# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

### **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. 1) \*

| 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, 2017   |
| (Date of Event which Requires Filing of this Statement)   |
| Check the appropriate box to designate the rule pursuant to which this Schedule is filed:   |
| □       Rule 13d-1(b)         ⋈       Rule 13d-1(c)         □       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 o 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 40 Pages Exhibit Index Found on Page 38  |
| Page 1 of 40  |

| 1     | NAMES OF REPORTING PERSONS 1 |                |  |  |
|-------|------------------------------|----------------|--|--|
|       | Farallon Capital             |                |  |  |
| 2     | CHECK THE A                  | PPROPRIATE **  | E BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ( California     | OR PLACE O     | F ORGANIZATION   |  |
| NUME  | BER OF                       | 5              | SOLE VOTING POWER -0-  |  |
| BENEF | ARES<br>ICIALLY<br>ED BY     | 6              | SHARED VOTING POWER 717,630  |  |
|       | АСН                          | 7              | SOLE DISPOSITIVE POWER -0-   |  |
| _     | RTING<br>N WITH              | 8              | SHARED DISPOSITIVE POWER 717,630   |  |
| 9     | 717,630                      |                | NEFICIALLY OWNED BY EACH REPORTING PERSON  |  |
| 10    | CERTAIN SHAI                 | RES (See Instr | [ ]  |  |
| 11    | PERCENT OF O                 | CLASS REPRI    | ESENTED BY AMOUNT IN ROW (9)   |  |
| 12    | TYPE OF REPO                 | ORTING PERS    | SON (See Instructions)   |  |

Page 2 of 40

| NAMES OF REPORTING PERSONS   |  |
|--|--|
| 1 Farallon Capital Institutional Partners, L.P.  |  |
| CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |
| (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold an aggregate of 5,409,481 Shares of the class of securities. The reporting person on this cover page, however, is a bonly of the securities reported by it on this cover page. |  |
| 3 SEC USE ONLY   |  |
| CITIZENSHIP OR PLACE OF ORGANIZATION 4 California  |  |
| NUMBER OF 5 SOLE VOTING POWER -0-  |  |
| SHARES SHARED VOTING POWER  BENEFICIALLY 6  OWNED BY 697,450   |  |
| EACH 7 SOLE DISPOSITIVE POWER -0-  |  |
| REPORTING SHARED DISPOSITIVE POWER PERSON WITH 697,450   |  |
| AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 697,450   |  |
| CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  [ ]  |  |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  0.7%  |  |
| TYPE OF REPORTING PERSON (See Instructions) PN   |  |

Page 3 of 40

| NAMES OF REPORTING PERSONS |                |                    |   |  |
|----------------------------|----------------|--------------------|---|--|
| 1                          | 11111120 01 10 |                    |   |  |
|                            | Farallon Capit | al Institutional I | Partners II, L.P.   |  |
|                            | CHECK THE      | APPROPRIATE        | E BOX IF A MEMBER OF A GROUP (See Instructions)   |  |
|                            |                |                    | (a) [ ]   |  |
| 2                          |                | **                 | (b) [ X ]** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% |  |
|                            |                |                    | 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    | Υ                  |   |  |
| <u> </u>                   |                |                    |   |  |
| 4                          | CITIZENSHIP    | OR PLACE O         | FORGANIZATION   |  |
| 4                          | California     |                    |   |  |
|                            | Camornia       |                    | SOLE VOTING POWER   |  |
| NUMI                       | BER OF         | 5                  |   |  |
| 1,01,1                     |                |                    | -0-   |  |
| _                          | ARES           | •                  | SHARED VOTING POWER   |  |
|                            | TICIALLY       | 6                  | 445.405   |  |
| OWN                        | NED BY         |                    | 115,427 SOLE DISPOSITIVE POWER  |  |
| EA                         | ACH            | 7                  | SOLE DISPOSITIVE POWER  |  |
|                            |                | ,                  | -0-   |  |
|                            | ORTING         |                    | SHARED DISPOSITIVE POWER  |  |
| PERSC                      | ON WITH        | 8                  |   |  |
|                            |                |                    | 115,427   |  |
| 9                          | AGGREGATE      | AMOUNT BEN         | NEFICIALLY OWNED BY EACH REPORTING PERSON   |  |
| 9                          | 115,427        |                    |   |  |
|                            |                | E AGGREGAT         | E AMOUNT IN ROW (9) EXCLUDES  |  |
| 10                         |                | ARES (See Instr    |   |  |
| 10                         |                |                    | [ ]   |  |
|                            |                |                    |   |  |
| 11                         | PERCENT OF     | CLASS REPRI        | ESENTED BY AMOUNT IN ROW (9)  |  |
| 11                         | 0.1%           |                    |   |  |
|                            |                | ORTING PERS        | SON (See Instructions)  |  |
| 12                         |                |                    |   |  |
|                            | PN             |                    |   |  |

Page 4 of 40

| 1     | NAMES OF REPORTING PERSONS |              |   |  |  |
|-------|----------------------------|--------------|---|--|--|
|       | Farallon Capital I         | nstitutional | Partners III, L.P.  |  |  |
|       | CHECK THE AP               | PROPRIAT     | E BOX IF A MEMBER OF A GROUP (See Instructions)   |  |  |
| 2     |                            |              | (a) [ ]<br>(b) [ X ]**  |  |  |
| _     |                            | **           | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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               |              |   |  |  |
| _     | CITIZENSHIP O              | R PLACE O    | OF ORGANIZATION   |  |  |
| 4     | Delaware                   |              |   |  |  |
|       |                            | _            | SOLE VOTING POWER   |  |  |
| NUMB  | SER OF                     | 5            | -0-   |  |  |
| SHA   | ARES                       |              | SHARED VOTING POWER   |  |  |
| _     | CIALLY                     | 6            |   |  |  |
| OWN   | ED BY                      |              | 98,134  |  |  |
| -     |                            | -            | SOLE DISPOSITIVE POWER  |  |  |
| EA    | СН                         | 7            | -0-   |  |  |
| REPOI | RTING                      |              | SHARED DISPOSITIVE POWER  |  |  |
|       | N WITH                     | 8            | SHARED DISTOSITIVE TOWER  |  |  |
|       |                            | •            | 98,134  |  |  |
|       | AGGREGATE AN               | MOUNT BE     | NEFICIALLY OWNED BY EACH REPORTING PERSON   |  |  |
| 9     | 98,134                     |              |   |  |  |
|       | ,                          | AGGREGA      | TE AMOUNT IN ROW (9) EXCLUDES   |  |  |
| 10    | CERTAIN SHAR               |              |   |  |  |
| 10    |                            |              | [ ]   |  |  |
|       | DEDCENT OF CI              | ASS DEDE     | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 11    | TERCENT OF C               | IA33 KEI N   | ESENTED DI AMOUNT IN NOW (5)  |  |  |
|       | 0.1%                       |              |   |  |  |
| 17    | TYPE OF REPOR              | RTING PER    | SON (See Instructions)  |  |  |
| 12    | PN                         |              |   |  |  |
|       |                            |              |   |  |  |

