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:

 $\square \qquad \text{Rule 13d-1(b)} \\ \boxtimes \qquad \text{Rule 13d-1(c)}$

 $\square \qquad \text{Rule 13d-1(d)}$

* 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

	NAMES OF RE	PORTING PH	ERSONS
1			
Farallon Capital Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)			
	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) \Box
2			(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
	SEC USE ONLY	v	securities reported by it on this cover page.
3	SEC USE ONL	1	
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10		ORTING PER	SON (See Instructions)
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Page 2 of 37 Pages

1	NAMES OF R	EPORTING PI	ERSONS	
1	Farallon Capit	al Institutional	Partners, L.P.	
			E BOX IF A MEMBER OF A GROUP (See Instructions)	
			(a) □ (b) x **	
2		**	(D) x ** 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	
	SEC USE ONL	V	securities reported by it on this cover page.	
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9	829,446			
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10	CERTAIN SHA	ARES (See Inst	ructions)	
11	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (9)	
11	0.9%			
10		PORTING PER	SON (See Instructions)	
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Page 3 of 37 Pages

1	NAMES OF RE	PORTING PI	ERSONS			
L	Farallon Capita	Farallon Capital Institutional Partners II, L.P.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) □ (b) x **			
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			
		7	securities reported by it on this cover page.			
3	SEC USE ONLY	Y				
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11	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW (9)			
11	0.2%					
		ORTING PER	SON (See Instructions)			
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Page 4 of 37 Pages

1	NAMES OF RE	EPORTING PH	ERSONS	
L			Partners III, L.P.	
	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)	
2			(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.	
3	SEC USE ONL	Y		
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11	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (9)	
11	0.1%			
		ORTING PER	SON (See Instructions)	
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Page 5 of 37 Pages

NAMESO	F REPORTING PERSONS	
USII NO. 929740108		

1	NAMES OF REPORTING PERSONS			
L	Four Crossings	Institutional I	Partners V, L.P.	
	CHECK THE A	PPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)	
			$(a) \square$	
2		**	(b) x **	
			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.	
3	SEC USE ONL	Y		
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Page 6 of 37 Pages

1			ERSONS		
	Farallon Capital Offshore Investors II, L.P.				
2	CHECK THE APP	ROPRIAT **	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) ⊠ ** 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.		
3	SEC USE ONLY				
4	CITIZENSHIP OR Cayman Islands	PLACE C	DF ORGANIZATION		
NUMBER OF 5 SOLE VOTING POWER			SOLE VOTING POWER -0-		
SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 1,571,697		
	АСН	7	SOLE DISPOSITIVE POWER -0-		
	ORTING ON WITH	8	SHARED DISPOSITIVE POWER 1,571,697		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,571,697				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	1.6%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.6%			
12	TYPE OF REPOR' PN	FING PER	SON (See Instructions)		

Page 7 of 37 Pages

ſ	1	NAMES OF REPORTING PI	ERSONS
	-	Farallon Capital (AM) Invest	ors, L.P.
		CHECK THE APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)
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	2		(b) ⊠ **
	<u>L</u>	**	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.
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4	CITIZENSHII Delaware	P OR PLACE (OF ORGANIZATION	
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BENE	SHARES BENEFICIALLY OWNED BY		SHARED VOTING POWER 59,511	
	EACH		SOLE DISPOSITIVE POWER -0-	
	REPORTING PERSON WITH		SHARED DISPOSITIVE POWER 59,511	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 59,511			
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%			
12	TYPE OF REPORTING PERSON (See Instructions)			

Page 8 of 37 Pages

1	NAMES OF R	EPORTING PI	ERSONS	
T	Farallon Capit			
	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)	
2			(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.	
3	SEC USE ONL	Х		
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Page 9 of 37 Pages

