

MERITOR INC  
Form SC 13G  
April 29, 2014

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

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

Meritor, Inc.  
(Name of  
Issuer)

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

59001K100  
(CUSIP  
Number)

April 22, 2014  
(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)

(Page 1 of 27

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 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).

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Castlerigg Master Investments Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	British Virgin Islands
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,293,687 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	3,293,687 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
PERSON

3,293,687 shares of  
Common Stock

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

**10**

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

**11**

3.4%  
TYPE OF  
REPORTING  
PERSON

**12**

CO

<b>1</b>	NAME OF REPORTING PERSONS
	Castlerigg International Limited CHECK THE APPROPRIATE <b>2</b> BOX IF A MEMBER (b) " OF A GROUP <b>3</b> SEC USE ONLY CITIZENSHIP OR <b>4</b> PLACE OF ORGANIZATION
	British Virgin Islands SOLE VOTING <b>5</b> POWER
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>6</b> 3,293,687 shares of Common Stock SOLE DISPOSITIVE <b>7</b> POWER
	0 SHARED DISPOSITIVE POWER
	<b>8</b> 3,293,687 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

3,293,687 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

3.4%  
TYPE OF  
12 REPORTING  
PERSON

CO

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Castlerigg International Holdings Limited
<b>3</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>4</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	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 3,293,687 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	3,293,687 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

3,293,687 shares of  
Common Stock

CHECK IF  
THE

AGGREGATE  
AMOUNT IN ..  
ROW (11)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

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

3.4%

TYPE OF  
REPORTING  
PERSON

CO

**10**

**11**

**12**



<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Castlerigg Offshore Holdings, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,293,687 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	3,293,687 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

3,293,687 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

3.4%  
TYPE OF  
12 REPORTING  
PERSON

CO

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Castlerigg Merger Arbitrage and Equity Event Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>3</b>	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	British Virgin Islands SOLE VOTING POWER
<b>5</b>	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	515,948 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	515,948 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

515,948 shares of  
Common Stock

CHECK IF  
THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (11)  
EXCLUDES

CERTAIN  
SHARES

PERCENT OF  
CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW  
(11) (see Item 5)

0.5%

TYPE OF  
REPORTING  
PERSON

**12**

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 (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	British Virgin Islands
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	515,948 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	515,948 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

CHECK IF  
THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

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

**11**

0.5%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Merger Arbitrage and Equity Event Master Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	British Virgin Islands
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	515,948 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	515,948 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
PERSON

515,948 shares of  
Common Stock

CHECK IF  
THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

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

**11**

0.5%  
TYPE OF  
REPORTING  
PERSON

**12**

CO



<b>1</b>	NAME OF REPORTING PERSONS  Castlerigg Global Equity Special Event Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>2</b>	OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	British Virgin Islands SOLE VOTING POWER
<b>5</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>6</b> 170,483 shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	0 SHARED DISPOSITIVE POWER
<b>8</b>	170,483 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

170,483 shares of  
Common Stock

CHECK IF  
THE

AGGREGATE  
AMOUNT IN ..  
ROW (11)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

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

0.2%

TYPE OF  
REPORTING  
PERSON

CO

10

11

12

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Global Equity Special Event Intermediate Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	
	British Virgin Islands
	SOLE VOTING POWER
<b>5</b>	
	0 SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	170,483 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>7</b>	
	0 SHARED DISPOSITIVE POWER
<b>8</b>	
	170,483 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
PERSON

170,483 shares of  
Common Stock

CHECK IF  
THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

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

**11**

0.2%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Castlerigg Global Equity Special Event Master Fund Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) "
<b>3</b>	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	British Virgin Islands SOLE VOTING POWER
<b>5</b>	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	170,483 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	170,483 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

170,483 shares of  
Common Stock

CHECK IF  
THE

AGGREGATE  
AMOUNT IN ..  
ROW (11)

**10**

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW  
(11) (see Item 5)

