

WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORP

Form S-8

October 13, 2006

As filed with the Securities and Exchange Commission on October 13, 2006 Registration No. \_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D. C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

(Exact name of issuer as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**25-1615902**  
(I.R.S. Employer  
Identification No.)

**1001 Air Brake Avenue**

**Wilmerding, Pennsylvania 15148-0001**

(Address, including zip code, of Registrant's Principal Executive Offices)

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**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**2000 STOCK INCENTIVE PLAN**

(Full title of the plan)

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**Alvaro Garcia-Tunon**

**Senior Vice President,**

**Chief Financial Officer and Secretary**

**Westinghouse Air Brake Technologies Corporation**

**1001 Air Brake Avenue**

**Wilmerding, Pennsylvania 15148-0001**

**(412) 825-1000**

(Name and address, including zip code and telephone number,  
including area code, of agent for service)

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*Copy to:*

**Pasquale D. Gentile, Jr. Esquire**

**Reed Smith LLP**

**435 Sixth Avenue**

**Pittsburgh, PA 15219**

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b> | <b>Amount to be registered<sup>1</sup></b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|---|--|--|--|-----------------------------------|
| Common Stock, par value \$.01 per share     | 2,000,000 shares                           | \$ 28.91 <sup>2</sup>                            | \$ 57,820,000 <sup>2</sup>                       | \$ 6,187                          |

<sup>1</sup> Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance under the Westinghouse Air Brake Technologies Corporation 2000 Stock Incentive Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock.

<sup>2</sup> Estimated pursuant to Rules 457(c) and (h), solely for the purpose of calculating the registration fee. The price per share is estimated to be \$28.91, based on the average of the high and low sales price of the Common Stock as reported on the New York Stock Exchange Composite transactions listing for October 9, 2006 as quoted in the *Wall Street Journal*.

**PART II**

**INFORMATION REQUIRED IN**

**REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

This Form S-8 Registration Statement is being filed pursuant to paragraph E of the general instructions to Form S-8 to register an additional 2,000,000 shares of Common Stock, \$.01 par value per share, being offered under the Westinghouse Air Brake Technologies Corporation (the Company ) 2000 Stock Incentive Plan (the Plan ).

The contents of the Company's initial Form S-8 Registration Statement with respect to the Plan, File No. 333-41840 (the Original S-8 ) which was filed with the Securities and Exchange Commission on July 20, 2000 are hereby incorporated by reference to this Form S-8 Registration Statement, except to the extent modified below.

**Item 8. Exhibits.**

**Exhibit No.**

- |      |  |
|------|--|
| 5.1  | Opinion of Reed Smith LLP as to the legality of the Common Stock, filed herewith.  |
| 23.1 | Consent of Reed Smith LLP (included in Exhibit 5.1 filed herewith).                |
| 23.2 | Consent of Ernst & Young LLP, filed herewith.                                      |
| 24.1 | Power of Attorney, contained on the signature page to this Registration Statement. |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Act ) the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmerding, Commonwealth of Pennsylvania, on the 12<sup>th</sup> day of October, 2006.

**WESTINGHOUSE AIR BRAKE  
TECHNOLOGIES CORPORATION**

By */s/ Alvaro Garcia-Tunon*  
Alvaro Garcia-Tunon, Senior Vice President

Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 12<sup>th</sup> day of October, 2006.

|    | <b>Signature and Title</b>  | <b>Date</b>      |
|----|---|------------------|
| By | <i>/s/ ALBERT J. NEUPAVER</i><br><br><b>Albert J. Neupaver,</b><br><br><b>President, Chief Executive Officer and Director</b>   | October 12, 2006 |
| By | <i>/s/ ALVARO GARCIA-TUNON</i><br><br><b>Alvaro Garcia-Tunon,</b><br><br><b>Senior Vice President, Chief Financial Officer and Secretary<br/>(principal financial officer and principal accounting officer)</b> | October 12, 2006 |
| By | *<br><br><b>William E. Kassling,</b><br><br><b>Chairman of the Board and Director</b>   | October 12, 2006 |
| By | *<br><br><b>Robert J. Brooks,</b><br><br><b>Director</b>  | October 12, 2006 |
| By | *<br><br><b>Kim G. Davis,</b><br><br><b>Director</b>  | October 12, 2006 |
| By | *<br><br><b>Emilio A. Fernandez,</b>  | October 12, 2006 |

**Director**

By

\*

**Lee B. Foster,**

October 12, 2006

**Director**

By

**Michael W.D. Howell,**

October 12, 2006

**Director**

By

\*

**James V. Napier,**

**Director**

October 12, 2006

By

**Gary C. Valade,**

**Director**

October 12, 2006

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\* Executed by the undersigned as attorney-in-fact

/s/ WILLIAM E. KASSLING  
**William E. Kassling**  
October 12, 2006

**WESTINGHOUSE AIR BRAKE TECHNOLOGIES CORPORATION**

**2000 STOCK INCENTIVE PLAN**

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**REGISTRATION STATEMENT**

**ON FORM S-8**

Exhibit Index

| <b>Exhibit No.</b> | <b>Document</b>  | <b>Sequential<br/>Page</b> |
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| 23.2               | Consent of Ernst & Young LLP, independent registered public accountants, filed herewith. | 7                          |
| 24.1               | Power of Attorney, contained on the signature page to this Registration Statement.       |                            |