Page 5 of 40

| 1    | NAMES OF REPORTING PERSONS |              |   |  |  |
|------|----------------------------|--------------|---|--|--|
|      | Farallon Capital           | Institutiona | l Partners V, L.P.  |  |  |
|      | CHECK THE AP               | PROPRIAT     | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2    |                            |              | (a) [   |  |  |
| _    |                            | **           | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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               |              |   |  |  |
| _    | CITIZENSHIP O              | R PLACE      | OF ORGANIZATION   |  |  |
| 4    | Delaware                   |              |   |  |  |
|      |                            | _            | SOLE VOTING POWER   |  |  |
| NUMI | BER OF                     | 5            | -0-   |  |  |
| SHA  | ARES                       |              | SHARED VOTING POWER   |  |  |
|      | ICIALLY                    | 6            |   |  |  |
| OWN  | ED BY                      |              | 148,422   |  |  |
|      | CTT                        | -            | SOLE DISPOSITIVE POWER  |  |  |
| EA   | ACH                        | 7            | -0-   |  |  |
| REPO | RTING                      |              | SHARED DISPOSITIVE POWER  |  |  |
|      | N WITH                     | 8            | SHARED DIST OSTITVE TOWER   |  |  |
|      |                            | •            | 148,422   |  |  |
|      | AGGREGATE A                | MOUNT BI     | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 9    | 148,422                    |              |   |  |  |
|      |                            | AGGREGA      | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| 10   | CERTAIN SHAR               | ES (See Ins  |   |  |  |
| 10   |                            |              | [ ]   |  |  |
|      | PERCENT OF C               | LASS REPI    | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 11   | 0.2%                       |              |   |  |  |
|      |                            | RTING PEI    | RSON (See Instructions)   |  |  |
| 12   |                            |              |   |  |  |
|      | PN                         |              |   |  |  |
|      |                            |              |   |  |  |

Page 6 of 40

| 1      | NAMES OF REPORTING PERSONS  1 |              |   |  |  |
|--------|-------------------------------|--------------|---|--|--|
| -      | Farallon Capital C            | Offshore Inv | estors II, L.P.                                 |  |  |
|        | CHECK THE AP                  | PROPRIAT     | E BOX IF A MEMBER OF A GROUP (See Instructions) |  |  |
| 2      |                               | **           | (a) [ ]   |  |  |
| 3      | SEC USE ONLY                  |              | only of the occurred by reon and cover page.    |  |  |
| 4      | CITIZENSHIP O                 | R PLACE O    | F ORGANIZATION                                  |  |  |
| NUME   | BER OF                        | 5            | SOLE VOTING POWER -0-                           |  |  |
| BENEFI | ARES<br>ICIALLY<br>ED BY      | 6            | SHARED VOTING POWER 1,299,244                   |  |  |
|        | СН                            | 7            | SOLE DISPOSITIVE POWER -0-                      |  |  |
|        | RTING<br>N WITH               | 8            | SHARED DISPOSITIVE POWER 1,299,244              |  |  |
| 9      | AGGREGATE AN<br>1,299,244     | MOUNT BE     | NEFICIALLY OWNED BY EACH REPORTING PERSON       |  |  |
| 10     | CHECK IF THE A                |              | TE AMOUNT IN ROW (9) EXCLUDES ructions)  [ ]    |  |  |
| 11     | PERCENT OF CI                 | ASS REPR     | ESENTED BY AMOUNT IN ROW (9)                    |  |  |
| 12     | TYPE OF REPOR                 | RTING PER    | SON (See Instructions)                          |  |  |
|        |                               |              |   |  |  |

Page 7 of 40

| 1         | NAMES OF R     | EPORTING PI     | ERSONS  |
|-----------|----------------|-----------------|---|
| 1         | Farallon Capit | al (AM) Investo | ors, L.P.   |
|           |                |                 | E BOX IF A MEMBER OF A GROUP (See Instructions)   |
| 2         |                | **              | (a) [ ] (b) [ $X$ ]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner. |
|           | SEC USE ONI    | v               | only of the securities reported by it on this cover page.   |
| 3         | SEC USE ON     | <b>11</b>       |   |
|           | CITIZENSHII    | OR PLACE C      | OF ORGANIZATION   |
| 4         | Delaware       |                 |   |
|           |                | _               | SOLE VOTING POWER   |
| NUMP      | BER OF         | 5               | -0-   |
| SH.       | ARES —         |                 | SHARED VOTING POWER   |
| _         | ICIALLY        | 6               |   |
| OWN       | ED BY          |                 | 51,083  |
| EΛ        | СН             | 7               | SOLE DISPOSITIVE POWER  |
| LA        | CII            | /               | -0-   |
|           | RTING          | _               | SHARED DISPOSITIVE POWER  |
| PERSO     | N WITH         | 8               | T   |
|           | ACCDECATE      | AMOUNT DE       | 51,083<br>ENEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 9         | AGGREGATE      | AMOUNT BE       | MEFICIALLI OWNED DI EACH REFORTING PERSON   |
|           | 51,083         |                 |   |
|           |                |                 | TE AMOUNT IN ROW (9) EXCLUDES   |
| <b>10</b> | CERTAIN SHA    | ARES (See Inst  | ructions) [ ]   |
|           |                |                 | l I   |
| 44        | PERCENT OF     | CLASS REPR      | RESENTED BY AMOUNT IN ROW (9)   |
| 11        | 0.1%           |                 |   |
|           |                | PORTING PER     | SON (See Instructions)  |
| <b>12</b> |                |                 |   |
|           | PN             |                 |   |

