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

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**FORM 8-K**

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

**Date of Report (Date of Earliest Event Reported): February 20, 2018 (February 20, 2018)**

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**WESTINGHOUSE AIR BRAKE  
TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**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.)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02 Results of Operations and Financial Condition.**

On February 20, 2018, Westinghouse Air Brake Technologies Corporation (the “Company”) issued a press release reporting, among other things, the Company’s 2017 fourth 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 February 20, 2018, the Company issued a press release which, among other things, provided earnings guidance for fiscal year 2018. A copy of the press release is attached to this report as Exhibit 99.1 and the first paragraph under the heading “2018 Financial Guidance” which discusses 2018 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 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	<a href="#">Press release dated February 20, 2018</a>

**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**

**Executive Vice President and Chief Financial Officer**

Date: February 20, 2018



### **Wabtec Reports Results For 2017 4Q and Full Year, Issues 2018 Financial Guidance**

WILMERDING, PA, Feb. 20, 2018 – Wabtec Corporation (NYSE: WAB) today reported results for the 2017 fourth quarter and full year, and issued 2018 financial guidance.

#### **2017 Summary**

In the fourth quarter of 2017, Wabtec had sales of \$1.08 billion and GAAP earnings per diluted share of 51 cents. Excluding certain items related to the integration of Faiveley Transport (see discussion and reconciliation table below), the company had adjusted earnings per diluted share of 90 cents.

For the full year of 2017, Wabtec had sales of \$3.88 billion and GAAP earnings per diluted share of \$2.72. Excluding certain items related to the integration of Faiveley Transport (see discussion and reconciliation table below), the company had adjusted earnings per diluted share of \$3.43.

#### **2018 Financial Guidance**

In 2018, Wabtec expects sales to be about \$4.1 billion and adjusted earnings per diluted share to be about \$3.80 excluding expected restructuring and integration charges. The company's operating margin target for the full year is about 13.5 percent, and its effective tax rate for the full year is expected to be about 23.5 percent. For the year, Wabtec expects cash flow from operations to exceed net income. The company expects adjusted earnings per diluted share in the first quarter of 2018 to be similar to its adjusted earnings per diluted share in the fourth quarter of 2017.

Raymond T. Betler, Wabtec's president and chief executive officer, said: "After a year of transition in 2017, during which we made excellent progress on the Faiveley integration and continued to invest in our worldwide growth opportunities, we are confident the company is positioned for improved performance in 2018. We have a record backlog, we're seeing improvements in the freight aftermarket, and our Wabtec Excellence Program provides the fuel to increase margins over time. We are committed to achieving our 2018 plan and excited about Wabtec's long-term growth prospects."

#### **2017 Fourth Quarter Consolidated Results**

- Sales were \$1.08 billion, a 42 percent increase compared to the year-ago quarter. The increase was driven by sales from acquisitions of \$219 million, organic sales growth of \$80 million and a benefit from changes in foreign currency exchange rates of \$17 million.
- Income from operations was \$91 million including expenses of \$24 million for contract adjustments to reflect higher-than-expected costs to complete certain contracts and \$18 million for restructuring and integration actions. Excluding these expenses, the company's operating margin was 12.4 percent, lower than expected mainly due to a negative product mix and higher project costs in the U.K.
- Net interest expense was \$18 million, and other income was \$1.2 million mainly due to net, non-cash foreign currency exchange rate gains.
- Income tax expense was \$25 million for an effective tax rate of 33.5 percent. In the quarter, the company recorded the following impact from the U.S. tax reform bill that was enacted in December 2017: a \$55 million expense for the repatriation tax, and a \$47 million benefit from a reduction in deferred tax liabilities; this resulted in a net expense from U.S. tax reform in the fourth quarter of \$8 million. Excluding the impact of U.S. tax reform, the company's effective tax rate in the fourth quarter was 22.9 percent.

#### **Contact:**

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Wabtec Corporation  
 1001 Air Brake Avenue  
 Wilmerding, PA 15148

- Earnings per diluted share were 51 cents including the following: Expenses of 18 cents per diluted share for the contract adjustments, expenses of 13 cents per diluted share for the restructuring and integration actions, and expenses of 8 cents per diluted share for the impact of U.S. tax reform. Excluding these items, adjusted earnings per diluted share were 90 cents. (See reconciliation table below.)

#### 2017 Fourth Quarter Segment Results

- In the Transit segment, sales increased 70 percent and income from operations increased 41 percent compared to the year-ago fourth quarter. The sales increase was driven by sales from acquisitions of \$192 million, organic sales growth of \$88 million and a benefit from changes in foreign currency exchange rates of \$13 million. Income from operations included expenses for contract adjustments and restructuring and integration of \$35 million. Excluding these expenses, adjusted income from operations increased 191 percent and the segment's adjusted operating margin was 9.5 percent.
- In the Freight segment, sales increased 7 percent and income from operations increased 1 percent. The sales increase was driven by sales from acquisitions of \$27 million and a benefit from changes in foreign currency exchange rates of \$4 million, which more than offset an organic sales decrease of \$9 million. Income from operations included expenses for contract adjustments and restructuring and integration of \$6 million. Excluding these expenses, adjusted income from operations increased 11 percent and the segment's adjusted operating margin was 20.5 percent.

