residence.

c/o Avenue Capital Management II, L.P.
399 Park Avenue, 6th Floor
New York, NY 10022

(c) Citizenship:

See cover pages Item 4

(d) Title of Class of Securities:

Common Stock, par value \$1.00 per share

(e) CUSIP Number:

59001K100

Item 3 Statement filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c):

This Schedule 13G/A is being filed pursuant to Rule 13d-1(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by Avenue Capital Management II, L.P., an investment adviser (in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act) to each of the Avenue Funds (as defined herein). Avenue Capital Management II GenPar, LLC is the general partner of Avenue Capital Management II, L.P., and Marc Lasry is the managing member of Avenue Capital Management II GenPar, LLC.

Item 4 Ownership.

See cover pages Items 5-11.

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons are based upon 91,366,352 shares of Common Stock outstanding as of January 3, 2016, as reported in the Issuer's quarterly report on Form 10-Q for the fiscal quarter ended January 3, 2016 filed on February 4, 2016.

Collectively, the securities reported in this Schedule 13G/A are held by Avenue Investments, L.P., a Delaware limited partnership, Avenue Special Situations Fund VI (Master), L.P., a Delaware limited partnership, Avenue International Master, L.P., a Cayman Islands exempted limited partnership, Managed Accounts Master Fund Services – MAP 10, a trust organized under the laws of the Republic of Ireland, and Avenue Entrust Customized Portfolio SPC on behalf of and for the account of Avenue US/Europe Distressed Segregated Portfolio, a Cayman Island exempted company registered as a segregated portfolio company, Avenue PPF Opportunities Fund, L.P., a Cayman Islands exempted limited partnership, and Avenue Special Situations Fund VI (Master) LP Extended, a Delaware limited partnership (collectively, the "Avenue Funds"). Avenue Capital Management II, L.P., a Delaware limited partnership, is an investment adviser to each of the Avenue Funds. Avenue Capital Management II GenPar, LLC, a Delaware limited liability company, is the general partner of Avenue Capital Management II, L.P. Marc Lasry is the managing member of Avenue Capital Management II GenPar, LLC. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that they have formed a group.

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.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

¹ Avenue Capital Partners VI, LLC, GL Partners VI, LLC and Avenue Special Situations Fund VI (Master), L.P. (collectively, the "Former Reporting Persons") will no longer be Reporting Persons for purposes of Section 13d because the Former Reporting Persons no longer hold more than 5% of the Common Stock.

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

SIGNATURE

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

Dated: February 12, 2016

AVENUE CAPITAL MANAGEMENT II, L.P.

By: Avenue Capital Management II GenPar, LLC,
its General Partner

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

AVENUE CAPITAL MANAGEMENT II GENPAR, LLC

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry, Managing Member

MARC LASRY

By: /s/ Eric Ross

Name: Eric Ross

Title: Attorney-in-Fact for Marc Lasry

Exhibits

Power of Attorney for Marc Lasry, dated February 11, 2010 (incorporated by reference to Exhibit 24 to the Exhibit filing on Schedule 13G/A relating to beneficial ownership of shares of common stock, par value \$0.01 per 24 share, of Spectrum Brand Holdings, Inc., filed with the Securities and Exchange Commission on June 25, 2010).

Exhibit 99.1 Agreement of Reporting Persons
