

ESTERLINE TECHNOLOGIES CORP

Form 8-K

January 03, 2011

**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

January 3, 2011

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 8.01 Other Events**

On December 30, 2010, Esterline Technologies Corporation, a Delaware corporation ( Esterline ), acquired all of the outstanding capital stock of Eclipse Electronic Systems, Inc. ( Eclipse ), a designer and manufacturer of embedded communications intercept receivers for signals intelligence applications, for a total consideration of approximately \$120.0 million, pursuant to a Stock Purchase Agreement dated as of December 28, 2010. Esterline financed the Eclipse acquisition with available cash.

There was no material relationship between Esterline (or any officer, director or affiliate of either Esterline, or any associate of any such officer or director) and Eclipse and any of the shareholders of Eclipse.

The press release regarding the Eclipse acquisition should be read in conjunction with the note regarding forward-looking statements, which is included in the press release, attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release issued by Esterline Technologies Corporation dated January 3, 2011. |

**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: January 3, 2011

By: /s/ ROBERT D. GEORGE

Name: Robert D. George

Title: Vice President, Chief Financial Officer,

Secretary and Treasurer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release issued by Esterline Technologies Corporation dated January 3, 2011. |