

ESTERLINE TECHNOLOGIES CORP

Form 10-K/A

January 10, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Amendment No. 1  
FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the fiscal year ended October 28, 2005**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-6357**

**ESTERLINE TECHNOLOGIES CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**13-2595091**  
(I.R.S. Employer  
Identification No.)

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

**98004**  
(Zip code)

Registrant's telephone number, including area code 425/453-9400

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**  
Common Stock (\$.20 par value)  
Preferred Stock Purchase Rights

**Name of each exchange  
on which registered**  
New York Stock Exchange  
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).  Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).  Yes  No

As of January 4, 2006, 25,355,344 shares of the Registrant's common stock were outstanding. The aggregate market value of shares of common stock held by non-affiliates as of April 29, 2005 was \$812,980,803 (based upon the closing sales price of \$32.32 per share).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Annual Report to Shareholders for fiscal year ended October 28, 2005 Part II.

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**EXPLANATORY NOTE**

Esterline Technologies Corporation (also referred to as the Company, we, or our ) is filing this Amendment No. 1 (the Amendment No. 1 ) to our Form 10-K for the fiscal year ended October 28, 2005 (the Form 10-K ), originally filed with the Securities and Exchange Commission on January 6, 2006, for the purpose of amending the cover page to indicate whether we are a "shell company" and including certain information required by Item 5 of Part II of Form 10-K, both of which were inadvertently omitted. We are also updating the signature page, the Exhibit Index referenced in Item 15 of Part IV and Exhibits 31.1 and 31.2.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the complete text of Item 5 of Part II, as amended, is set forth below. This Amendment No. 1 speaks as of the original filing date of the Form 10-K and reflects only the changes to the cover page, Item 5 of Part II and Item 15 of Part IV discussed above. No other information included in the Form 10-K, including the information set forth in our financial statements and the footnotes thereto, has been modified or updated in any way.

**PART II**

**Item 5. Market for Registrant's Common Equity and Related Stockholder Matters**

We hereby incorporate by reference the following information that appears in our Annual Report to Shareholders for the fiscal year ended October 28, 2005:

- (a) The high and low market sales prices of our common stock for each quarterly period during fiscal years 2005 and 2004, respectively, is set forth under the section entitled Market Price of Esterline Common Stock of the Annual Report to Shareholders for the fiscal year ended October 28, 2005. The Annual Report is included as Exhibit 13 to our annual report on Form 10-K for the fiscal year ended October 28, 2005 filed with the Securities and Exchange Commission on January 6, 2006.
- (b) Restrictions on the ability to pay future cash dividends is set forth in Note 10 to the Consolidated Financial Statements contained in the Annual Report to Shareholders for the fiscal year ended October 28, 2005. The Annual Report is included as Exhibit 13 to our annual report on Form 10-K for the fiscal year ended October 28, 2005 filed with the Securities and Exchange Commission on January 6, 2006.

No cash dividends were paid during fiscal years 2005 and 2004. We currently intend to retain all future earnings for use to expand the business and retire debt. We are restricted from paying dividends under our current debt instruments and do not anticipate paying any dividends in the foreseeable future.

On January 4, 2006, there were 536 holders of record of our common stock.

The principal market for our Common Stock is the New York Stock Exchange.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a)(3) Exhibits.

See Exhibit Index on pages 3-7.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: January 10, 2006

ESTERLINE TECHNOLOGIES  
CORPORATION  
(Registrant)

By /s/ Robert D. George  
Robert D. George  
*Vice President,  
Chief Financial Officer,  
Secretary and Treasurer  
(Principal Financial Officer)*

