
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 15, 2013 (May 14, 2013)

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

1-13782
**(Commission
File Number)**

25-1615902
**(IRS Employer
Identification No.)**

1001 Airbrake Avenue
Wilmerding, Pennsylvania
(Address of Principal Executive Offices)

15148
(Zip Code)

(412) 825-1000
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

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

On May 14, 2013, the Board of Directors of Westinghouse Air Brake Technologies Corporation (the "Company") appointed Albert J. Neupaver to the position of Chairman and Chief Executive Officer and Raymond T. Betler to the position of President and Chief Operating Officer. Mr. Neupaver was previously President and Chief Executive Officer of the Company, and Mr. Betler was previously Chief Operating Officer. Mr. Neupaver succeeds William E. Kassling as Chairman of the Board of Directors. Mr. Kassling will remain on the Board in the role of Lead Director. The information required by Item 5.02(c)(2) is incorporated by reference herein from the Company's Proxy Statement for the Annual Meeting of Stockholders, dated April 1, 2013. Reference is made to the Press Release filed as Exhibit 99.1 to this Form 8-K which is incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of the Company on May 14, 2013, management proposals 1, 2, 3 and 4 were approved. The proposals below are described in detail in the Company's definitive proxy statement, dated April 1, 2013, for its Annual Meeting.

The final results are as follows:

1. The election of three directors for a three-year term expiring in 2016:

<u>Name of Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Robert J. Brooks	39,309,612	2,330,658	3,211,418
William E. Kassling	39,435,437	2,204,833	3,211,418
Albert J. Neupaver	40,400,123	1,240,147	3,211,418

Continuing as directors, with terms expiring in 2014, are Emilio A. Fernandez, Lee B. Foster and Gary C. Valade.

Continuing as directors, with terms expiring in 2015, are Brian P. Hehir, Michael W. D. Howell and Nicholas W. Vande Steeg.

2. The approval of an advisory (non-binding) resolution relating to 2012 named executive officers compensation:

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
40,848,613	942,591	66,578	2,993,906

3. The approval of an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100 million shares to 200 million shares.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
31,027,686	13,775,051	39,929	9,022

4. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2013.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
44,379,228	436,885	35,575	-0-

Item 8.01. Other Events.

On May 14, 2013, the Company issued a press release announcing that the Board of Directors has approved a two-for-one split of the Company's common stock. Each stockholder of record of the Company at the close of business on June 3, 2013 will receive one additional share of common stock for every outstanding share of common stock held on such date. The Company expects that the additional shares will be distributed by the transfer agent on June 11, 2013.

On May 14, 2013, the Board of Directors also increased the Company's regular quarterly, post-split dividend to 4 cents per share of common stock from 2.5 cents per share of common stock. The new dividend rate will be payable initially on August 30, 2013 to shareholders of record as of August 16, 2013. Reference is made to the Press Release filed as Exhibit 99.2 to this Form 8-K which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

The following exhibits are filed with this report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Westinghouse Air Brake Technologies Corporation dated May 14, 2013.
99.1	Press release dated May 14, 2013.
99.2	Press release dated May 14, 2013.

SIGNATURE

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

WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION

By: /s/ Alvaro Garcia-Tunon

Alvaro Garcia-Tunon
Chief Financial Officer

Date: May 15, 2013

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>	<u>Method of Filing</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Westinghouse Air Brake Technologies Corporation dated May 14, 2013.	Filed herewith.
99.1	Press release dated May 14, 2013.	Filed herewith.
99.2	Press release dated May 14, 2013.	Filed herewith.

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, at a meeting duly held, has adopted, in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware, an amendment to the Restated Certificate of Incorporation of the Corporation, whereby Section 4.1 of Article FOURTH thereof is changed so that, as amended, said Section shall be read as follows:

"FOURTH: Authorized Capital.

4.1 Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 201,000,000 shares, consisting of:

- (a) 200,000,000 shares of Common Stock, each having a par value of one penny (\$.01); and**
- (b) 1,000,000 shares of Preferred Stock, each having a par value of one penny (\$.01)."**

SECOND: That said amendment has been consented to and authorized by a majority of the holders of the issued and outstanding stock entitled to vote at the Annual Meeting of Stockholders duly held on May 14, 2013 in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its duly authorized officer on this 14th day of May, 2013.

