

ESTERLINE TECHNOLOGIES CORP

Form 8-K

November 19, 2008

**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**

**November 17, 2008**

**Date of Report (Date of earliest event reported)**

**ESTERLINE TECHNOLOGIES**  
**CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-06357**  
(Commission File No.)

**13-2595091**  
(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 November 17, 2008, Esterline Technologies Corporation, a Delaware corporation ( Esterline ), entered into a Stock Purchase Agreement (the Purchase Agreement ) with NMC Group, Inc. ( NMC ), a designer and manufacturer of specialized fasteners for the aerospace/defense industry, to acquire all of the outstanding capital stock of NMC for a total consideration of approximately \$90.0 million, contingent upon Hart-Scott-Rodino approval and other customary closing conditions. Esterline will finance the NMC 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 NMC and any of the shareholders of NMC.

The press release regarding the NMC 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 November 18, 2008. |

**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: November 18, 2008

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

**EXHIBIT INDEX**

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|--------------------|---|
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