

ESTERLINE TECHNOLOGIES CORP

Form 8-K

March 12, 2012

**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 7, 2012**

**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

**001-06357**  
(Commission

**13-2595091**  
(IRS Employer

of Incorporation)

File No.)

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 2012 Annual Meeting of Shareholders of Esterline Technologies Corporation ( Esterline ) was held on March 7, 2012, at which the shareholders acted on the following proposals:

- (a) The election of the following directors for three-year terms expiring at the 2015 annual meeting:

| Name             | Votes Cast |           |         | Broker Non-Votes |
|------------------|------------|-----------|---------|------------------|
|                  | For        | Against   | Abstain |                  |
| Delores M. Etter | 26,011,449 | 1,527,781 | 6,772   | 1,618,286        |
| Mary L. Howell   | 27,137,356 | 401,874   | 6,772   | 1,618,286        |
| Jerry D. Leitman | 26,771,553 | 767,553   | 6,896   | 1,618,286        |
| Gary E. Pruitt   | 26,906,636 | 632,222   | 7,144   | 1,618,286        |

Each of the nominees set forth above were duly elected.

- (b) Approval, on an advisory basis, of executive compensation:

|            |           | Votes Cast |           | Broker Non-Votes |  |
|------------|-----------|------------|-----------|------------------|--|
| For        | Against   | Abstain    |           |                  |  |
| 25,221,770 | 2,283,720 | 40,512     | 1,618,286 |                  |  |

Of the total votes cast, over 91% voted to approve the proposal.

- (c) The ratification of the selection of Ernst & Young LLP as Esterline's independent registered public accounting firm for the fiscal year ending October 26, 2012:

|            |         | Votes Cast |  |
|------------|---------|------------|--|
| For        | Against | Abstain    |  |
| 28,927,994 | 231,408 | 4,886      |  |

The foregoing proposal was approved.

**Item 8.01 Other Events.**

On March 12, 2012, Esterline announced that the R. Bradley Lawrence was selected to serve as the Chairman of its Board of Directors, effective as of March 7, 2012, replacing Robert W. Cremin, who will continue on the board of directors until his retirement in March 2013, in accordance with Esterline's mandatory retirement policy. 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 |
|-------------|-------------|
|-------------|-------------|

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99.1

Press release issued by Esterline Technologies Corporation dated March 12, 2012.

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**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 12, 2012

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

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release issued by Esterline Technologies Corporation dated March 12, 2012. |