0.2%

TYPE OF  
REPORTING  
PERSON

**12**

CO

	NAME OF REPORTING PERSONS
<b>1</b>	Merrill Lynch Investment Solutions SICAV (on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund)
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Luxembourg
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>5</b>	0
	SHARED VOTING POWER
<b>6</b>	1,023,082 shares of Common Stock
	SOLE DISPOSITIVE POWER
<b>7</b>	0
	SHARED DISPOSITIVE POWER
<b>8</b>	1,023,082 shares of

9 Common Stock  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10 1,023,082 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

12 1.1%  
TYPE OF  
REPORTING  
PERSON

CO



<b>1</b>	NAME OF REPORTING PERSONS
	Sandell Investment Services, L.L.C.
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>7</b>	SOLE DISPOSITIVE POWER
	0 SHARED DISPOSITIVE POWER
<b>8</b>	1,023,082 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
PERSON

1,023,082 shares of  
Common Stock

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

**10**

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

**11**

1.1%  
TYPE OF  
REPORTING  
PERSON

**12**

CO; IA

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Pulteney Street Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b> 30,552 shares of Common Stock
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	30,552 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

30,552 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

0.0%  
TYPE OF  
REPORTING  
12 PERSON

PN

<b>1</b>	NAME OF REPORTING PERSONS
<b>2</b>	Sandell Asset Management Corp. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Cayman Islands
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	4,010,670 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER
<b>9</b>	4,010,670 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

4,010,670 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

4.1%  
TYPE OF  
REPORTING  
12 PERSON  
CO; IA

<b>1</b>	NAME OF REPORTING PERSONS
	Thomas E. Sandell
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Sweden
<b>5</b>	SOLE VOTING POWER
	0
	SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	5,033,752 shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0
	SHARED DISPOSITIVE POWER
<b>8</b>	
	5,033,752 shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

5,033,752 shares of  
Common Stock  
CHECK IF  
THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(11) (see Item 5)

5.2%  
12 TYPE OF  
REPORTING  
PERSON

IN



**Item 1(a). NAME OF ISSUER**

The name of the issuer is Meritor, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 2135 West Maple Road, Troy, Michigan 48084.

**Item 2(a). NAME OF PERSON FILING**

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 Global Equity Special Event Fund, Ltd., a British Virgin Islands company ("CGESE Fund"); (ix) Castlerigg Global Equity Special Event Intermediate Fund, L.P., a British Virgin Islands limited partnership ("CGESE Intermediate"); (x) Castlerigg Global Equity Special Event Master Fund, Ltd., a British Virgin Islands company ("CGESE 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, CGESE Fund, CGESE Intermediate, CGESE Master, MLIS, SIS, Pulteney Partners and SAMC, the "Reporting Persons").

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The principal business address of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CGESE Fund, CGESE Intermediate and CGESE 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, Uglan 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, 6th Floor, New York, NY 10022. The principal business address of SIS, SAMC and Mr. Sandell is 540 Madison Ave., 36th Floor, New York, New York 10022.



**Item 2(c). CITIZENSHIP**

Each of Castlerigg Master Investment, Castlerigg International, Castlerigg Holdings, CMAEE Fund, CMAEE Intermediate, CMAEE Master, CGESE Fund, CGESE Intermediate and CGESE 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.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, \$1.00 par value ("Common Stock").

**Item 2(e). CUSIP NUMBER**

59001K100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "  
A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (g) "  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "  
A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (i) "  
A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The percentages used herein are calculated based upon 97,757,436 shares of Common Stock outstanding, which reflects the number of shares of Common Stock outstanding as of December 29, 2013, as reported in the Company's quarterly report on Form 10-Q filed on January 30, 2014.

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

**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**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

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By signing below each of the Reporting Persons certifies that, to the best of its or his 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.

CUSIP No. 59001K100 SCHEDULE 13G Page 20 of 27 Pages

**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: April 29, 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

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**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



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**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

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**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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EXHIBIT A

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 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 filing agreements. 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 or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: April 29, 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

CUSIP No. 59001K100 SCHEDULE 13G Page 25 of 27 Pages

**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

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Name: Thomas E. Sandell  
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umbrella fund with segregated liability between sub-funds  
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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**