

GENERAL ELECTRIC CO
Form 4
February 27, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ELECTRIC CO

2. Issuer Name and Ticker or Trading Symbol
Transportation Systems Holdings Inc. [NONE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

41 FARNSWORTH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02210

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/25/2019		J ⁽¹⁾		8,700,000,000 ⁽²⁾	D	\$ 0 0
Class B Preferred Stock	02/25/2019		S ⁽³⁾		10,000	D	<u>3</u> 0
Class C Convertible Preferred Stock	02/25/2019		J ⁽⁴⁾		1	D	<u>4</u> 0

Common Stock, par value \$0.01 per share 02/25/2019 J⁽⁵⁾ 141,889.81 D 0 I Through Subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ELECTRIC CO 41 FARNSWORTH STREET BOSTON, MA 02210	X	X		

Signatures

/s/ Christoph A. Pereira, Vice President, Chief Corporate, Securities and Finance Counsel on behalf of General Electric Company 02/27/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On the transaction date, the reporting person distributed all of the shares of common stock of the issuer to its stockholders of record as of the close of business on February 14, 2019, on a pro rata basis, pursuant to the Separation, Distribution and Sale Agreement, dated as of May 20, 2018 and as amended January 25, 2019, among the reporting person, the issuer, Westinghouse Air Brake Technologies

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Corporation ("Wabtec") and Wabtec US Rail, Inc.

- (2) The number of securities reflects an internal restructuring of the issuer's equity securities prior to the transaction date, before and after which the reporting person held 100% of the issuer's equity securities.
On the transaction date, the reporting person sold 10,000 shares of Class B Preferred Stock of the issuer to Wabtec for \$10 million in cash. Such securities of the issuer were received by the reporting person in connection with the internal restructuring of the issuer's equity securities described in Footnote 2.
- (3) On the transaction date, one share of Class C Preferred Stock of the issuer was converted into 10,000 shares of Wabtec Series A non-voting convertible preferred stock, par value \$0.01 per share, and 19,018,207 shares of Wabtec common stock, par value \$0.01 per share. Such share of Class C Preferred Stock was received by the reporting person in connection with the internal restructuring of the issuer's equity securities described in Footnote 2.
- (4) Represents shares of common stock of the issuer received by a wholly-owned subsidiary of the reporting person in the distribution described in Footnote 1 and held indirectly by the reporting person through such wholly-owned subsidiary, which such shares were immediately converted into 762 shares of Wabtec common stock, par value \$0.01 per share, plus cash in lieu of a fractional share of Wabtec common stock, on the transaction date.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.