Page 8 of 40

| Farallon Capital AA Investors, L.P.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  | 1    | NAMES OF REPORTING PERSONS  1 |                |   |  |  |
|--|------|-------------------------------|----------------|---|--|--|
| 2 *** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 PLACE OF ORGANIZATION  Delaware  SOLE VOTING POWER  NUMBER OF  SHARES BENEFICIALLY OWNED BY  EACH  7  REPORTING PERSON WITH  8 SHARED USPOSITIVE POWER  411,438  SOLE DISPOSITIVE POWER  411,438  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTIAIN SHARES (See Instructions)  10  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions) |      | Farallon Capi                 | tal AA Investo | rs, L.P.  |  |  |
| 2 *** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 PLACE OF ORGANIZATION Delaware  SOLE VOTING POWER  SHARES BENEFICIALLY OWNED BY  EACH 7 ONNED BY 411,438  SOLE DISPOSITIVE POWER  PERSON WITH 8 411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  TYPE OF REPORTING PERSON (See Instructions) |      | CHECK THE                     | APPROPRIA      |   |  |  |
| 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 PLACE OF ORGANIZATION  Delaware  NUMBER OF  SOLE VOTING POWER  NUMBER OF  SHARES BENEFICIALLY OWNED BY EACH  7 REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  411,438  SOLE DISPOSITIVE POWER  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  10 CERTAIN SHARES (See Instructions)  11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12 TYPE OF REPORTING PERSON (See Instructions)   | 2    |                               |                | (b) [ X ]**   |  |  |
| CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  SOLE VOTING POWER  NUMBER OF  SHARES BENEFICIALLY OWNED BY  EACH  TO  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  TYPE OF REPORTING PERSON (See Instructions)  |      |                               |                | of the class of securities. The reporting person on this cover page, however, is a beneficial owner |  |  |
| NUMBER OF SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY  EACH TO REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12  TYPE OF REPORTING PERSON (See Instructions)   | 3    | SEC USE ON                    | LY             |   |  |  |
| NUMBER OF  SOLE VOTING POWER  SOLE VOTING POWER  -0- SHARES BENEFICIALLY OWNED BY  EACH  7  REPORTING PERSON WITH  8  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  11  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12  TYPE OF REPORTING PERSON (See Instructions)  |      | CITIZENSHI                    | P OR PLACE     | OF ORGANIZATION   |  |  |
| NUMBER OF  SHARES BENEFICIALLY OWNED BY  EACH  T  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CERTAIN SHARES  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)   | 4    | Delaware                      |                |   |  |  |
| SHARES BENEFICIALLY OWNED BY  EACH  TO  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12  TYPE OF REPORTING PERSON (See Instructions)  SHARED VOTING POWER  411,438  SOLE DISPOSITIVE POWER  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  [ ]  Output  [ ]  TYPE OF REPORTING PERSON (See Instructions)   |      |                               |                | SOLE VOTING POWER   |  |  |
| BENEFICIALLY OWNED BY OWNED BY  EACH  EACH  TO  REPORTING PERSON WITH  B  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)   | NUM  | IBER OF                       | 5              | -0-   |  |  |
| OWNED BY  EACH  TO  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  TYPE OF REPORTING PERSON (See Instructions)   | _    | _                             | •              | SHARED VOTING POWER   |  |  |
| EACH  REPORTING PERSON WITH   AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  TYPE OF REPORTING PERSON (See Instructions)   |      |                               | b              | A11 A38   |  |  |
| REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER 411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  TYPE OF REPORTING PERSON (See Instructions)  | OW   | MED DI                        |                |   |  |  |
| REPORTING PERSON WITH 8  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  12   | E    | ACH                           | 7              |   |  |  |
| PERSON WITH  411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  | DED  | ODTING                        |                | ·   |  |  |
| 411,438  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON (See Instructions)  |      |                               | O              | SHARED DISPOSITIVE POWER  |  |  |
| AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 411,438  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.4%  TYPE OF REPORTING PERSON (See Instructions)  | 1210 | 011 11111                     | O              | 411,438   |  |  |
| 10  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.4%  TYPE OF REPORTING PERSON (See Instructions)  | _    | AGGREGAT                      | E AMOUNT B     |   |  |  |
| CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.4%  TYPE OF REPORTING PERSON (See Instructions)  | 9    | 411 438                       |                |   |  |  |
| 10 CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.4%  TYPE OF REPORTING PERSON (See Instructions)   |      |                               | HE AGGREGA     | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.4%  TYPE OF REPORTING PERSON (See Instructions)   | 10   |                               |                | structions)   |  |  |
| 11 0.4% TYPE OF REPORTING PERSON (See Instructions) 12   | 10   |                               |                | [ ]   |  |  |
| 0.4% TYPE OF REPORTING PERSON (See Instructions) 12  |      | PERCENT O                     | F CLASS REP    | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| TYPE OF REPORTING PERSON (See Instructions) 12   | 11   | 0.4%                          |                |   |  |  |
| 12   |      |                               | PORTING PE     | RSON (See Instructions)   |  |  |
| PN   | 12   |                               |                |   |  |  |
|  |      | PN                            |                |   |  |  |

Page 9 of 40

| 1      | NAMES OF REPORTING PERSONS |                  |   |  |  |
|--------|----------------------------|------------------|---|--|--|
| 1      | Farallon Cap               | ital F5 Master I | , L.P.  |  |  |
|        | CHECK THI                  | E APPROPRIAT     | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2      |                            |                  | (a) [ ]<br>(b) [ X ]**  |  |  |
| 4      |                            | **               | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ON                 | NLY              |   |  |  |
|        | CITIZENSH                  | IP OR PLACE      | OF ORGANIZATION   |  |  |
| 4      | Delaware                   |                  |   |  |  |
|        |                            | _                | SOLE VOTING POWER   |  |  |
| NUMI   | BER OF                     | 5                | -0-   |  |  |
| _      | ARES                       | -                | SHARED VOTING POWER   |  |  |
|        | ICIALLY                    | 6                | 72,930  |  |  |
| OWN    | ED BY                      |                  | SOLE DISPOSITIVE POWER  |  |  |
| EA     | СH                         | 7                | SOLE DISTOSTIVE TO WER  |  |  |
|        |                            | -                | -0-   |  |  |
| _      | RTING<br>N WITH            | 0                | SHARED DISPOSITIVE POWER  |  |  |
| I EKSO | N WIIII                    | 8                | 72,930  |  |  |
| _      | AGGREGAT                   | E AMOUNT BI      | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 9      | 72,930                     |                  |   |  |  |
|        |                            | THE AGGREGA      | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| 10     |                            | HARES (See Ins   |   |  |  |
| 10     |                            |                  | [ ]   |  |  |
|        | PERCENT C                  | F CLASS REP      | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 11     | 0.1%                       |                  |   |  |  |
| 4.5    | TYPE OF RE                 | EPORTING PE      | RSON (See Instructions)   |  |  |
| 12     | PN                         |                  |   |  |  |
|        |                            |                  |   |  |  |

Page 10 of 40

| 1     | NAMES OF REPORTING PERSONS |               |   |  |  |
|-------|----------------------------|---------------|---|--|--|
| T     | Farallon Equity            | y Partners M  | aster, L.P.   |  |  |
|       |                            |               | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2     |                            | **            | (a) [ ] (b) [ $X$ ]** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6%   |  |  |
|       |                            |               | 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             |   |  |  |
|       | CITIZENSHIP                | OR PLACE      | OF ORGANIZATION   |  |  |
| 4     | Cayman Island              | s             |   |  |  |
|       |                            | _             | SOLE VOTING POWER   |  |  |
| NUME  | BER OF                     | 5             | -0-   |  |  |
| _     | ARES                       | •             | SHARED VOTING POWER   |  |  |
|       | ICIALLY<br>ED BY           | 6             | 1,754,481   |  |  |
| T. A  |                            | 7             | SOLE DISPOSITIVE POWER  |  |  |
| EA    | СH                         | 7             | -0-   |  |  |
| REPO  | RTING                      |               | SHARED DISPOSITIVE POWER  |  |  |
| PERSO | N WITH                     | 8             | 1,754,481   |  |  |
|       | AGGREGATE                  | AMOUNT B      | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 9     | 1,754,481                  |               |   |  |  |
|       |                            |               | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| 10    | CERTAIN SHA                | ARES (See In: | ( )   |  |  |
|       | PERCENT OF                 | CLASS REP     | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 11    | 1.8%                       |               |   |  |  |
| 10    | TYPE OF REP                | ORTING PE     | RSON (See Instructions)   |  |  |
| 12    | PN                         |               |   |  |  |
|       |                            |               |   |  |  |

Page 11 of 40

|       | NAMES OF D       | EPORTING PE                                 | PSONS   |  |  |
|-------|------------------|---|---|--|--|
| 1     | NAMES OF K       | EFORTING FE                                 | INSOINS   |  |  |
| -     | Farallon Capit   | al Management                               | , L.L.C.  |  |  |
|       |                  |   | E BOX IF A MEMBER OF A GROUP (See Instructions)   |  |  |
|       |                  |   | (a) [ ]   |  |  |
| 2     |                  | **  | (b) [X]**   |  |  |
|       |                  |   | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ONI      | ĽY  |   |  |  |
|       |                  |   |   |  |  |
| 4     | CITIZENSHII      | P OR PLACE O                                | F ORGANIZATION  |  |  |
| 4     | Delaware         |   |   |  |  |
|       |                  |   | SOLE VOTING POWER   |  |  |
| NUM   | BER OF           | 5   |   |  |  |
|       | _                |   | -0-   |  |  |
| _     | ARES<br>FICIALLY | 6   | SHARED VOTING POWER   |  |  |
|       | NED BY           | U   | 43,242  |  |  |
| 0111  | _                |   | SOLE DISPOSITIVE POWER  |  |  |
| E     | ACH              | 7   |   |  |  |
| DEDC  | ORTING —         |   | -0-   |  |  |
| _     | ON WITH          | 8   | SHARED DISPOSITIVE POWER  |  |  |
| 12100 | 21. ((1111       | O   | 43,242  |  |  |
|       | AGGREGATE        | AMOUNT BE                                   | NEFICIALLY OWNED BY EACH REPORTING PERSON   |  |  |
| 9     |                  |   |   |  |  |
|       | 43,242           | IE A CODECA                                 | EE AMOUNTE IN DOLL (IN ENCL LIDE)   |  |  |
| 4.0   |                  | ARES (See Insti                             | TE AMOUNT IN ROW (9) EXCLUDES   |  |  |
| 10    | CERTAIN          | THE (See 1113th                             | [ ]   |  |  |
|       |                  |   |   |  |  |
| 11    | PERCENT OF       | CLASS REPR                                  | ESENTED BY AMOUNT IN ROW (9)  |  |  |
| 11    | 0.0%             |   |   |  |  |
|       |                  | PORTING PER                                 | SON (See Instructions)  |  |  |
| 12    | TIL OF KE        | TYPE OF REPORTING PERSON (See Instructions) |   |  |  |
|       | IA, OO           |   |   |  |  |
|       |                  |   |   |  |  |

