

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): November 1, 2019

MERITOR, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction
of incorporation)

1-15983

(Commission
File No.)

38-3354643

(IRS Employer
Identification No.)

2135 West Maple Road

Troy, Michigan

(Address of principal executive offices)

48084-7186

(Zip code)

Registrant's telephone number, including area code: (248) 435-1000

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:

- 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))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$1 Par Value	MTOR	New York Stock Exchange

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 1, 2019, the Board of Directors of Meritor, Inc. (the “Company”), pursuant to Section 7.01 of the Amended and Restated Articles of Incorporation of the Company and Section 3.1 of the Amended and Restated By-laws of the Company, (i) approved an increase in the number of directors of the Company to ten (10) and (ii) appointed Steven Beringhause to fill the newly created vacancy as a Class II director with a term expiring at the 2020 annual meeting of shareholders, in each case effective as of December 1, 2019. Additionally, Mr. Beringhause will be nominated with Rhonda L. Brooks and Jeffery A. Craig for election to the Board of Directors at the annual meeting of shareholders in January 2020. A copy of the Company’s Press Release with respect to Mr. Beringhause’s appointment is attached hereto as Exhibit 99-a and incorporated herein by reference. Mr. Beringhause’s committee memberships will be determined at a later date and will be disclosed on an amendment to this Form 8-K at that time.

As a non-employee director of the Company, Mr. Beringhause will receive an annual cash retainer of \$105,000 for Board service. As part of director compensation, each non-employee director is also entitled to receive an annual equity grant equal to a value of approximately \$120,000, in the form of restricted stock or restricted share units, at the director’s election. The restricted stock and restricted share units vest upon the earliest of (i) three years from the date of grant or (ii) the date the director resigns or ceases to be a director under circumstances the Board determines not to be adverse to the best interests of the Company. In connection with his appointment, Mr. Beringhause’s annual cash retainer and equity award will be pro-rated for his time of service for the current year.

There are no family relationships, as defined in Item 401 of Regulation S-K, between Mr. Beringhause and any of the Company’s executive officers and any director, executive officer or person nominated to become a director or executive officer. Mr. Beringhause was not selected pursuant to any arrangement or understanding between him and any person other than the Company. In addition, Mr. Beringhause did not have a direct or indirect material interest in any transaction that would be required to be disclosed under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99-a	Press Release dated November 4, 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

MERITOR, INC.
(Registrant)

Date: November 4, 2019

By: /s/ April Miller Boise
April Miller Boise
Senior Vice President, Chief Legal Officer &
Corporate Secretary



CONTACTS:

Media Inquiries

Krista Sohm
(248) 435-7115
krista.sohm@meritor.com

Investor Inquiries

Todd Chirillo
(248) 435-1571
todd.chirillo@meritor.com

Meritor Names Steven Beringhause, CTO of Sensata Technologies, to its Board of Directors

TROY, Mich. (Nov. 4, 2019) – Meritor, Inc. (NYSE: **MTOR**) today announced that it has appointed Steven Beringhause as a Class II director with a term expiring at the 2020 annual meeting of shareholders. His appointment is effective on Dec. 1, 2019 and will increase the size of the company’s board of directors to 10 members.

Beringhause has extensive experience in managing advanced technology for commercial application and leading businesses with P&L responsibility due to his many years with Sensata Technologies, a spin-off of Texas Instruments where he has been the chief technology officer since 2015. In this position, his focus has been in identifying, evaluating and developing new megatrend applications for Sensata primarily in the areas of electrification, autonomous vehicles and the IoT (Internet of Things) – the practice of embedding objects with electronics, software, sensors and network connectivity to collect and exchange data. Prior to this position, he held the role of Executive Vice President, Performance Sensing, leading Sensata’s largest business unit and driving excellent growth and profitability improvement for many years.

Beringhause joined Sensata's predecessor company, Texas Instruments in 1988, and held a series of positions of increasing responsibility and oversight in the engineering function where he helped shift the focus of the company to a new range of safety sensors for automotive and commercial vehicle applications. Beringhause has a Master of Science and Bachelor of Science – both in Mechanical Engineering – from Massachusetts Institute of Technology. He is 54 years old.

Meritor's CEO and president, Jay Craig, said, "We look forward to Steve joining Meritor's board of directors. His extensive global business experience, in addition to his background and expertise as it relates to the application of advanced technology in the transportation industry, make him an excellent addition to our board."

The full slate of nominees for election as Class II Directors at Meritor's 2020 Annual Meeting with terms extending until the company's Annual Meeting of Shareholders in 2023 include Steven Beringhause, Rhonda L. Brooks and Jeffery A. Craig.

About Meritor

Meritor, Inc. is a leading global supplier of drivetrain, mobility, braking and aftermarket solutions for commercial vehicle and industrial markets. With more than a 100-year legacy of providing innovative products that offer superior performance, efficiency and reliability, the company serves commercial truck, trailer, off-highway, defense, specialty and aftermarket customers around the world. Meritor is based in Troy, Mich., United States, and is made up of approximately 9,300 diverse employees who apply their knowledge and skills in manufacturing facilities, engineering centers, joint ventures, distribution centers and global offices in 19 countries. Meritor common stock is traded on the New York Stock Exchange under the ticker symbol MTOR. For important information, visit the company's website at www.meritor.com.

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