WESTINGHOUSE AIR BRAKE TECHNOLOGIES
CORPORATION

By: /s/ David L. DeNinno

Name: David L. DeNinno

Title: Senior Vice President, General Counsel, and Secretary



**Neupaver Becomes Wabtec Chairman, CEO;
Betler Named Wabtec President, COO**

WILMERDING, PA, May 14, 2013 – Wabtec Corporation (NYSE: WAB) named Albert J. Neupaver chairman and chief executive officer, and Raymond T. Betler president and chief operating officer, effective today.

Neupaver, 62, has been Wabtec's president and CEO, and a board member, since 2006. He succeeds William E. Kassling as chairman of the board and will also remain CEO. Kassling will remain on the board in the role of Lead Director, after being elected for a new, three-year term at today's annual shareholders meeting.

Betler, 57, joined Wabtec in 2008 as vice president and group executive of the company's Transit Group and was promoted to chief operating officer in 2010. As president and COO, he will assume additional responsibility for Wabtec's day-to-day operations, including functional areas such as finance, human resources, corporate development and legal. He has more than 30 years of experience in the transportation industry.

Neupaver said: "Ray's promotion to president and COO marks an important step in our ongoing succession planning process and recognizes the vital role he has played since joining the company. He has strong leadership capabilities and tremendous industry experience. I look forward to continuing to work with Ray and the rest of our team to build on Wabtec's success.

"We would also like to recognize and thank Bill Kassling, who is really the patriarch of modern-day Wabtec. Bill has been a key driving force at the company for nearly 30 years, and has made invaluable contributions to Wabtec's success and standing in the industry. I'm personally grateful that we can continue to benefit from his counsel and honored to succeed him as chairman."

Wabtec Corporation is a global provider of value-added, technology-based products and services for rail and industrial markets. Through its subsidiaries, the company manufactures a range of products for locomotives, freight cars and passenger transit vehicles. The company also builds new switcher and commuter locomotives, and provides aftermarket services. The company has facilities located throughout the world.

Contact:

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Wabtec Corporation
1001 Air Brake Avenue
Wilmerding, PA 15148



***Wabtec Shareholders Approve Proposals
At Annual Meeting; Company Announces
2-For-1 Stock Split, 60% Dividend Increase***

WILMERDING, PA, May 14, 2013 – Shareholders of Wabtec Corporation (NYSE: WAB) today approved the company’s proposals at its annual meeting, and the company’s Board of Directors approved a two-for-one stock split and a 60 percent dividend increase.

The stock split will be in the form of a 100 percent stock dividend, to be paid June 11, 2013 to shareholders of record June 3, 2013. Shareholders will receive one additional share of Wabtec common stock for each share they own on the record date. The company expects its common stock to begin trading at the split-adjusted price on June 12, 2013.

The board also increased Wabtec’s quarterly, split-adjusted dividend by 60 percent, to 4 cents per share, compared to an equivalent dividend of 2.5 cents per share prior to the split. The new dividend is payable Aug. 30, 2013 to shareholders of record Aug. 16, 2013. This is the third consecutive year the board has increased Wabtec’s dividend.

Albert J. Neupaver, Wabtec’s chairman and chief executive officer, said: “We believe our current financial performance and future outlook provides the company with ample financial strength to return a higher portion of our cash flow to shareholders while we continue to invest in growth opportunities around the world. In addition, we think the stock split will improve its liquidity and marketability.”

Also today, at the company’s annual meeting in Pittsburgh Wabtec shareholders elected three directors to three-year terms and approved other company proposals. Directors elected were: Robert J. Brooks, William E. Kassling, and Neupaver.

Shareholders also voted to amend Wabtec’s Restated Certificate of Incorporation to increase the number of authorized shares of common stock, ratified the appointment of Ernst & Young LLP as the company’s independent registered public accounting firm for the 2012 fiscal year and approved a non-binding proposal relating to executive compensation.

Wabtec Corporation is a global provider of value-added, technology-based products and services for rail and industrial markets. Through its subsidiaries, the company manufactures a range of products for locomotives, freight cars and passenger transit vehicles. The company also builds new switcher and commuter locomotives, and provides aftermarket services. The company has facilities located throughout the world.

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