#### 2017 Fourth Quarter Cash From Operations, Backlog and Other Information

- Cash from operations was \$162 million for the fourth quarter, the highest quarter of the year, due in part to a reduction in working capital.
- At Dec. 31, the company had cash of \$233 million and debt of \$1.87 billion.
- During the quarter, the company's total, multi-year backlog increased 2 percent compared to the third quarter, to a record \$4.6 billion. The company's 12-month backlog, a subset of the total, increased 3 percent compared to the third quarter, to a record \$2.31 billion. New orders included train control contracts worth about \$140 million to provide equipment, project management and aftermarket services for various customers.
- In the fourth quarter, Wabtec acquired Melett, a manufacturer of turbochargers; AM General, a manufacturer of fire protection and extinguishing systems; and Axiom Rail Components, a supplier of bogies and adaptable suspension systems. Combined, the companies have annual sales of about \$85 million.

#### 2017 Full Year Consolidated Results

- Sales were \$3.88 billion, a 32 percent increase compared to 2016. The sales increase was driven by sales from acquisitions of \$1.18 billion, which more than offset a decrease in organic sales of \$227 million and a decrease of \$5 million from changes in foreign currency exchange rates.
- Income from operations was \$422 million including expenses of \$44 million for contract adjustments and \$41 million for restructuring and integration actions. Excluding these expenses, the company's operating margin was 13.1 percent.
- Net interest expense was \$69 million, and other expense was \$1 million, mainly due to net, non-cash foreign currency exchange rate losses.
- Income tax expense was \$90 million for an effective tax rate of 25.5 percent. Excluding the impact of U.S. tax reform, the company's effective tax rate was 23.3 percent.

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- Earnings per diluted share were \$2.72 including the following: Expenses of 32 cents per diluted share for the contract adjustments, expenses of 30 cents per diluted share for the restructuring and integration actions, and expenses of 9 cents per diluted share mainly for the impact of various tax items, including U.S. tax reform. Excluding these items, adjusted earnings per diluted share were \$3.43. (See reconciliation table.)

### 2017 Full Year Segment Results

- In the Transit segment, sales increased 79 percent and income from operations increased 10 percent compared to the prior year. The sales increase was driven by sales from acquisitions of \$1.04 billion and organic sales growth of \$68 million, which more than offset a decrease of \$6 million from changes in foreign currency exchange rates. Income from operations included expenses for contract adjustments and restructuring and integration of \$65 million. Excluding these expenses, adjusted income from operations increased 48 percent and the segment's adjusted operating margin was 10.1 percent.
- In the Freight segment, sales decreased 9 percent and income from operations decreased 23 percent. The sales decrease was driven by an organic sales decrease of \$295 million, which more than offset sales from acquisitions of \$148 million and a benefit from changes in foreign currency exchange rates of \$1 million. Income from operations included expenses for contract adjustments and restructuring and integration of \$15 million. Excluding these expenses, adjusted income from operations decreased 19 percent and the segment's adjusted operating margin was 20 percent.

Wabtec Corporation ([www.wabtec.com](http://www.wabtec.com)) is a leading global provider of equipment, systems and value-added services for transit and freight rail. Through its subsidiaries, the company manufactures a range of products for locomotives, freight cars and passenger transit vehicles. The company also builds new switcher and commuter locomotives, and provides aftermarket services. The company has facilities located throughout the world.

This release contains forward-looking statements, such as statements regarding the company's expectations about future revenues and 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 the expected timing and profitability of projects; 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 via webcast, go to [www.wabtec.com](http://www.wabtec.com) and click on "Webcasts" in the "Investor Relations" section. An audio replay of the call will also be available by calling 412-317-0088 (passcode: 466#).**

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF INCOME**  
**FOR THE THREE AND TWELVE MONTHS ENDED DECEMBER 31, 2017 AND 2016**  
**(AMOUNTS IN THOUSANDS EXCEPT PER SHARE DATA)**  
**(UNAUDITED)**

