

WABCO Holdings Inc.
Form 10-Q/A
August 05, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549
FORM 10-Q/A

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 1-33332

WABCO Holdings Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

Chaussee de Wavre, 1789
1160 Brussels, Belgium
One Centennial Avenue,

P.O. Box 6820, Piscataway, NJ
(Address of principal executive offices)

Registrant's telephone number, including area code +32 2 663 98 00

20-8481962
(I.R.S. Employer
Identification No.)

08855-6820
(Zip Code)

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one).

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, \$.01 par value, outstanding at August 3, 2009

64,025,065 shares

EXPLANATORY NOTE

This Amendment on Form 10-Q/A constitutes Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2009. This amendment is solely to furnish Item 4. Submission of Matters to a Vote of Security Holders which was inadvertently omitted when the document was originally filed which should have been included in Part II. No other changes have been made to the Form 10-Q other than described above. This Amendment No. 1 does not reflect subsequent events occurring after the original filing of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

These are further described in Note 9 Warranties, Guarantees, Commitments and Contingencies. There have been no significant changes since December 31, 2008.

Item 1A. Risk Factors

There have been no significant changes to the risk factors disclosed in the Company's Annual Report on Form 10-K.

Item 2. Changes in Securities, and Use of Proceeds and Issuer Purchases of Equity Securities

The Company's Board of Directors has approved expenditures under a program to purchase shares of the Company's common stock in the open market. There has been no repurchase activity for the first six months of 2009. The authorization by the Board of Directors on July 27, 2007 approved the purchase of shares in an amount not to exceed \$500,000,000 which expires on September 1, 2009. The unexpended balance under that authorization as of June 30, 2009 is \$223,712,402. Currently, the Company is not making any additional share repurchases under the buy back program. Timing of future purchases will vary depending on financial conditions and other factors.

Item 4. Submission of Matters to a Vote of Security Holders

(a) Date of Annual Meeting.

The Annual Meeting of Shareholders of the Company was held on May 28, 2009.

(b) Election of Directors Voting Results.

Nominee	Votes For	Votes Withheld
James F. Hardyman	58,080,330	1,798,989
John F. Fiedler	38,294,005	21,585,314
Michael T. Smith	35,848,293	24,031,026

Other Directors Continuing in Office

Jacques Esculier

G. Peter D. Aloia

Juergen W. Gromer

Kenneth J. Martin

Donald J. Stebbins

(c) Additional Matters Voted Upon.

Ratification of the appointment of Ernst & Young Bedrijfsrevisoren BCVBA/Reviseurs d'Entreprises SCCRL as the Company's independent registered public accounting firm for the year ending December 31, 2009:

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Votes For	Votes Against	Votes Withheld	Broker Non-Votes
59,161,796	449,070	268,452	0
Approval of the 2009 Omnibus Incentive Plan:			

Votes For	Votes Against	Votes Withheld	Broker Non-Votes
47,166,429	7,511,704	1,029,571	0

Item 6. Exhibits

The exhibits listed on the accompanying Index to Exhibits are filed as part of this quarterly report on Form 10-Q.

SIGNATURE

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

WABCO HOLDINGS INC.

/s/ Todd Weinblatt
Todd Weinblatt
Vice President and Controller
(Principal Accounting Officer)

August 5, 2009

WABCO HOLDINGS INC.

INDEX TO EXHIBITS

(The File Number of the Registrant, WABCO Holdings Inc. is 1-33332)

Exhibit No.	Description
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.