Page 12 of 40

| NAMES OF REPORTING PERSONS  1 |                  |             | PERSONS   |
|-------------------------------|------------------|-------------|---|
|                               | Farallon Partner | rs, L.L.C.  |   |
|                               | CHECK THE A      | PPROPRIA    | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |
| 2                             |                  | **          | (a) [ $\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ $  |
|                               |                  |             | 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     |             |   |
| _                             | CITIZENSHIP (    | OR PLACE    | OF ORGANIZATION   |
| 4                             | Delaware         |             |   |
|                               |                  | _           | SOLE VOTING POWER   |
| NUMI                          | BER OF           | 5           | -0-   |
| SHA                           | ARES             |             | SHARED VOTING POWER   |
| _                             | ICIALLY          | 6           |   |
| OWN                           | ED BY            |             | 5,293,309   |
| T- 4                          | CII              | 7           | SOLE DISPOSITIVE POWER  |
| EA                            | АСН              | 7           | -0-   |
| REPO                          | RTING            |             | SHARED DISPOSITIVE POWER  |
| PERSO                         | N WITH           | 8           | OILINED DIOI COITIVE I OWER   |
|                               |                  |             | 5,293,309   |
| ^                             | AGGREGATE A      | AMOUNT B    | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 9                             | 5,293,309        |             |   |
|                               |                  |             | ATE AMOUNT IN ROW (9) EXCLUDES  |
| 10                            | CERTAIN SHAI     | RES (See In | ·   |
| 10                            |                  |             | [ ]   |
| 4.4                           | PERCENT OF O     | CLASS REP   | RESENTED BY AMOUNT IN ROW (9)   |
| 11                            | 5.4%             |             |   |
| 40                            | TYPE OF REPO     | ORTING PE   | RSON (See Instructions)   |
| 12                            | 00               |             |   |
|                               |                  |             |   |

Page 13 of 40

| 1     | NAMES OF REPORTING PERSONS |                        |   |  |  |  |  |
|-------|----------------------------|------------------------|---|--|--|--|--|
| 1     | Farallon AA G              | Farallon AA GP, L.L.C. |   |  |  |  |  |
|       | CHECK THE                  | APPROPRIA              | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |  |  |
| 2     |                            | **                     | (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6%   |  |  |  |  |
|       |                            |                        | 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 ONI                | <b>LY</b>              |   |  |  |  |  |
|       | CITIZENSHIE                | OR PLACE               | OF ORGANIZATION   |  |  |  |  |
| 4     | Delaware                   |                        |   |  |  |  |  |
|       |                            |                        | SOLE VOTING POWER   |  |  |  |  |
| NUMI  | BER OF                     | 5                      | -0-   |  |  |  |  |
| _     | ARES                       |                        | SHARED VOTING POWER   |  |  |  |  |
|       | ICIALLY<br>ED BY           | 6                      | 411,438   |  |  |  |  |
| T: A  | ACH                        | 7                      | SOLE DISPOSITIVE POWER  |  |  |  |  |
| E.A.  | СП                         | 7                      | -0-   |  |  |  |  |
| _     | RTING                      |                        | SHARED DISPOSITIVE POWER  |  |  |  |  |
| PERSO | N WITH                     | 8                      | 411,438   |  |  |  |  |
|       | AGGREGATE                  | AMOUNT B               | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |  |
| 9     | 411,438                    |                        |   |  |  |  |  |
|       |                            |                        | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |  |  |
| 10    | CERTAIN SHA                | ARES (See In           | structions) [ ]   |  |  |  |  |
|       |                            |                        |   |  |  |  |  |
| 11    | PERCENT OF                 | CLASS REP              | RESENTED BY AMOUNT IN ROW (9)   |  |  |  |  |
| 11    | 0.4%                       |                        |   |  |  |  |  |
| 10    | TYPE OF REI                | PORTING PE             | RSON (See Instructions)   |  |  |  |  |
| 12    | 00                         |                        |   |  |  |  |  |
|       |                            |                        |   |  |  |  |  |

Page 14 of 40

| 1          | NAMES OF REPORTING PERSONS |                                       |   |  |  |  |  |  |
|------------|----------------------------|---------------------------------------|---|--|--|--|--|--|
| 1          | Farallon Inst              | Farallon Institutional (GP) V, L.L.C. |   |  |  |  |  |  |
|            | CHECK THI                  | E APPROPRIAT                          | E BOX IF A MEMBER OF A GROUP (See Instructions) |  |  |  |  |  |
| 2          |                            | **                                    | (a) [ ]   |  |  |  |  |  |
| 3          | SEC USE ON                 | NLY                                   |   |  |  |  |  |  |
| _          | CITIZENSH                  | IP OR PLACE O                         | OF ORGANIZATION                                 |  |  |  |  |  |
| 4          | Delaware                   |                                       |   |  |  |  |  |  |
|            |                            | _                                     | SOLE VOTING POWER                               |  |  |  |  |  |
| NUMI       | BER OF                     | 5                                     | -0-   |  |  |  |  |  |
| SHA        | ARES                       |                                       | SHARED VOTING POWER                             |  |  |  |  |  |
|            | ICIALLY                    | 6                                     |   |  |  |  |  |  |
| OWN        | ED BY                      |                                       | 148,422   |  |  |  |  |  |
| 15.4       | ACH                        | 7                                     | SOLE DISPOSITIVE POWER                          |  |  |  |  |  |
| <b>E</b> P | КСН                        | 7                                     | -0-   |  |  |  |  |  |
| REPO       | RTING                      |                                       | SHARED DISPOSITIVE POWER                        |  |  |  |  |  |
| PERSO      | N WITH                     | 8                                     |   |  |  |  |  |  |
|            |                            |                                       | 148,422   |  |  |  |  |  |
| 9          | AGGREGAT                   | TE AMOUNT BE                          | NEFICIALLY OWNED BY EACH REPORTING PERSON       |  |  |  |  |  |
| 3          | 148,422                    |                                       |   |  |  |  |  |  |
|            |                            | THE AGGREGAT                          | TE AMOUNT IN ROW (9) EXCLUDES                   |  |  |  |  |  |
| 10         | CERTAIN SI                 | HARES (See Inst                       |   |  |  |  |  |  |
| 10         |                            |                                       | [ ]   |  |  |  |  |  |
|            | PERCENT C                  | F CLASS REPR                          | ESENTED BY AMOUNT IN ROW (9)                    |  |  |  |  |  |
| 11         | 0.2%                       |                                       |   |  |  |  |  |  |
|            |                            | EPORTING PER                          | SON (See Instructions)                          |  |  |  |  |  |
| 12         |                            |                                       |   |  |  |  |  |  |
|            | 00                         |                                       |   |  |  |  |  |  |
|            | <u> </u>                   | <del></del>                           |   |  |  |  |  |  |

