

ESTERLINE TECHNOLOGIES CORP
Form 8-K
March 10, 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
March 5, 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.)

500-108th 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Immediately following the Annual Meeting of Shareholders (the 2014 Annual Meeting) of Esterline Technologies Corporation (Esterline) on March 5, 2014, R. Bradley Lawrence retired from the Esterline Board and from his position as Executive Chairman. Mr. Lawrence's retirement from these roles was previously announced in Esterline's proxy statement in connection with the 2014 Annual Meeting.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting held on March 5, 2014, the shareholders acted on the following proposals:

- (a) **Proposal 1 Election of Directors.** The shareholders elected each of the director nominees set forth below. The shareholders voted as follows:

| Name | Votes Cast | | | Broker Non-Votes |
|--------------------------|------------|-----------|---------|------------------|
| | For | Against | Abstain | |
| Anthony P. Franceschini* | 27,693,517 | 1,148,351 | 6,440 | 1,137,541 |
| James J. Morris* | 28,612,630 | 229,141 | 6,537 | 1,137,541 |
| Henry W. Winship IV* | 28,258,028 | 583,584 | 6,696 | 1,137,541 |
| Curtis C. Reusser** | 28,594,983 | 246,628 | 6,697 | 1,137,541 |

* Director nominee for a three-year term expiring at the 2017 annual meeting.

** Director nominee for a term expiring at the 2016 annual meeting.

- (b) **Proposal 2 Advisory Vote on Executive Compensation.** The shareholders approved, on an advisory basis, the compensation of Esterline's named executive officers for the fiscal year ended October 25, 2013. The shareholders voted as follows:

| For | Against | Votes Cast | | Broker Non-Votes |
|------------|---------|------------|--|------------------|
| | | Abstain | | |
| 28,192,460 | 613,740 | 42,108 | | 1,137,541 |

- (c) **Proposal 3 Ratification of Ernst & Young LLP as Esterline's Independent Registered Public Accounting Firm.** The shareholders ratified the selection of Ernst & Young LLP as Esterline's independent registered public accounting firm for the fiscal year ending October 31, 2014. The shareholders voted as follows:

| Votes Cast | | |
|------------|---------|---------|
| For | Against | Abstain |
| 29,611,646 | 364,878 | 9,325 |

Item 8.01. Other Events.

On March 5, 2014, the Board of Directors of Esterline appointed Curtis C. Reusser, the Company's President and Chief Executive Officer, to serve as Chairman, replacing Mr. Lawrence who retired as Executive Chairman as reported under Item 5.02 of this report.

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 10, 2014

By: /s/ MARCIA J. MASON

Name: Marcia J. Mason

Title: Vice President & General Counsel