

MERITOR INC
Form DEFA14A
December 14, 2018

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Meritor, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

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- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
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***** Exercise Your *Right to Vote* *****

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on January 24, 2019.

MERITOR, INC.

MERITOR, INC.
2135 W. MAPLE RD.
TROY, MI 48084

Meeting Information

Meeting Type: Annual Meeting

For holders as of: November 16, 2018

Date: January 24, 2019 Time: 9:30 a.m.

Location: The Westin Detroit Metropolitan Airport
2501 World Gateway Place
Detroit, Michigan 48242

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY

STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked
by the arrow → XXXX XXXX XXXX XXXX

(located on the following page) and visit:

www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL
Copy:

If you want to receive a paper or e-mail copy of these
documents, you must request one. There is NO charge
for requesting a copy. Please choose one of the
following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a
blank e-mail with the information that is printed in the
box marked by the arrow → XXXX XXXX XXXX
XXXX (located on the following page) in the subject
line.

Requests, instructions and other inquiries sent to this
e-mail address will NOT be forwarded to your
investment advisor. Please make the request as
instructed above on or before January 10, 2019 to
facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote FOR the following:

Proposal 1 - The election of directors - nominees for a term expiring in 2022:

Nominees:

- 01) Ivor J. Evans
- 02) William R. Newlin
- 03) Thomas L. Pajonas

The Board of Directors recommends that you vote FOR the following proposals:

- Proposal 2 -** To approve, on an advisory basis, the compensation of the named executive officers as disclosed in the proxy statement;
 - Proposal 3 -** To consider and vote upon a proposal to approve the selection by the Audit Committee of the Board of Directors of the firm of Deloitte & Touche LLP as auditors of the Company;
 - Proposal 4 -** To consider and vote upon amendments to the Company's Amended and Restated Articles of Incorporation to declassify the Board of Directors;
 - Proposal 5 -** To consider and vote upon amendments to the Company's Amended and Restated Articles of Incorporation to allow shareholders to amend the Company's Amended and Restated By-Laws;
 - Proposal 6 -** To transact such other business as may properly come before the meeting.
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