Page 15 of 40

| 1           | NAMES OF REPORTING PERSONS |                          |  |  |  |  |  |
|-------------|----------------------------|--------------------------|--|--|--|--|--|
| 1           | Farallon F5 (              | Farallon F5 (GP), L.L.C. |  |  |  |  |  |
|             |                            |                          | TE BOX IF A MEMBER OF A GROUP (See Instructions)   |  |  |  |  |
| 2           |                            | **                       | (a) [ ] (b) [ X ]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 OF                 | NLY                      |  |  |  |  |  |
| _           | CITIZENSH                  | IP OR PLACE              | OF ORGANIZATION  |  |  |  |  |
| 4           | Delaware                   |                          |  |  |  |  |  |
|             |                            | _                        | SOLE VOTING POWER  |  |  |  |  |
| NUMI        | BER OF                     | 5                        | -0-  |  |  |  |  |
| SHA         | ARES                       |                          | SHARED VOTING POWER  |  |  |  |  |
| _           | ICIALLY                    | 6                        |  |  |  |  |  |
| OWN         | ED BY                      |                          | 72,930   |  |  |  |  |
| ΕΔ          | АCH                        | 7                        | SOLE DISPOSITIVE POWER   |  |  |  |  |
| <b>L</b> 1/ | ich                        | ,                        | -0-  |  |  |  |  |
|             | REPORTING                  |                          | SHARED DISPOSITIVE POWER   |  |  |  |  |
| PERSO       | N WITH                     | 8                        |  |  |  |  |  |
|             | A C C D E C A II           | TE AMOUNT D              | 72,930   |  |  |  |  |
| 9           | AGGREGAT                   | E AMOUNT BI              | ENEFICIALLY OWNED BY EACH REPORTING PERSON   |  |  |  |  |
| J           | 72,930                     |                          |  |  |  |  |  |
|             |                            |                          | ATE AMOUNT IN ROW (9) EXCLUDES   |  |  |  |  |
| <b>10</b>   | CERTAIN SI                 | HARES (See Ins           |  |  |  |  |  |
|             |                            |                          | [ ]  |  |  |  |  |
|             | PERCENT C                  | OF CLASS REP             | RESENTED BY AMOUNT IN ROW (9)  |  |  |  |  |
| 11          | 0.10/                      |                          |  |  |  |  |  |
|             | 0.1%                       | EPORTING PE              | RSON (See Instructions)  |  |  |  |  |
| 12          | TILOFK                     | LI OKIING I EI           | toon (occ instructions)  |  |  |  |  |
|             | 00                         |                          |  |  |  |  |  |
|             |                            |                          |  |  |  |  |  |

Page 16 of 40

| Farallon Equity Partners (GP), L.L.C.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ 1  |
|--|
| 2 ** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 PLACE OF ORGANIZATION Delaware  SOLE VOTING POWER  NUMBER OF 5 -0- SHARES BENEFICIALLY OWNED BY 6 1,754,481 SOLE DISPOSITIVE POWER  FACH 7 -0- REPORTING PERSON WITH 8 1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| 2 ** The reporting persons making this filling hold an aggregate of 5,409,481 Shares, which is 5.6% 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 PLACE OF ORGANIZATION Delaware  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY FEACH TO REPORTING PERSON WITH TO AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  Of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities. The reporting person on this cover page, however, is a beneficial owner only of the securities. The reporting Person on this cover page, however, is a beneficial owner only of the class of securities. The reporting Person on this cover page, however, is a beneficial owner only of the class of securities. The reporting Person on this cover page, however, is a beneficial owner only of the securities. The reporting Power page, however, is a beneficial owner only of the securities. The reporting Power page, however, is a beneficial owner only of the securities. The reporting Power page, however, is a beneficial owner only of the securities. The reporting Power page, however, is a beneficial owner only of the securities reported by it on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  SOLE USTING POWER  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions) |
| TOTIZENSHIP OR PLACE OF ORGANIZATION  Delaware  NUMBER OF  SOLE VOTING POWER  NUMBER OF  SHARES BENEFICIALLY OWNED BY  EACH  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| Number of   Sole voting power  |
| NUMBER OF 5 SHARES BENEFICIALLY OWNED BY EACH 7 REPORTING PERSON WITH 8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  SOLE VOTING POWER 1,754,481  SOLE VOTING POWER 1,754,481  SOLE DISPOSITIVE POWER 1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| NUMBER OF  SHARES BENEFICIALLY OWNED BY  EACH  T  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  SHARED VOTING POWER  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| SHARES BENEFICIALLY OWNED BY  EACH  T  REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  SHARED DISPOSITIVE POWER  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  [ ]   |
| SHARES BENEFICIALLY OWNED BY  1,754,481  SOLE DISPOSITIVE POWER  EACH  7  REPORTING PERSON WITH  8  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| BENEFICIALLY OWNED BY  1,754,481  SOLE DISPOSITIVE POWER  EACH  7  REPORTING PERSON WITH  8  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| EACH  7 -0-  REPORTING PERSON WITH  8 SHARED DISPOSITIVE POWER  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| REPORTING PERSON WITH  8  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| REPORTING PERSON WITH  8  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| PERSON WITH  1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| 1,754,481  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| 10  1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| 1,754,481  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| 10 CERTAIN SHARES (See Instructions)  [ ]  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |
| 14   |
| 11   |
| TYPE OF REPORTING PERSON (See Instructions)  |
| 12   |
| 00   |

Page 17 of 40

| 1           | NAMES OF REPORTING PERSONS                       |                   |   |  |  |
|-------------|--|-------------------|---|--|--|
|             | Philip D. Drey                                   |                   |   |  |  |
|             | CHECK THE  | APPROPRI <i>A</i> | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2           |  | **                | <ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner</li> </ul> |  |  |
|             |  |                   | only of the securities reported by it on this cover page.   |  |  |
| 3           | SEC USE ONI                                      | Y                 |   |  |  |
| 4           | CITIZENSHII                                      | OR PLACE          | OF ORGANIZATION   |  |  |
| 4           | United States                                    |                   |   |  |  |
|             |  | _                 | SOLE VOTING POWER   |  |  |
| NUME        | BER OF   | 5                 | -0-   |  |  |
| SHA         | ARES   |                   | SHARED VOTING POWER   |  |  |
|             | ICIALLY  | 6                 |   |  |  |
| OWN         | ED BY  |                   | 5,409,481   |  |  |
| FΔ          | СН   | 7                 | SOLE DISPOSITIVE POWER  |  |  |
| <b>1</b> 27 | CII  | /                 | -0-   |  |  |
|             | RTING  |                   | SHARED DISPOSITIVE POWER  |  |  |
| PERSO       | N WITH   | 8                 |   |  |  |
|             |  |                   | 5,409,481   |  |  |
| 9           | AGGREGATE  | AMOUNTE           | SENEFICIALLY OWNED BY EACH REPORTING PERSON   |  |  |
| 9           | 5,409,481  |                   |   |  |  |
|             |  |                   | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| 10          | CERTAIN SHARES (See Instructions)                |                   |   |  |  |
|             |  |                   | [ ]   |  |  |
|             | PERCENT OF                                       | CLASS REF         | PRESENTED BY AMOUNT IN ROW (9)  |  |  |
| 11          |  |                   |   |  |  |
|             | 5.6% TYPE OF REPORTING PERSON (See Instructions) |                   |   |  |  |
| 12          | I TPE OF REI                                     | COKTING PE        | KSON (See HISTRICHOUS)  |  |  |
|             | IN   |                   |   |  |  |
|             |  |                   |   |  |  |

