

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

Westinghouse Air Brake Technologies Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

929740108
(Cusip Number)

December 31, 2018
(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).

(Continued on following pages)

Page 1 of 39 Pages

Exhibit Index Found on Page 37

Page 1 of 37 Pages

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Partners, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b)

2

**** The reporting persons
making this filing hold an aggregate
of 5,531,059 Shares, which is 5.7%
of the class of securities. The
reporting person on this cover page,
however, is a beneficial owner only
of the securities reported by it on
this cover page.
SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**California
NUMBER OF SOLE VOTING POWER**

5

**-0-
SHARED VOTING POWER
BENEFICIALLY**

6

**OWNED BY
728,906
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

728,906

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

728,906

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.8%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Institutional
Partners, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

**** The reporting persons
making this filing hold an aggregate
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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**NUMBER OF California
SOLE VOTING POWER**

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

6

**OWNED BY
829,446**

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

829,446

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

829,446

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.9%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Institutional
Partners II, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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of 5,531,059 Shares, which is 5.7%
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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**NUMBER OF California
SOLE VOTING POWER**

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

6

**OWNED BY
151,469**

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

151,469

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

151,469

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Institutional
Partners III, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Delaware
SOLE VOTING POWER

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY
113,633

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

113,633

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

113,633

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Four Crossings Institutional
Partners V, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
NUMBER OF SOLE VOTING POWER**

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

6

**OWNED BY
146,162**

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

146,162

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

146,162

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Offshore Investors
II, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Cayman Islands
SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY **SHARED VOTING POWER**

6

OWNED BY
1,571,697

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

1,571,697

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

1,571,697

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

1.6%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital (AM) Investors,
L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Delaware
SOLE VOTING POWER

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY
59,511

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

59,511

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

59,511

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital AA Investors, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
SOLE VOTING POWER**

NUMBER OF

5

SHARES

**-0-
SHARED VOTING POWER**

BENEFICIALLY

6

OWNED BY

**95,626
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

95,626

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

95,626

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital F5 Master I, L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
SOLE VOTING POWER**

NUMBER OF

5

SHARES

**-0-
SHARED VOTING POWER**

BENEFICIALLY

6

OWNED BY

**89,776
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

89,776

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

89,776

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Equity Partners Master,
L.P.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Cayman Islands
SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY **SHARED VOTING POWER**

6

OWNED BY
1,744,833

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

1,744,833

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

1,744,833

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

1.8%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

PN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Capital Management,
L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Delaware
SOLE VOTING POWER

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

0

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

0

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

0

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.0%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IA, OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Partners, L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
SOLE VOTING POWER**

NUMBER OF

5

SHARES

**-0-
SHARED VOTING POWER**

BENEFICIALLY

6

OWNED BY

**5,441,283
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,441,283

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,441,283

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.6%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon AA GP, L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
SOLE VOTING POWER**

NUMBER OF

5

SHARES

**-0-
SHARED VOTING POWER**

BENEFICIALLY

6

OWNED BY

**95,626
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

95,626

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

95,626

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Institutional (GP) V,
L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Delaware
SOLE VOTING POWER

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY
146,162

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

146,162

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

146,162

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon F5 (GP), L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**Delaware
SOLE VOTING POWER**

NUMBER OF

5

SHARES

**-0-
SHARED VOTING POWER**

BENEFICIALLY

6

OWNED BY

**89,776
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

89,776

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

89,776

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

0.1%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Farallon Equity Partners (GP),
L.L.C.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

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making this filing hold an aggregate
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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF Delaware
SOLE VOTING POWER

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

1,744,833

SOLE DISPOSITIVE POWER

EACH **7**

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

1,744,833

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

1,744,833

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

1.8%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

OO

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Philip D. Dreyfuss
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) **

2

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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES

-0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Michael B. Fisch
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES

-0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Richard B. Fried
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES

-0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

David T. Kim
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
SEC USE ONLY

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES **-0-**
SHARED VOTING POWER
BENEFICIALLY

6

OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Monica R. Landry
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES -0-
SHARED VOTING POWER

BENEFICIALLY

6

OWNED BY

5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Michael G. Linn
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

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SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
NUMBER OF **SOLE VOTING POWER**

5

SHARES **-0-**
SHARED VOTING POWER
BENEFICIALLY

6

OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Rajiv A. Patel
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES **-0-**
SHARED VOTING POWER
BENEFICIALLY

6

OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

**Thomas G. Roberts, Jr.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)**

(a)

(b) **

2

**** The reporting persons
making this filing hold an aggregate
of 5,531,059 Shares, which is 5.7%
of the class of securities. The
reporting person on this cover page,
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of the securities reported by it on
this cover page.
SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

**United States
NUMBER OF SOLE VOTING POWER**

5

**-0-
SHARES SHARED VOTING POWER
BENEFICIALLY**

6

**OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

William Seybold
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES **-0-**
SHARED VOTING POWER
BENEFICIALLY

6

OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Andrew J. M. Spokes
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF **United Kingdom**
SOLE VOTING POWER

5

SHARES **-0-**
6SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,531,059
SOLE DISPOSITIVE POWER
EACH
7

-0-
8 SHARED DISPOSITIVE POWER
REPORTING
PERSON WITH

5,531,059
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
9

5,531,059
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES

10
CERTAIN SHARES (See
Instructions)

..

