

# WABCO HOLDINGS INC.

Reported by  
**RENS NICK**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/17 for the Period Ending 02/24/17

Address	2770 RESEARCH DRIVE ROCHESTER HILLS, MI 48309
Telephone	248-270-9299
CIK	0001390844
Symbol	WBC
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Heavy Machinery & Vehicles
Sector	Industrials
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Rens Nick</b>			<b>WABCO Holdings Inc. [ WBC ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>PT Trlr Sys, Aftmrkt &amp; OffHwy</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O WABO HOLDINGS INC., 2770 RESEARCH DRIVE</b>			<b>2/24/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>ROCHESTER HILLS, MI 48309</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/24/2017		F		360	D	\$112.75	9673	D	
Common Stock	2/24/2017		S		1000	D	\$113.81 (1)	8673	D	
Common Stock (2)	2/24/2017		M		2152	A	(2)	10825	D	
Common Stock	2/27/2017		F		1152	D	\$112.75	9673	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance-Based Restricted Units	(2)	2/24/2017		M		2152		2/24/2017	(2)	Common Stock	2152	(2)	0	D	

### Explanation of Responses:

- ( This transaction was executed in multiple trades at prices ranging from \$113.79 to \$113.84. The price reported above reflects the weighted average sale price.
- 1) The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- ( The performance-based restricted units represent the contingent right to receive one share of common stock for each unit upon the later of the satisfaction of
- 2) certain performance criteria, which were satisfied as of February 6, 2017 and February 24, 2017.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Rens Nick C/O WABO HOLDINGS INC. 2770 RESEARCH DRIVE ROCHESTER HILLS, MI 48309</b>			<b>PT Trlr Sys, Aftmrkt &amp; OffHwy</b>	

### Signatures

/s/ Thomas P. Conaghan, Attorney-in-Fact

2/28/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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