Page 18 of 40

| 1     | NAMES OF REPORTING PERSONS  Michael B. Fisch           |          |   |  |  |  |
|-------|--|----------|---|--|--|--|
|       |  |          |   |  |  |  |
|       | CHECK THE A  | PPROPRIA | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |  |
| 2     |  | **       | <ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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.</li> </ul> |  |  |  |
| 3     | SEC USE ONLY   |          |   |  |  |  |
| 4     | CITIZENSHIP ( United States                            | OR PLACE | OF ORGANIZATION   |  |  |  |
| NUMI  | BER OF   | 5        | SOLE VOTING POWER -0-   |  |  |  |
| BENEF | ARES<br>ICIALLY<br>IED BY                              | 6        | SHARED VOTING POWER 5,409,481   |  |  |  |
|       | <b></b>  | 7        | SOLE DISPOSITIVE POWER -0-  |  |  |  |
|       | RTING<br>ON WITH                                       | 8        | SHARED DISPOSITIVE POWER 5,409,481  |  |  |  |
| 9     | AGGREGATE A<br>5,409,481                               | MOUNT B  | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |
| 10    | CHECK IF THE<br>CERTAIN SHAP                           |          | ATE AMOUNT IN ROW (9) EXCLUDES [ ]  |  |  |  |
| 11    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6% |          |   |  |  |  |
| 12    | TYPE OF REPO   | RTING PE | RSON (See Instructions)   |  |  |  |
|       |  |          |   |  |  |  |

Page 19 of 40

| 1     | NAMES OF REPORTING PERSONS |                      |   |  |  |
|-------|----------------------------|----------------------|---|--|--|
| 1     | Richard B. F               | ried                 |   |  |  |
|       | CHECK THI                  | E <b>APPROPRIA</b> T | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2     |                            |                      | (a) [ ]<br>(b) [ X ]**  |  |  |
| _     |                            | **                   | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ON                 | ILY                  |   |  |  |
| 4     | CITIZENSH                  | IP OR PLACE          | OF ORGANIZATION   |  |  |
| 4     | United States              | i                    |   |  |  |
|       |                            | _                    | SOLE VOTING POWER   |  |  |
| NUMI  | BER OF                     | 5                    | -0-   |  |  |
|       | ARES                       | _                    | SHARED VOTING POWER   |  |  |
|       | ICIALLY                    | 6                    | F 400 404   |  |  |
| OWN   | ED BY                      |                      | 5,409,481 SOLE DISPOSITIVE POWER  |  |  |
| EA    | СH                         | 7                    | SOLE DISPOSITIVE FOWER  |  |  |
|       | _                          |                      | -0-   |  |  |
| _     | RTING<br>N WITH            | 0                    | SHARED DISPOSITIVE POWER  |  |  |
| FERSO | IN WITH                    | 8                    | 5,409,481   |  |  |
| _     | AGGREGAT                   | E AMOUNT BI          | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 9     | 5,409,481                  |                      |   |  |  |
|       |                            | THE AGGREGA          | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |
| 10    |                            | HARES (See Ins       | tructions)  |  |  |
| 10    |                            |                      | [ ]   |  |  |
| 44    | PERCENT O                  | F CLASS REP          | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 11    | 5.6%                       |                      |   |  |  |
| 40    | TYPE OF RE                 | EPORTING PE          | RSON (See Instructions)   |  |  |
| 12    | IN                         |                      |   |  |  |
|       | <u> </u>                   |                      |   |  |  |

Page 20 of 40

| 1                                 | NAMES OF REF                 | ORTING PE        | RSONS   |
|-----------------------------------|------------------------------|------------------|---|
|                                   | David T. Kim                 |                  |   |
| 2                                 | CHECK THE AI                 | PPROPRIATI<br>** | E BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ (b) [X]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 C                | OR PLACE O       | F ORGANIZATION  |
| NUMB                              | ER OF                        | 5                | SOLE VOTING POWER -0-   |
| SHA<br>BENEFI<br>OWNI             | CIALLY                       | 6                | SHARED VOTING POWER 5,409,481   |
| EACH 7 SOLE DISPOSITIVE POWER -0- |                              | -0-              |   |
| REPOR<br>PERSOR                   | N WITH                       | 8                | SHARED DISPOSITIVE POWER 5,409,481  |
| 9                                 | AGGREGATE A<br>5,409,481     | MOUNT BE         | NEFICIALLY OWNED BY EACH REPORTING PERSON   |
| 10                                | CHECK IF THE<br>CERTAIN SHAR |                  | TE AMOUNT IN ROW (9) EXCLUDES fuctions)   |
| 11                                | PERCENT OF C                 | LASS REPR        | ESENTED BY AMOUNT IN ROW (9)  |
| 12                                | TYPE OF REPO                 | RTING PER        | SON (See Instructions)  |
|                                   |                              |                  | Page 21 of 40   |

| NAMES OF REPORTING PERSONS  1  |  |   |  |
|--------------------------------|--|---|--|
| M                              | onica R. Landry  |   |  |
| 2                              |  | IATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ] (b) [ X ]**  ** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 SI                           | EC USE ONLY  | only of the securities reported by it on this cover page.   |  |
| 4                              | ITIZENSHIP OR PLAC   | CE OF ORGANIZATION  |  |
| NUMBER (                       | оғ 5   | SOLE VOTING POWER -0-   |  |
| SHARES<br>BENEFICIA<br>OWNED E | LLY <b>6</b>   | SHARED VOTING POWER 5,409,481   |  |
| EACH                           | 7  | SOLE DISPOSITIVE POWER -0-  |  |
| REPORTIN<br>PERSON W           |  | SHARED DISPOSITIVE POWER 5,409,481  |  |
| 9 5,4                          | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,409,481                   |   |  |
|                                | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  [ ] |   |  |
| 11                             | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.6%                                   |   |  |
| 12                             | TYPE OF REPORTING PERSON (See Instructions)  IN  |   |  |

Page 22 of 40

| 1              | NAMES OF REPORTING PERSONS  Michael G. Linn |           |  |  |  |  |
|----------------|---|-----------|--|--|--|--|
| -              |   |           |  |  |  |  |
|                | CHECK THE API                               | PROPRIATI | E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]  |  |  |  |
| 2              |   | **        | (b) [X]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 OF United States                | R PLACE O | F ORGANIZATION   |  |  |  |
| NUME           | BER OF                                      | 5         | SOLE VOTING POWER -0-  |  |  |  |
| BENEFI         | ARES<br>ICIALLY<br>ED BY                    | 6         | SHARED VOTING POWER 5,409,481  |  |  |  |
|                | СН  | 7         | SOLE DISPOSITIVE POWER -0-   |  |  |  |
| REPOI<br>PERSO | N WITH                                      | 8         | SHARED DISPOSITIVE POWER 5,409,481   |  |  |  |
| 9              | AGGREGATE AN<br>5,409,481                   | IOUNT BEI | NEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |
| 10             | CHECK IF THE A<br>CERTAIN SHARE             |           | TE AMOUNT IN ROW (9) EXCLUDES ructions)  [ ]   |  |  |  |
| 11             | 5.6%  |           | ESENTED BY AMOUNT IN ROW (9)   |  |  |  |
| 12             | TYPE OF REPOR                               | TING PERS | SON (See Instructions)   |  |  |  |
|                |   |           |  |  |  |  |

