

GOODRICH CORP
Form 8-K
June 16, 2006

**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**

Date of report (Date of earliest event reported): June 15, 2006

GOODRICH CORPORATION

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|-----------------------------|--------------------------------------|
| New York | 1-892 | 34-0252680 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: (704) 423-7000

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 communications 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))
-

Section 8 Other Events

Item 8.01. Other Events.

On May 22, 2006, Goodrich Corporation (Goodrich) commenced:

An offer to exchange a new series of notes due 2016 for its outstanding 7¹/₂% Notes due 2008, 6.45% Notes due 2008, and 6.60% Notes due 2009; and

An offer to exchange a new series of notes due 2036 for its outstanding 7.625% Notes due 2012.

On June 15, 2006, Goodrich issued a press release pursuant to Rule 135c under the Securities Act of 1933, as amended (the Securities Act), announcing the pricing terms of the new series of notes due 2016 which are to be issued in exchange for its outstanding 7¹/₂% Notes due 2008, 6.45% Notes due 2008 and 6.60% Notes due 2009, and the pricing terms of the new series of notes due 2036 which are to be issued in exchange for its outstanding 7.625% Notes due 2012. The press release is filed as Exhibit 99.1 to this report and is hereby incorporated by reference herein.

Both exchange offers have been made in transactions exempt from registration under the Securities Act to holders of outstanding Goodrich notes who have certified certain matters to Goodrich, including their status as qualified institutional buyers as defined in Rule 144A under the Securities Act.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Goodrich Corporation Press Release dated June 15, 2006 titled Goodrich Announces Pricing Terms of Exchange Notes

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.

GOODRICH CORPORATION
(Registrant)

Date: June 15, 2006

By: /s/ Sally L. Geib
Sally L. Geib
Vice President and Associate General
Counsel

EXHIBIT INDEX

Exhibit

| No. | Description |
|--------------|--|
| Exhibit 99.1 | Goodrich Corporation Press Release dated June 15, 2006 titled Goodrich Announces Pricing Terms of Exchange Notes |