

ESTERLINE TECHNOLOGIES CORP  
Form 8-K  
September 30, 2014

**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**

**September 29, 2014**

**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.)**

**500-108<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 1.01. Entry into a Material Definitive Agreement.**

On September 29, 2014, Esterline Technologies Corporation ( Esterline ) entered into a Master Acquisition Agreement (the Master Agreement ) with Barco NV, a corporation formed under the laws of Belgium ( Barco Belgium and together with all of its subsidiaries, Barco ), Barco Inc., a corporation formed under the laws of Delaware ( Barco USA ) and Barco Integrated Solutions NV, a corporation formed under the laws of Belgium (collectively with Barco Belgium and Barco USA, the Sellers ). Pursuant to the Master Agreement and the other related agreements required to consummate the transaction, Esterline will acquire Barco s defense, aerospace and training businesses, through the purchase of certain assets and the equity of certain direct and/or indirect subsidiaries of Barco Belgium (the Acquisition ).

Pursuant to the Master Agreement, Esterline has agreed to pay a purchase price of 150 million euros (approximately USD\$200 million) in connection with the Acquisition. Esterline expects to finance the Acquisition primarily through international cash reserves. The consummation of the Acquisition is subject to customary conditions, including governmental approvals and completion of French employee protective rights procedures.

There are no material relationships between Esterline (or any officer, director or affiliate of either Esterline, or any associate of any such officer or director) and any of the Sellers.

The foregoing description of the Master Agreement is a summary, does not purport to be a complete description of the Master Agreement, and is qualified in its entirety by reference to the Master Agreement, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K.

**Item 7.01. Regulation FD Disclosure**

On September 29, 2014, Esterline issued a press release announcing the execution of the Master Agreement. A copy of that press release is attached hereto as Exhibit 99.1, and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit

| No.  | Description  |
|------|--|
| 2.1  | Master Acquisition Agreement by and among Barco NV, Barco Inc., Barco Integrated Solutions NV and Esterline Technologies Corporation dated as of September 29, 2014. |
| 99.1 | Press release issued by Esterline Technologies Corporation dated September 29, 2014.   |

**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: September 30, 2014

By: /s/ ROBERT D. GEORGE

Name: Robert D. George

Title: Vice President, Chief Financial Officer and  
Corporate Development

**EXHIBIT INDEX**

Exhibit

| No.  | Description  |
|------|--|
| 2.1  | Master Acquisition Agreement by and among Barco NV, Barco Inc., Barco Integrated Solutions NV and Esterline Technologies Corporation dated as of September 29, 2014. |
| 99.1 | Press release issued by Esterline Technologies Corporation dated September 29, 2014.   |