Page 23 of 40

| 1              | NAMES OF F                              | REPORTING P      | ERSONS  |
|----------------|---|------------------|---|
| 1              | Ravi K. Paidij                          | oaty [See Item 2 |   |
|                |   |                  | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |
| 2              |   | **               | (a) [ ]<br>(b) [ X ]**  |
| _              |   | ***              | The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ON                              | LY               |   |
|                | CITIZENSHI                              | P OR PLACE (     | OF ORGANIZATION   |
| 4              | United States                           |                  |   |
|                |   | _                | SOLE VOTING POWER   |
| NUMB           | SER OF                                  | 5                | -0-   |
| SHA            | ARES                                    | _                | SHARED VOTING POWER   |
|                | CIALLY                                  | 6                |   |
| OWN            | ED BY                                   |                  | 0 SOLE DISPOSITIVE POWER  |
| EA             | СН                                      | 7                | SOLL DIGI GOTTIVL I GWER  |
| DEDO           |   |                  | -0-   |
| REPOI<br>PERSO | RTING<br>N WITH                         | 8                | SHARED DISPOSITIVE POWER  |
| 12100          | . ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | O                | 0   |
|                | AGGREGAT                                | E AMOUNT BI      | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 9              | 0                                       |                  |   |
|                |   |                  | TE AMOUNT IN ROW (9) EXCLUDES   |
| 10             | CERTAIN SH                              | ARES (See Ins    | tructions)  |
|                |   |                  | l J   |
| 11             | PERCENT O                               | F CLASS REPI     | RESENTED BY AMOUNT IN ROW (9)   |
| 11             | 0.0%                                    |                  |   |
| 17             | TYPE OF RE                              | PORTING PER      | RSON (See Instructions)   |
| 12             | IN                                      |                  |   |
|                |   |                  |   |
|                |   |                  |   |

Page 24 of 40

| 1                        | NAMES OF REPORTING PERSONS  |                 |   |
|--------------------------|-----------------------------|-----------------|---|
|                          | Rajiv A. Patel              | A DDD ODDI A    | TE DOV IF A MEMBER OF A CROUD (Co. Lat. of a character)   |
| 2                        | CHECK THE                   | APPROPRIA<br>** | TE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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               |   |
| 4                        | CITIZENSHIF United States   | OR PLACE        | OF ORGANIZATION   |
| NUMI                     | BER OF                      | 5               | SOLE VOTING POWER -0-   |
| BENEF                    | ARES<br>ICIALLY<br>IED BY   | 6               | SHARED VOTING POWER 5,409,481   |
|                          | АСН                         | 7               | SOLE DISPOSITIVE POWER -0-  |
| REPORTING<br>PERSON WITH |                             | 8               | SHARED DISPOSITIVE POWER 5,409,481  |
| 9                        | AGGREGATE<br>5,409,481      | AMOUNT B        | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 10                       | CHECK IF THE<br>CERTAIN SHA |                 | ATE AMOUNT IN ROW (9) EXCLUDES structions)  [ ]   |
| 11                       | PERCENT OF 5.6%             | CLASS REP       | RESENTED BY AMOUNT IN ROW (9)   |
| 12                       | TYPE OF REF                 | PORTING PE      | RSON (See Instructions)   |
|                          |                             | -               |   |

Page 25 of 40

| 1     | NAMES OF RI                       | EPORTING I                           | PERSONS   |  |  |  |
|-------|-----------------------------------|--------------------------------------|---|--|--|--|
| 1     | Thomas G. Rol                     | erts, Jr.                            |   |  |  |  |
|       | CHECK THE                         | APPROPRIA                            | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |  |
| 2     |                                   | **                                   | (a) [ ] (b) [ X ]** The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6%   |  |  |  |
|       |                                   |                                      | 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                                    |   |  |  |  |
| 4     | CITIZENSHIP                       | CITIZENSHIP OR PLACE OF ORGANIZATION |   |  |  |  |
| •     | <b>United States</b>              |                                      |   |  |  |  |
|       |                                   | _                                    | SOLE VOTING POWER   |  |  |  |
| NUME  | BER OF                            | 5                                    | -0-   |  |  |  |
| _     | ARES                              | -                                    | SHARED VOTING POWER   |  |  |  |
|       | ICIALLY<br>ED BY                  | 6                                    | 5,409,481   |  |  |  |
| EA    | .СН                               | 7                                    | SOLE DISPOSITIVE POWER  |  |  |  |
| EA    | СН                                | 7                                    | -0-   |  |  |  |
| _     | RTING                             |                                      | SHARED DISPOSITIVE POWER  |  |  |  |
| PERSO | N WITH                            | 8                                    | 5,409,481   |  |  |  |
|       | AGGREGATE                         | AMOUNT B                             | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |
| 9     | 5,409,481                         |                                      |   |  |  |  |
|       |                                   |                                      | ATE AMOUNT IN ROW (9) EXCLUDES  |  |  |  |
| 10    | CERTAIN SHARES (See Instructions) |                                      |   |  |  |  |
|       |                                   |                                      | t I   |  |  |  |
| 11    | PERCENT OF                        | CLASS REP                            | RESENTED BY AMOUNT IN ROW (9)   |  |  |  |
| 11    | 5.6%                              |                                      |   |  |  |  |
| 12    | TYPE OF REP                       | ORTING PE                            | RSON (See Instructions)   |  |  |  |
| 14    | IN                                |                                      |   |  |  |  |
|       |                                   |                                      |   |  |  |  |

Page 26 of 40

| 1                                  | NAMES OF REPORTING PERSONS   |            |   |  |  |
|------------------------------------|------------------------------|------------|---|--|--|
| 1                                  | William Seybold              |            |   |  |  |
|                                    | CHECK THE AI                 | PPROPRIAT  | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2                                  |                              | **         | <ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner</li> </ul> |  |  |
|                                    |                              |            | only of the securities reported by it on this cover page.   |  |  |
| 3                                  | SEC USE ONLY                 |            |   |  |  |
| 4                                  | CITIZENSHIP ( United States  | OR PLACE ( | OF ORGANIZATION   |  |  |
| NUMI                               | BER OF                       | 5          | SOLE VOTING POWER -0-   |  |  |
| SHARES<br>BENEFICIALLY<br>OWNED BY |                              | 6          | SHARED VOTING POWER 5,409,481   |  |  |
| EACH                               |                              | 7          | SOLE DISPOSITIVE POWER -0-  |  |  |
| REPORTING<br>PERSON WITH           |                              | 8          | SHARED DISPOSITIVE POWER 5,409,481  |  |  |
| 9                                  | AGGREGATE A<br>5,409,481     | MOUNT BI   | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 10                                 | CHECK IF THE<br>CERTAIN SHAF |            | ATE AMOUNT IN ROW (9) EXCLUDES tructions)  [ ]  |  |  |
| 11                                 | PERCENT OF C                 | LASS REPI  | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 12                                 | TYPE OF REPO                 | RTING PEI  | RSON (See Instructions)   |  |  |
|                                    |                              |            |   |  |  |