1 Farallon Capital F5 Master I, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
2 (a) □ (b) ⊠ ** ** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5, class of securities. The reporting person on this cover page, however, is a beneficial owner of securities reported by it on this cover page. 3 SEC USE ONLY	
2 (b) ⊠ ** ** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5, class of securities. The reporting person on this cover page, however, is a beneficial owner of securities reported by it on this cover page. 3 SEC USE ONLY	
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3 SEC USE ONLY	
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SOLE DISPOSITIVE POWER	
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PERSON WITH 8889,776	
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89,776	
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10 CERTAIN SHARES (See Instructions)	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11 0.1%	
U.1% TYPE OF REPORTING PERSON (See Instructions)	
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PN PN	

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	NAMES OF RE	EPORTING PI	ERSONS		
1	Farallon Fauits	Farallon Equity Partners Master, L.P.			
			E BOX IF A MEMBER OF A GROUP (See Instructions)		
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2			(b) ⊠ **		
-		**	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.		
3	SEC USE ONL	Y			
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10	TYPE OF REP	ORTING PER	SON (See Instructions)		
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Page 11 of 37 Pages

1	NAMES OF RI	EPORTING P	ERSONS
1	Farallon Capita	al Managemer	ıt, L.L.C.
			TE BOX IF A MEMBER OF A GROUP (See Instructions)
2			(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
	SEC USE ONL	V	securities reported by it on this cover page.
3	SEC USE ONL	Y	
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
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Page 12 of 37 Pages

	NAMES OF REPORTING PI	CRSONS	
1			
-	Farallon Partners, L.L.C.		
	CHECK THE APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) 🗆	
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L	**	The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.79	% of the
		class of securities. The reporting person on this cover page, however, is a beneficial owner onl	ly of the
		securities reported by it on this cover page.	
2	SEC USE ONLY		
	1 2 3	1 Farallon Partners, L.L.C. CHECK THE APPROPRIAT 2 **	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) ⊠ ** (b) ⊠ ** class of securities. The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% class of securities. The reporting person on this cover page, however, is a beneficial owner onl securities reported by it on this cover page.

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REPORTING PERSON WITH		8	SHARED DISPOSITIVE POWER 5,441,283	
9	AGGREGATE 5,441,283	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON	
	CHECK IF TH	E AGGREGA	ATE AMOUNT IN ROW (9) EXCLUDES	
10 CERTAIN SHARES (See I				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6%			
12	TYPE OF REPORTING PERSON (See Instructions)			

Page 13 of 37 Pages

	NAMES OF RI	EPORTING PI	ERSONS			
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	Farallon AA G					
	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)			
2		**	(b) \boxtimes **			
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			securities reported by it on this cover page.			
2	SEC USE ONL	Y				
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Page 14 of 37 Pages

4	NAMES OF R	EPORTING PI	ERSONS
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2			(b) ⊠ **
2		**	The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% of the
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			securities reported by it on this cover page.
3	SEC USE ONL	X	
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	NAMES OF REPORTING PERSONS		
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	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)
2		**	(b) ⊠ ** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% of the
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2	SEC USE ONL	Y	
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10	TYPE OF REP	ORTING PER	SON (See Instructions)
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1	NAMES OF R	EPORTING P	ERSONS
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	1.8%	DODTING BEF	SON (See Instructions)
	TYPE OF REPORTING PERSON (See Instructions)		

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	NAMES OF RI	EPORTING PI	ERSONS			
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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			
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Page 18 of 37 Pages

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-	Michael B. Fisch					
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-		**	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			
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Page 19 of 37 Pages

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			class of securities. The reporting person on this cover page, however, is a beneficial owner only of the	
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Page 20 of 37 Pages

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1	NAMES OF RI	EPORTING P	ERSONS		
1	David T. Kim				
	CHECK THE A	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (See Instructions)		
2			(a) □ (b) ⊠ **		
L		**	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.		
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SHARED DISPOSITIVE POWER

Page 21 of 37 Pages

5,531,059

5,531,059

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON (See Instructions)

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8

CERTAIN SHARES (See Instructions)

