

ESTERLINE TECHNOLOGIES CORP  
Form 8-K  
March 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

March 6, 2013

Date of Report (Date of earliest event reported)

**ESTERLINE TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in Charter)

Delaware

001-06357

13-2595091

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File No.)

(IRS Employer  
Identification No.)

**500-108<sup>th</sup> Avenue NE, Bellevue, Washington**  
(Address of principal executive offices)

**(425) 453-9400**

**98004**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2013 Annual Meeting of Shareholders of Esterline Technologies Corporation ( Esterline ) was held on March 6, 2013, at which the shareholders acted on the following proposals:

- (a) **Proposal 1 Election of Directors.** The shareholders elected each of the director nominees set forth below for a three-year term expiring at the 2016 annual meeting. The shareholders voted as follows:

Name	Votes Cast			Broker Non-Votes
	For	Against	Abstain	
Paul V. Haack	26,711,416	822,374	24,801	1,453,769
Scott E. Kuechle	27,107,104	426,848	24,639	1,453,769
R. Bradley Lawrence	26,669,457	865,224	23,910	1,453,769

- (b) **Proposal 2 Approval of the Esterline Technologies Corporation 2013 Equity Incentive Plan.** The shareholders approved the Esterline Technologies Corporation 2013 Equity Incentive Plan. The shareholders voted as follows:

Votes Cast		Abstain	Broker Non-Votes
For	Against		
25,616,233	1,875,264	67,094	1,453,769

- (c) **Proposal 3 Advisory Vote on Executive Compensation.** The shareholders approved, on an advisory basis, the compensation of Esterline s named executive officers for the fiscal year ended October 26, 2012. The shareholders voted as follows:

Votes Cast		Abstain	Broker Non-Votes
For	Against		
25,558,555	937,262	62,774	1,453,769

- (d) **Proposal 4 Ratification of Ernst & Young LLP as Esterline s Independent Registered Public Accounting Firm.** The shareholders ratified the selection of Ernst & Young LLP as Esterline s independent registered public accounting firm for the fiscal year ending October 25, 2013. The shareholders voted as follows:

Votes Cast		Abstain
For	Against	
28,442,097	543,378	26,885

**Item 8.01. Other Events.**

On March 8, 2013, Esterline announced that it will redeem all of its 6.625% Senior Notes due 2017 that remain outstanding on April 9, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press issued by Esterline Technologies Corporation dated March 8, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ESTERLINE TECHNOLOGIES CORPORATION**

Dated: March 8, 2013

By: /s/ ROBERT D. GEORGE  
Name: Robert D. George  
Title: Chief Financial Officer, Vice President &

Corporate Development

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release issued by Esterline Technologies Corporation dated March 8, 2013.