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| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 3.1               | Restated Certificate of Incorporation, dated June 6, 2002. (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended April 26, 2002 [Commission File Number 1-6357].)  |
| 3.2               | By-laws of the Company, as amended and restated September 8, 2005. (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K dated September 9, 2005 [Commission File Number 1-6357].)  |
| 4.1               | Rights Agreement dated as of December 11, 2002, between Esterline Technologies Corporation and Mellon Investor Services LLC, as Rights Agent, which includes as Exhibit A the Form of Certificate of Designation of Series B Serial Preferred Stock, as Exhibit B the Form of Rights of Certificate and as Exhibit C the Summary of Rights to Purchase Preferred Shares. (Incorporated by reference to Exhibit 4.1 to Esterline Technologies Corporation's Registration Statement on Form 8-A, as amended, filed on December 12, 2002 [Commission File Number 1-6357].) |
| 4.2               | Indenture relating to Esterline Technologies Corporation's 7.75% Senior Subordinated Notes due 2013, dated as of June 11, 2003. (Incorporated by reference to Exhibit 4.1 to Esterline Technologies Corporation's Form 10-Q for the quarter ended August 1, 2003 [Commission File Number 1-6357].)  |
| 4.3               | Form of Exchange Note. (Incorporated by reference to Exhibit 4.3 to Esterline Technologies Corporation's Form S-4, as amended, filed on September 30, 2003 [Commission File Number 333-109325].)  |
| 10.2              | Amendment No. 3 Credit Agreement, dated as of November 14, 2005, among Esterline Technologies Corporation, the financial institutions referred to therein and Wachovia Bank, National Association, as Administrative Agent. (Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 14, 2005 [Commission File Number 1-6357].)  |
| 10.4              | Industrial Lease dated July 17, 1984, between 901 Dexter Associates and Korry Electronics Co., First Amendment to Lease dated May 10, 1985, Second Amendment to Lease dated June 20, 1986, Third Amendment to Lease dated September 1, 1987, and Notification of Option Exercise dated January 7, 1991, relating to the manufacturing facility of Korry Electronics at 901 Dexter Avenue N., Seattle, Washington.   |
| 10.4a             | Fourth Amendment dated July 27, 1994, to Industrial Lease dated July 17, 1984 between Houg Family Partnership, as successor to 901 Dexter Associates, and Korry Electronics Co.   |

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| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 10.5              | Industrial Lease dated July 17, 1984, between 801 Dexter Associates and Korry Electronics Co., First Amendment to Lease dated May 10, 1985, Second Amendment to Lease dated June 20, 1986, Third Amendment to Lease dated September 1, 1987, and Notification of Option Exercise dated January 7, 1991, relating to the manufacturing facility of Korry Electronics at 801 Dexter Avenue N., Seattle, Washington. |
| 10.5a             | Fourth Amendment dated March 28, 1994, to Industrial Lease dated July 17, 1984, between Michael Maloney and the Bancroft & Maloney general partnership, as successor to 801 Dexter Associates, and Korry Electronics Co.  |
| 10.10*            | Compensation of Directors. (Incorporated by reference to Other Information as to Directors Compensation of Directors in the definitive form of the Company's Proxy Statement, relating to its 2006 Annual Meeting of Shareholders to be held on March 1, 2006, and to be filed with the Securities and Exchange Commission and the New York Stock Exchange.)  |
| 10.13*            | Amended and Restated 1987 Stock Option Plan. (Incorporated by reference to Exhibit 10 to Registration Statement of Form S-8 [No. 33-52851] filed March 28, 1994.)   |
| 10.15*            | Esterline Corporation Supplemental Retirement Income Plan for Key Executives.   |
| 10.16k*           | Esterline Technologies Corporation Long-Term Incentive Plan. (Incorporated by reference to Exhibit 10.16k to the Company's Quarterly Report on Form 10-Q for the quarter ended July 29, 2005 [Commission File Number 1-6357].)  |
| 10.19*            | Executive Officer Termination Protection Agreement.   |
| 10.19b*           | Offer Letter from Esterline Technologies Corporation to Richard Wood dated February 2, 2005. (Incorporated by reference to Exhibit 10.19b to the Company's Quarterly Report on Form 10-Q for the quarter ended January 28, 2005 [Commission File Number 1-6357].)   |
| 10.19c*           | Severance Protection Agreement between Richard Wood and Esterline Technologies Corporation, dated February 23, 2005. (Incorporated by reference to Exhibit 10.19c to the Company's Quarterly Report on Form 10-Q for the quarter ended January 28, 2005 [Commission File Number 1-6357].)   |
| 10.19d*           | Executive Officer Compensation. (Incorporated by reference to Executive Compensation in the definitive form of the Company's Proxy Statement, relating to its 2006 Annual Meeting of Shareholders to be held on March 1, 2006, and to be filed with the Securities and Exchange Commission and the New York Stock Exchange.)  |
| 10.19e*           | Offer Letter from Esterline Technologies Corporation to Frank Houston dated March 4, 2005. (Incorporated by reference to Exhibit 10.19e to the Company's Current Report on Form 8-K dated March 29, 2005 [Commission File Number 1-6357].)  |