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)
11

5.7%
TYPE OF REPORTING PERSON
(See Instructions)
12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

John R. Warren
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

NUMBER OF United States
SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY 6**SHARED VOTING POWER**

OWNED BY

5,531,059
SOLE DISPOSITIVE POWER
EACH
7
-0-
REPORTING **8 SHARED DISPOSITIVE POWER**
PERSON WITH

5,531,059
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
9

5,531,059
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES

10 **CERTAIN SHARES (See**
Instructions)

..

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)
11

5.7%
TYPE OF REPORTING PERSON
(See Instructions)
12

IN

13G

CUSIP No. 929740108

**NAMES OF REPORTING
PERSONS**

1

Mark C. Wehrly
**CHECK THE APPROPRIATE
BOX IF A MEMBER OF A GROUP**
(See Instructions)

(a)

(b) **

2

** **The reporting persons
making this filing hold an aggregate
of 5,531,059 Shares, which is 5.7%
of the class of securities. The
reporting person on this cover page,
however, is a beneficial owner only
of the securities reported by it on
this cover page.**
SEC USE ONLY

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

United States
SOLE VOTING POWER

NUMBER OF

5

SHARES **-0-**
BENEFICIALLY **SHARED VOTING POWER**

6

OWNED BY
5,531,059
7SOLE DISPOSITIVE POWER

EACH

-0-

8 SHARED DISPOSITIVE POWER

REPORTING

PERSON WITH

5,531,059

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON**

9

5,531,059

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

..

**PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)**

11

5.7%

**TYPE OF REPORTING PERSON
(See Instructions)**

12

IN

This Amendment No.2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on November 22, 2017 (together with all prior and current amendments thereto, this "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Westinghouse Air Brake Technologies Corporation (the "Company")

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

1001 Air Brake Avenue

Wilmerding, PA 15148

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 929740108.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;

(vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOLII"), with respect to the Shares held by it;

(vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it;

(viii) Farallon Capital AA Investors, L.P., a Delaware limited partnership ("FCAAI"), with respect to the Shares held by it;

(ix) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it; and

(x) Farallon Equity Partners Master, L.P., a Cayman Islands exempted limited partnership ("FEPM"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI, FCAAI, F5MI and FEPM are together referred to herein as the "Farallon Funds."

The Management Company

(xi) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by one or more accounts (the "Managed Accounts"), each as managed by the Management Company.

The Farallon General Partner

(xii) Farallon Partners, L.L.C., a Delaware limited liability company (the "Farallon General Partner"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and (ii) the sole member of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner each (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCAAI General Partner

- (xiii) Farallon AA GP, L.L.C., a Delaware limited liability company (the "FCAAI General Partner"), which is the general partner of FCAAI, with respect to the Shares held by FCAAI.

The FCIP V General Partner

- (xiv) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

(xv) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The FEPM General Partner

(xvi) Farallon Equity Partners (GP), L.L.C., a Delaware limited liability company (the "FEPM General Partner"), which is the general partner of FEPM, with respect to the Shares held by FEPM.

The Farallon Individual Reporting Persons

(xvii) The following persons, each of whom is a managing member of both the Farallon General Partner and the Management Company, a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Philip D. Dreyfuss ("Dreyfuss"), Michael B. Fisch ("Fisch"), Richard B. Fried ("Fried"), David T. Kim ("Kim"), Monica R. Landry ("Landry"), Michael G. Linn ("Linn"), Rajiv A. Patel ("Patel"), Thomas G. Roberts, Jr. ("Roberts"), William Seybold ("Seybold"), Andrew J. M. Spokes ("Spokes"), John R. Warren ("Warren") and Mark C. Wehrly ("Wehrly").

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner, the FCAAI General Partner, the FCIP V General Partner, the F5MI General Partner and the FEPM General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

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

Page 32 of 37 Pages

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds, and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds other than F5MI and the sole member of each of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCAAI General Partner, as general partner of FCAAI, may be deemed to be a beneficial owner of all such Shares owned by FCAAI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The FEPM General Partner, as general partner of FEPM, may be deemed to be a beneficial owner of all such Shares owned by FEPM. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, the FCIP V General Partner and the FEPM General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. **Each of the Management Company, the Farallon General Partner, the the FCAAI General Partner, FCIP V General Partner, the F5MI General Partner, the FEPM General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**

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

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my 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, other than activities solely in connection with a nomination under §240.14a-11.

Page 34 of 37 Pages

SIGNATURES

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

Dated: February 13, 2019

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

FARALLON AA GP, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL AA INVESTORS, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By Monica R. Landry, Authorized Signatory

/s/ Monica R. Landry

FARALLON EQUITY PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON EQUITY PARTNERS MASTER, L.P.

By Monica R. Landry, Manager

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fisch, Fried, Kim, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Dreyfuss and Seybold authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on January 11, 2017 by such Reporting Persons with respect to the Ordinary Shares of Sky Solar Holdings, Ltd., are hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 1 Joint Acquisition Statement Pursuant to Section 240.13d-1(k) (previously filed)

Page 37 of 37 Pages