

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)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>20-8481962</b> (I.R.S. Employer Identification No.)
<b>Chaussee de Wavre, 1789</b> <b>1160 Brussels, Belgium</b> <b>One Centennial Avenue,</b> <b>P.O. Box 6820, Piscataway, NJ</b> (Address of principal executive offices)	<b>08855-6820</b> (Zip Code)
<b>Registrant's telephone number, including area code +32 2 663 98 00</b>	

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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.

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**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. Hardymon	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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<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
59,161,796	449,070	268,452	0

Approval of the 2009 Omnibus Incentive Plan:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
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)

<b>Exhibit No.</b>	<b>Description</b>
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.