	Fourth Quarter 2017	Fourth Quarter 2016	For the Year Ended 2017	For the Year Ended 2016
Net sales	\$ 1,075,538	\$ 759,982	\$ 3,881,756	\$ 2,931,188
Cost of sales	(807,098)	(540,793)	(2,816,443)	(2,006,949)
Gross profit	268,440	219,189	1,065,313	924,239
<i>Gross profit as a % of Net Sales</i>	25.0%	28.8%	27.4%	31.5%
Selling, general and administrative expenses	(144,145)	(130,687)	(511,898)	(371,805)
Engineering expenses	(23,655)	(19,104)	(95,166)	(71,375)
Amortization expense	(9,477)	(6,598)	(36,516)	(22,698)
Total operating expenses	(177,277)	(156,389)	(643,580)	(465,878)
<i>Operating expenses as a % of Net Sales</i>	16.5%	20.6%	16.6%	15.9%
Income from operations	91,163	62,800	421,733	458,361
<i>Income from operations as a % of Net Sales</i>	8.5%	8.3%	10.9%	15.6%
Interest expense, net	(17,679)	(26,664)	(68,704)	(42,561)
Other (expense) income, net	1,200	(3,076)	(966)	(2,963)
Income from operations before income taxes	74,684	33,060	352,063	412,837
Income tax expense	(24,997)	13,268	(89,773)	(99,433)
<i>Effective tax rate</i>	33.5%	-40.1%	25.5%	24.1%
Net Income	49,687	46,328	262,290	313,404
Less: Net (Gain) Loss attributable to noncontrolling interest	(739)	(8,517)	(29)	(8,517)
Net income attributable to Wabtec shareholders	<u>\$ 48,948</u>	<u>\$ 37,811</u>	<u>\$ 262,261</u>	<u>\$ 304,887</u>
<b>Earnings Per Common Share</b>				
<b>Basic</b>				
Net income attributable to Wabtec shareholders	<u>\$ 0.51</u>	<u>\$ 0.42</u>	<u>\$ 2.74</u>	<u>\$ 3.37</u>
<b>Diluted</b>				
Net income attributable to Wabtec shareholders	<u>\$ 0.51</u>	<u>\$ 0.42</u>	<u>\$ 2.72</u>	<u>\$ 3.34</u>
<b>Weighted average shares outstanding</b>				
Basic	<u>95,714</u>	<u>89,445</u>	<u>95,453</u>	<u>90,359</u>
Diluted	<u>96,368</u>	<u>90,228</u>	<u>96,125</u>	<u>91,141</u>
<b>Segment Information</b>				
Freight Net Sales	\$ 363,629	\$ 341,364	\$ 1,396,588	\$ 1,543,098
Freight Income from Operations	\$ 68,275	\$ 67,465	\$ 264,603	\$ 344,455
Freight Operating Margin	18.8%	19.8%	18.9%	22.3%
Transit Net Sales	\$ 711,909	\$ 418,618	\$ 2,485,168	\$ 1,388,090
Transit Income from Operations	\$ 32,645	\$ 23,125	\$ 188,546	\$ 171,446
Transit Operating Margin	4.6%	5.5%	7.6%	12.4%
<b>Backlog Information (Note: 12-month is a sub-set of total)</b>				
	<b>December 31, 2017</b>	<b>September 30, 2017</b>		
Freight Total	<u>\$ 549,188</u>	<u>\$ 610,686</u>		
Transit Total	<u>\$ 4,050,460</u>	<u>\$ 3,920,280</u>		
Wabtec Total	<u>\$ 4,599,648</u>	<u>\$ 4,530,966</u>		
Freight 12-Month	<u>\$ 423,805</u>	<u>\$ 419,659</u>		
Transit 12-Month	<u>\$ 1,891,079</u>	<u>\$ 1,822,208</u>		
Wabtec 12-Month	<u>\$ 2,314,884</u>	<u>\$ 2,241,867</u>		

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

<i>In thousands</i>	<u>Unaudited</u> <u>December 31, 2017</u>	<u>December 31, 2016</u>
Cash and cash equivalents	\$ 233,401	\$ 398,484
Receivables, net	1,166,787	942,508
Inventories	742,634	658,510
Current assets - other	<u>122,291</u>	<u>868,129</u>
<b>Total current assets</b>	<b>2,265,113</b>	<b>2,867,631</b>
Property, plant and equipment, net	573,972	518,376
Goodwill	2,460,103	2,078,765
Other intangibles, net	1,204,432	1,053,860
Other long term assets	<u>76,360</u>	<u>62,386</u>
<b>Total assets</b>	<b>\$ 6,579,980</b>	<b>\$ 6,581,018</b>
Current liabilities	<u>\$ 1,573,330</u>	<u>\$ 1,446,639</u>
Long-term debt	1,823,303	1,762,967
Long-term liabilities - other	<u>354,815</u>	<u>394,587</u>
<b>Total liabilities</b>	<b>3,751,448</b>	<b>3,604,193</b>
Shareholders' equity	2,808,868	2,205,977
Non-controlling interest	<u>19,664</u>	<u>770,848</u>
<b>Total shareholders' equity</b>	<b>\$ 2,828,532</b>	<b>\$ 2,976,825</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 6,579,980</b>	<b>\$ 6,581,018</b>



**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

<i>In thousands</i>	<b>Unaudited</b>	
	<b>Twelve Months Ended</b>	<b>December 31,</b>
	<b>2017</b>	<b>2016</b>
Net cash provided by operating activities	\$ 188,811	\$ 450,530
Net cash used in investing activities	(275,729)	(775,065)
Net cash (used in) provided by financing activities	(97,431)	522,971
Effect of changes in currency exchange rates	19,266	(26,143)
(Decrease) increase in cash	(165,083)	172,293
Cash, beginning of period	398,484	226,191
Cash, end of period	<u>\$ 233,401</u>	<u>\$ 398,484</u>