Page 27 of 40

| 1     | NAMES OF RE                 | PORTING PE | ERSONS   |
|-------|-----------------------------|------------|--|
|       | Andrew J. M. S              |            |  |
| 2     | CHECK THE A                 | APPROPRIAT | E BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [ ]  (b) [ X ]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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                | Y          |  |
| 4     | CITIZENSHIP United Kingdon  |            | F ORGANIZATION   |
| NUME  | BER OF                      | 5          | SOLE VOTING POWER -0-  |
| BENEF | ARES<br>ICIALLY<br>ED BY    | 6          | SHARED VOTING POWER 5,409,481  |
|       | АСН<br>                     | 7          | SOLE DISPOSITIVE POWER -0-   |
| _     | RTING<br>ON WITH            | 8          | SHARED DISPOSITIVE POWER 5,409,481   |
| 9     | AGGREGATE 2<br>5,409,481    | AMOUNT BE  | NEFICIALLY OWNED BY EACH REPORTING PERSON  |
| 10    | CHECK IF THI<br>CERTAIN SHA |            | FE AMOUNT IN ROW (9) EXCLUDES ructions)  [ ]   |
| 11    | PERCENT OF 6                | CLASS REPR | ESENTED BY AMOUNT IN ROW (9)   |
| 12    | TYPE OF REPO                | ORTING PER | SON (See Instructions)   |

Page 28 of 40

| 1      | NAMES OF REPORTING PERSONS      |           |  |  |  |
|--------|---------------------------------|-----------|--|--|--|
|        | John R. Warren                  |           |  |  |  |
|        | CHECK THE A                     | PPROPRIA  | FE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ]   |  |  |
| 2      |                                 | **        | (b) [X]**  The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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 ( United States     | OR PLACE  | OF ORGANIZATION  |  |  |
| NUME   | BER OF                          | 5         | SOLE VOTING POWER -0-  |  |  |
| BENEFI | ARES<br>ICIALLY<br>ED BY        | 6         | SHARED VOTING POWER 5,409,481  |  |  |
|        | СН                              | 7         | SOLE DISPOSITIVE POWER -0-   |  |  |
|        | RTING<br>N WITH                 | 8         | SHARED DISPOSITIVE POWER 5,409,481   |  |  |
| 9      | AGGREGATE <i>A</i><br>5,409,481 | MOUNT BI  | ENEFICIALLY OWNED BY EACH REPORTING PERSON   |  |  |
| 10     | CHECK IF THE<br>CERTAIN SHAF    |           | ATE AMOUNT IN ROW (9) EXCLUDES tructions) [ ]  |  |  |
| 11     | 5.6%                            |           | RESENTED BY AMOUNT IN ROW (9)  |  |  |
| 12     | TYPE OF REPO                    | RTING PEI | RSON (See Instructions)  |  |  |
|        |                                 |           |  |  |  |

Page 29 of 40

| 1                                  | NAMES OF REPORTING PERSONS   |          |   |  |  |
|------------------------------------|------------------------------|----------|---|--|--|
| 1                                  | Mark C. Wehrly               |          |   |  |  |
|                                    | CHECK THE A                  | PROPRIA  | TE BOX IF A MEMBER OF A GROUP (See Instructions)  |  |  |
| 2                                  |                              | **       | <ul> <li>(a) [ ]</li> <li>(b) [ X ]**</li> <li>The reporting persons making this filing hold an aggregate of 5,409,481 Shares, which is 5.6% 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.</li> </ul> |  |  |
| 3                                  | SEC USE ONLY                 |          |   |  |  |
| 4                                  | CITIZENSHIP C                | OR PLACE | OF ORGANIZATION   |  |  |
| NUME                               | BER OF                       | 5        | SOLE VOTING POWER -0-   |  |  |
| SHARES<br>BENEFICIALLY<br>OWNED BY |                              | 6        | SHARED VOTING POWER 5,409,481   |  |  |
| EACH                               |                              | 7        | SOLE DISPOSITIVE POWER -0-  |  |  |
| REPORTING<br>PERSON WITH           |                              | 8        | SHARED DISPOSITIVE POWER 5,409,481  |  |  |
| 9                                  | AGGREGATE A<br>5,409,481     | MOUNT B  | ENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |
| 10                                 | CHECK IF THE<br>CERTAIN SHAR |          | ATE AMOUNT IN ROW (9) EXCLUDES tructions)   |  |  |
| 11                                 | PERCENT OF C                 | LASS REP | RESENTED BY AMOUNT IN ROW (9)   |  |  |
| 12                                 | TYPE OF REPO                 | RTING PE | RSON (See Instructions)   |  |  |
|                                    |                              |          |   |  |  |

Page 30 of 40

This Amendment No. 1 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").

### [Preliminary Note:

This Schedule 13G reports Shares beneficially owned by the Reporting Persons as of December 31, 2017, in accordance with Rule 13d-2(b) under the Securities Exchange Act of 1934, as amended. Capitalized terms used without definition in this Preliminary Note have the meanings set forth below.]

### Item 1. Issuer

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

Westinghouse Air Brake Technologies Corporation (the "Company")

(b) Address of Issuer's Principal Executive Offices:

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 ("<u>FCIP</u>"), with respect to the Shares held by
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("<u>FCIP II</u>"), with respect to the Shares held by it;

- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("<u>FCIP III</u>"), with respect to the Shares held by it;
- (v) Farallon Capital Institutional Partners V, L.P., a Delaware limited partnership ("<u>FCIP V</u>"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("<u>FCOI II</u>"), 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 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 "Management Company"), with respect to the Shares held by one or more accounts (the "Managed Accounts"), 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 "<u>FCAAI General Partner</u>"), 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 "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

### The F5MI General Partner

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

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Paidipaty, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

This Schedule 13G reports that effective January 9, 2018, Paidipaty resigned as a managing member of the Farallon General Partner and the Management Company, a manager of the FCAAI General Partner, a manager of FCIP V General Partner, a manager of the FEPM General Partner, and a director and/or officer of the F5MI General Partner. Accordingly, as of that date, Paidipaty may no longer be deemed a beneficial owner of any Shares beneficially owned by such entities. Unless the context otherwise requires, any reference herein to the "Farallon Individual Reporting Persons" or the "Reporting Persons" shall not include Paidipaty.

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.

<u>Item 3. 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):</u>

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.

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 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 F5MI. The FEPM General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The FEPM General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The F2MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. The F2MI General Partner, the F6MI General Partner and the Management Company and a manager or senior manager, as the case may be, of the F6AAI General Partner, the F6MI General Partner and the F2MI 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 Farallon Funds and the Managed Accounts. Each of the Management Company, the Farallon General Partner, the the F6AAI General Partner, F6IP V General Partner, the F5MI General Partner, the F2PMI General Partner and the Farallon Individual Reporting Persons hereby disclaims an

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

<u>Item 6</u>. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

## <u>Item 7</u>. <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person</u>

Not applicable.

### <u>Item 8</u>. <u>Identification and Classification of Members of the Group</u>

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.

### 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.

Page 35 of 40

### **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 14, 2018

### /s/ Monica R. Landry

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

### /s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

### /s/ Monica R. Landry

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P.

By Monica R. Landry, Manager

### /s/ Monica R. Landry

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

### /s/ Monica R. Landry

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

/s/ Monica R. Landry
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, Ravi K. Paidipaty, 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 SEC 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, Paidipaty 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.

Page 37 of 40

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

Page 38 of 40

### JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2018

/s/ Monica R. Landry
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

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

/s/ Monica R. Landry FARALLON INSTITUTIONAL (GP) V, L.L.C. On its own behalf and As the General Partner of FARALLON CAPITAL INSTITUTIONAL PARTNERS V, L.P. By Monica R. Landry, Manager

Page 39 of 40

/s/ Monica R. Landry
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

/s/ Monica R. Landry 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

/s/ Monica R. Landry.
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, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

Page 40 of 40