1	NAMES OF REPORTING PERSONS Monica R. Landry			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) ⊠ ** (b) ⊠ ** ** 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.			
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Page 22 of 37 Pages

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Page 23 of 37 Pages

1	NAMES OF RE	NAMES OF REPORTING PERSONS				
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Page 24 of 37 Pages

1 Thomas G. Roberts, Jr. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) Ø ** (b) Ø ** (c) Ø ** ** The reporting persons making this filing hold an aggregate of 5,531,059 Shares, which is 5.7% of of class of securities. The reporting person on this cover page, however, is a beneficial owner only of securities reported by it on this cover page. 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States NUMBER OF 5 SHARES SOLE VOTING POWER BENEFICIALLY 6 OWNED BY 5,531,059 EACH 7 -0- SUB DISPOSITIVE POWER REPORTING 8 PERSON WITH 8 SHARED DISPOSITIVE POWER 5,531,059 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		NAMES OF REPORTING PERSONS					
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Page 25 of 37 Pages

	NAMES OF REPORTING PERSONS						
1	TAMES OF REFORTING LERGONS						
-	William Seybol	William Seybold					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
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2			(b) 🛛 **				
		**	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				
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10	TYPE OF REP	ORTING PER	SON (See Instructions)				
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Page 26 of 37 Pages

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I	Andrew J. M. Spokes				
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2	CHECK THE	**	(a) □ (b) ⊠ ** 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.		
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%				
12	TYPE OF REP IN	TYPE OF REPORTING PERSON (See Instructions)			

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1	NAMES OF REPORTING PERSONS John R. Warren		
2			 E BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) ⊠ ** 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.
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%		
12	TYPE OF REPORTING PERSON (See Instructions)		

Page 28 of 37 Pages

1	NAMES OF REPORTING PERSONS Mark C. Wehrly		
2	CHECK THE A	PPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) □ (b) ⊠ ** 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.
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%		
12	5.7% TYPE OF REPORTING PERSON (See Instructions) IN		

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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) <u>Name of Issuer</u>:

Westinghouse Air Brake Technologies Corporation (the "Company")

(b) <u>Address of Issuer's Principal Executive Offices</u>:

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;

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- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), 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 ("<u>F5MI</u>"), with respect to the Shares held by it; and
- (x) Farallon Equity Partners Master, L.P., a Cayman Islands exempted limited partnership ("<u>FEPM</u>"), 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 "<u>Management Company</u>"), with respect to the Shares held by one or more accounts (the "<u>Managed Accounts</u>"), each as managed by the Management Company.

The Farallon General Partner

(xii) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), 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 "<u>FCIP V General Partner</u>"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

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The F5MI General Partner

(xv) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "<u>F5MI General Partner</u>"), 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 "<u>FEPM General Partner</u>"), 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 ("<u>Dreyfuss</u>"), Michael B. Fisch ("<u>Fisch</u>"), Richard B. Fried ("<u>Fried</u>"), David T. Kim ("<u>Kim</u>"), Monica R. Landry ("<u>Landry</u>"), Michael G. Linn ("<u>Linn</u>"), Rajiv A. Patel ("<u>Patel</u>"), Thomas G. Roberts, Jr. ("<u>Roberts</u>"), William Seybold ("<u>Seybold</u>"), Andrew J. M. Spokes ("<u>Spokes</u>"), John R. Warren ("<u>Warren</u>") and Mark C. Wehrly ("<u>Wehrly</u>").

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 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): 3.

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.

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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 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 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 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 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 FCIP V. The F5MI General Partner, as 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 Faral

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 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person Z.

Not applicable.

Item Identification and Classification of Members of the Group 8.

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.

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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.

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

<u>/s/ Monica R. Landry</u> 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

<u>/s/ Monica R. Landry</u> FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member

<u>/s/ Monica R. Landry</u> 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

<u>/s/ Monica R. Landry</u> 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

<u>/s/ Monica R. Landry</u> 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

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<u>/s/ Monica R. Landry</u> 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 "<u>SEC</u>") 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.

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

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