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| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 10.20k*           | Esterline Technologies Corporation Fiscal Year 2005 Annual Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.20k to the Company's Quarterly Report on Form 10-Q for the quarter ended January 28, 2005 [Commission File Number 1-6357].)  |
| 10.21*            | Esterline Technologies Corporation Fiscal Year 2006 Annual Incentive Compensation Plan.   |
| 10.22             | Real Property Lease and Sublease, dated June 28, 1996, between 810 Dexter L.L.C. and Korry Electronics Co.  |
| 10.24*            | Esterline Technologies Corporation Amended and Restated 1997 Stock Option Plan. (Incorporated by reference to Annex B in the definitive form of the Company's Proxy Statement, relating to its 2003 Annual Meeting of Shareholders held on March 5, 2003, filed with the Securities and Exchange Commission and the New York Stock Exchange on January 23, 2003 [Commission File Number 1-6357].) |
| 10.25             | Property lease between Slibail Immobilier and Norbail Immobilier and Auxitrol S.A., dated April 29, 1997, relating to the manufacturing facility of Auxitrol at 5, allée Charles Pathé, 18941 Bourges Cedex 9, France, effective on the construction completed date (December 5, 1997).   |
| 10.26             | Industrial and build-to-suit purchase and sale agreement between The Newhall Land and Farming Company, Esterline Technologies Corporation and TA Mfg. Co., dated February 13, 1997 including Amendments. The agreement is for land and building located at 28065 West Franklin Parkway, Valencia, CA 91384, effective upon acceptance of construction completion (May 12, 1998).                  |
| 10.30             | Counterpart Underlease, dated January 4, 1993, between Openment Limited and Muirhead Vactric Components Limited, relating to premises located at Oakfield Road, Penge in the London Borough of Bromley. (Incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended October 27, 2000 [Commission File Number 1-6357].)                      |
| 10.31             | Lease Agreement, dated as of February 27, 1998, between Glacier Partners and Advanced Input Devices, Inc., Lease Amendment #1, dated February 27, 1998. (Incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended October 27, 2000 [Commission File Number 1-6357].)  |
| 10.33*            | Esterline Technologies Corporation 2002 Employee Stock Purchase Plan. (Incorporated by reference to Annex D in the definitive form of the Company's Proxy Statement, relating to its 2006 Annual Meeting of Shareholders to be held on March 1, 2006, and to be filed with the Securities and Exchange Commission and the New York Stock Exchange.)   |

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| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 10.34             | Lease Agreement, dated as of August 6, 2003, by and between the Prudential Insurance Company of America and Mason Electric Co., relating to premises located at Sylmar, California. (Incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2003 [Commission File Number 1-6357].)                              |
| 10.35             | Occupation Lease of Buildings known as Phases 3 and 4 on the Solartron Site at Victoria Road, Farnborough, Hampshire between J Sainsbury Developments Limited and Weston Aerospace Limited, dated July 21, 2000. (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2003 [Commission File Number 1-6357].) |
| 10.36*            | Esterline Technologies Corporation 2004 Equity Incentive Plan. (Incorporated by reference to Annex C in the definitive form of the Company's Proxy Statement, relating to its 2006 Annual Meeting of Shareholders to be held on March 1, 2006, and to be filed with the Securities and Exchange Commission and the New York Stock Exchange.)  |
| 10.36a*           | Form of Stock Option Agreement. (Incorporated by reference to Exhibit 10.36a to the Company's Quarterly Report on Form 10-Q for the quarter ended January 28, 2005 [Commission File Number 1-6357].)  |
| 10.37             | Lease Agreement dated as of March 19, 1969, as amended, between Leach Corporation and Gin Gor Ju, Trustee of Ju Family Trust, relating to premises located in Orange County. (Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the fiscal year ended October 29, 2004 [Commission File Number 1-6357].)                                     |
| 10.40*            | Esterline Technologies Corporation Amended and Restated Non-Employee Directors' Stock Compensation Plan. (Incorporated by reference to Exhibit 10.40 to the Company's Quarterly Report on Form 10-Q for the quarter ended January 28, 2005 [Commission File Number 1-6357].)  |
| 11                | Schedule setting forth computation of earnings per share for the five fiscal years ended October 28, 2005.  |
| 12.1              | Statement of Computation of Ratio of Earnings to Fixed Charges.   |
| 13                | Portions of the Annual Report to Shareholders for the fiscal year ended October 28, 2005, incorporated by reference herein.   |
| 21                | List of subsidiaries.   |
| 23                | Consent of Independent Registered Public Accounting Firm.   |

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| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 31.1              | Certification of Chief Executive Officer.   |
| 31.2              | Certification of Chief Financial Officer.   |
| 32.1              | Certification (of Robert W. Cremin) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2              | Certification (of Robert D. George) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

\* Indicates management contract or compensatory plan or arrangement.

Previously filed.