

ESTERLINE TECHNOLOGIES CORP
Form 8-K
February 23, 2007

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

February 22, 2007

Date of Report (Date of earliest event reported)

ESTERLINE TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-06357
(Commission File No.)

13-2595091
(IRS Employer
Identification No.)

500-108th Avenue NE, Bellevue, Washington
(Address of principal executive offices)

(425) 453-9400

98004
(Zip Code)

(Registrant's telephone number, including area code)

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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))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 22, 2007, Esterline Technologies Corporation (the Company) entered into a purchase agreement (the Purchase Agreement) dated as of February 22, 2007 with Wachovia Capital Markets, LLC, Banc of America Securities LLC, KeyBanc Capital Markets, a division of MacDonald Investments, Inc., and Wells Fargo Securities, LLC (collectively, the Initial Purchasers), as initial purchasers, with respect to the purchase and sale of \$175 million principal amount of its 6 ⁵/₈% senior notes due 2017 (the Notes). The Notes were offered within the United States only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and to non-U.S. purchasers under Regulation S under the Securities Act, in an offering exempt from the registration requirements of the Securities Act. The Purchase Agreement includes customary representations, warranties and covenants by the Company and provides for customary indemnification by each of the Company and the Initial Purchasers against certain liabilities arising out of or in connection with the sale of the Notes and customary contribution provisions in respect of those liabilities. A copy of the Purchase Agreement will be filed as an exhibit to the Company's Form 10-Q for the quarter ended January 26, 2007.

The Initial Purchasers and/or their respective affiliates have provided in the past and may provide in the future investment banking, commercial lending and financial advisory services to the Company and its affiliates, for which they have received and may receive customary fees. Certain affiliates of the Initial Purchasers are agents and/or lenders under the Company's senior credit facilities and will receive customary fees related thereto.

Item 8.01. Other Events.

On February 23, 2007, the Company issued a press release announcing the pricing of its offering of \$175 million principal amount of 6 ⁵/₈% senior notes due 2017. 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.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued by Esterline Technologies Corporation dated February 23, 2007. |

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: February 23, 2007

By: /s/ ROBERT D. GEORGE

Name: Robert D. George

Title: Vice President, Chief Financial Officer,

Secretary and Treasurer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
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