
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): October 25, 2016 (October 25, 2016)

**WESTINGHOUSE AIR BRAKE
TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

033-90866
(Commission
File No.)

25-1615902
(I.R.S. Employer
Identification No.)

1001 Air Brake Avenue
Wilmerding, Pennsylvania
(Address of Principal Executive Offices)

15148
(Zip Code)

(412) 825-1000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 2.02 Results of Operations and Financial Condition.

On October 25, 2016, Westinghouse Air Brake Technologies Corporation (the “Company”) issued a press release reporting, among other things, the Company’s 2016 third quarter results. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 2.02 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01. Regulation FD Disclosure.

On October 25, 2016, the Company issued a press release which, among other things, updated previously provided earnings guidance for fiscal year 2016. A copy of the press release is attached to this report as Exhibit 99.1 and the second paragraph discussing 2016 guidance is incorporated into this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On October 25, 2016, the Company issued a press release that provided an update on the Company’s acquisition of Faiveley Transport, S.A. (“Faiveley”). The Company anticipates completing the purchase of the Faiveley family shares, which equals 51% of Faiveley’s outstanding shares, in November, subject to receiving the remaining regulatory approvals. At such point, Wabtec will issue a tender offer for the remaining public shares of Faiveley. The terms of the Faiveley transaction were modified on October 24, 2016. The modified terms include: (i) the terms of the material agreements have been extended to December 31, 2016 from the original date of October 27, 2016 (the Company can elect to further extend the term to March 21, 2017); (ii) the Company will acquire the Faiveley family shares for €100 per share with between 25% to 45% of the consideration to be paid in cash, with the remaining consideration consisting of between 4.8 million to 6.3 million shares of the Company’s common stock, depending on the percentage of cash the family chooses to take; (iii) public shareholders of Faiveley can elect to take 100% of the consideration in cash at €100 per share, or a portion in the Company’s common shares, capped at the same percentage of consideration chosen by the Faiveley family; and (iv) no Company preferred shares will be issued as part of the transaction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

The following exhibit is furnished with this report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 25, 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTINGHOUSE AIR BRAKE
TECHNOLOGIES CORPORATION

By: /s/ Patrick D. Dugan

Patrick D. Dugan
Senior Vice President and Chief Financial Officer

Date: October 25, 2016

EXHIBIT INDEX

Exhibits
99.1 Press release issued by Westinghouse Air Brake Technologies Corporation on October 25, 2016



Wabtec Reports 3Q Results, Updates Guidance; Modifies Terms For Acquisition of Faiveley Transport

WILMERDING, PA, Oct. 25, 2016 – Wabtec Corporation (NYSE: WAB) today reported results for the 2016 third quarter, updated 2016 full-year guidance and announced modified terms for its acquisition of Faiveley Transport.

2016 Third Quarter Results

- Third quarter sales were \$676 million, with higher sales in the Transit Group more than offset by lower sales in the Freight Group. Freight Group sales were affected mainly by lower revenues from train control-related equipment and services, a decrease in rail traffic volumes, and lower industry deliveries of new freight cars and locomotives. Changes in foreign exchange rates reduced total net sales by \$18 million compared to the year-ago quarter.
- Income from operations was \$120 million, or 17.8 percent of sales. Excluding expenses of about \$3.2 million related to the pending acquisition of Faiveley Transport, adjusted income from operations was \$123 million, or 18.3 percent of sales.
- Earnings per diluted share were 91 cents. Excluding the Faiveley Transport acquisition expenses of about 3 cents per diluted share, adjusted earnings per diluted share were 94 cents.
- The company generated cash flow from operations of \$247 million in the first nine months of the year. During the quarter, the company repurchased 1,096,408 shares for \$78 million, or about \$71.52 per share; Wabtec has about \$138 million remaining under the current repurchase authorization. At Sept. 30, 2016, the company had cash of \$250 million, an additional \$210 million of cash held in escrow for the Faiveley Transport acquisition and debt of \$820 million.

2016 Full-Year Guidance

Based on its year-to-date results and outlook for the rest of the year, Wabtec updated its full-year 2016 guidance as follows: Revenues are now expected to be down about 12 percent compared to 2015, and earnings per diluted share are now expected to be between \$4.00-\$4.04. This guidance does not include costs for restructuring activities or expenses related to the Faiveley Transport acquisition. Faiveley Transport is a global supplier of high added value integrated systems for the railway industry with annual revenues of about \$1.2 billion.

Raymond T. Betler, Wabtec's president and chief executive officer, said: "Our transit business continues to perform well, while the freight markets remain challenging due to overall rail industry conditions and the sluggish global economy. We have continued to focus on controlling what we can by aggressively reducing costs, generating cash and investing in our growth opportunities, including acquisitions. At the same time, we are progressing toward completion of the Faiveley Transport acquisition and remain excited by its growth and improvement opportunities."

Contact:

Tim Wesley

Phone: 412.825.1543

E-mail: twesley@wabtec.com

Website: www.wabtec.com

Wabtec Corporation

1001 Air Brake Avenue

Wilmerding, PA 15148

Faiveley Transport Update

Wabtec expects to complete the purchase of the Faiveley family stake, which equals about 51 percent of Faiveley Transport's outstanding shares, in November, subject to receiving the remaining regulatory approvals. Upon completion of that purchase, Wabtec will launch a tender offer for Faiveley Transport's remaining public shares. Terms of the transaction with the Faiveley family and Faiveley Transport were modified on Oct. 24, 2016 as follows:

- The parties have extended the term of their agreements to Dec. 31, 2016, from the original date of Oct. 27, 2016. Wabtec can elect to extend the term to March 31, 2017.
- Wabtec will acquire the Faiveley family stake for €100 per share, with between 25 percent to 45 percent of the consideration to be paid in cash. The remaining consideration will consist of between 4.8 million to 6.3 million shares of Wabtec common stock, depending on the percentage of cash the family chooses to take.
- Public shareholders of Faiveley Transport can elect to take 100 percent of their consideration in cash at €100 per share, or a portion in Wabtec common shares, capped at the same percentage of consideration chosen by the Faiveley family.
- No Wabtec preferred shares will be issued as part of the transaction.

Wabtec Corporation (www.wabtec.com) is a global provider of value-added, technology-based products and services for rail and other industrial markets.

This release contains forward-looking statements, such as statements regarding the company's expectations about future earnings. Actual results could differ materially from the results suggested in any forward-looking statement. Factors that could cause or contribute to these material differences include, but are not limited to, an economic slowdown in the markets we serve; changes in foreign currency exchange rates; a decrease in freight or passenger rail traffic; an increase in manufacturing costs; and other factors contained in the company's filings with the Securities and Exchange Commission. The company assumes no obligation to update these statements or advise of changes in the assumptions on which they are based.

Wabtec will host a call with analysts and investors at 10 a.m., eastern time, today. To listen, go to www.wabtec.com and click on the "Webcasts" tab in the "Investors" section.

Contact:**Tim Wesley**

Phone: 412.825.1543

E-mail: twesley@wabtec.comWebsite: www.wabtec.comWabtec Corporation
1001 Air Brake Avenue
Wilmerding, PA 15148