

GENERAL ELECTRIC CO

Form 4

February 27, 2019

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
41 FARNSWORTH STREET
(Street)

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

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

BOSTON, MA 02210

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

(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 Beneficial 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	⁽³⁾ 0
Class C Convertible Preferred Stock	02/25/2019		J ⁽⁴⁾		1	D	⁽⁴⁾ 0

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Common
Stock, par
value \$0.01
per share

02/25/2019

J⁽⁵⁾

141,889.81

D

5

0

I

Through
Subsidiary

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

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SEC 1474
(9-02)

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 Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.

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