

ESTERLINE TECHNOLOGIES CORP
Form SC 13G
December 29, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No.)*

Esterline Technologies Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

297425100

(CUSIP Number)

December 16, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder
of this cover
page shall be
filled out for a
reporting
person's initial

filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 29742510013G

1 NAMES OF
REPORTING
PERSONS

MSD Capital, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a) o
GROUP*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

1,624,578

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

1,624,578

9 AGGREGATE
AMOUNT
BENEFICIALLY

OWNED BY EACH
REPORTING PERSON

1,624,578

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

5.1%1

12 TYPE OF
REPORTING
PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

¹ The percentage used above is calculated based on 31,750,610 shares of common stock outstanding as of December 17, 2014 as reported in the Company's Form 10-K filed with the U.S. Securities and Exchange Commission on December 22, 2014.

CUSIP NO. 29742510013G

1 NAMES OF
REPORTING
PERSONS

MSD Value
Investments, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a) o
GROUP*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

1,624,578

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

1,624,578

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

1,624,578

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9) o
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

5.1%1

12 TYPE OF
REPORTING
PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 29742510013G

1 NAMES OF
REPORTING
PERSONS

Michael S. Dell

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a) o
GROUP*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

1,624,578

EACH
REPORTING
PERSON WITH
7 SOLE
DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

1,624,578

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH

REPORTING PERSON

1,624,578

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED IN
ROW (9)

5.1%1

12 TYPE OF
REPORTING
PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT.

Item 1(a) Name of Issuer:

Esterline
Technologies
Corporation
(the
"Company").

Address of
Issuer's

Item 1(b) Principal
Executive
Offices:

The Company's
principal
executive office
is located at 500
108th Avenue
North East,
Bellevue, WA
98004.

Item 2(a) Name of Person
Filing:

This statement
is jointly filed
by and on
behalf of each
of MSD
Capital, L.P.
("MSD
Capital"), MSD
Value
Investments,
L.P. ("MSD
Value") and
Michael S. Dell
(collectively,
the "Reporting
Persons").
MSD Value is
the direct owner
of the securities
covered by this
statement.
MSD Capital is
the general
partner of, and

may be deemed to beneficially own securities beneficially owned by, MSD Value. MSD Capital Management LLC, a Delaware limited liability company ("MSD Capital Management"), is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management. Michael S. Dell is the controlling member of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management.

The Reporting Persons have entered into a Joint Filing

Agreement,
dated December
29, 2014, a
copy of which
is filed with this
Schedule 13G
as Exhibit 99.1,
pursuant to
which the
Reporting
Persons have
agreed to file
this statement
jointly in
accordance with
the provisions
of Rule
13d-1(k)(1)
under the Act.

Neither the
filing of this
statement nor
anything herein
shall be
construed as an
admission that
any person
other than the
Reporting
Persons is, for
the purposes of
Section 13(d) or
13(g) of the Act
or any other
purpose, the
beneficial
owner of any
securities
covered by this
statement.

Address of
Principal
Item 2(b) Business Office
or, if none,
Residence:

The address of
the principal
business office

of each of MSD
Capital and
MSD Value is
645 Fifth
Avenue, 21st
Floor, New
York, New
York 10022.

The address of
the principal
business office
of Mr. Dell is
c/o Dell, Inc.,
One Dell Way,
Round Rock,
Texas 78682.

Item 2(c) Citizenship:

Each of MSD
Capital, L.P.
and MSD Value
is organized as
a limited
partnership
under the laws
of the State of
Delaware.

Michael S. Dell
is a citizen of
the United
States.

Item 2(d) Title of Class of
Securities:

Common Stock

Item 2(e) CUSIP No.:

297425100

Item 3 If this statement
is filed pursuant
to Rules
13d-1(b), or
13d-2(b), check
whether
theperson filing

is a:

Not applicable.

Item 4 Ownership:

A. MSD Capital, L.P.

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

B. MSD Value Investments, L.P.

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

C. Michael S. Dell

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

- (ii) Shared power to vote or direct the vote: 1,624,578
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,624,578

D. MSD Capital Management, LLC

- (a) Amount beneficially owned: 1,624,578
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,624,578
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,624,578

E. Glenn R. Fuhrman

- (a) Amount beneficially owned: 1,624,578
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,624,578
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,624,578

F. John C. Phelan

- (a) Amount beneficially owned: 1,624,578
- (b) Percent of class: 5.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

G. Marc R. Lisker

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

Item 5 Ownership of
Five Percent
or Less of a
Class:

If this
statement is
being filed to
report the fact
that as of the
date hereof
each of the
Reporting
Persons has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,
check the
following [].

Item 6 Ownership of
More Than
Five Percent

on Behalf of
Another
Person:

Not
Applicable.

Item 7 Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company or
Control
Person:

Not
Applicable.

Item 8 Identification
and
Classification
of Members
of the Group:

Not
Applicable.

Item 9 Notice of
Dissolution of
Group:

Not
Applicable.

Item 10 Certification:

By signing
below I
certify that, to
the best of my
knowledge
and belief, the

securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 29, 2014

MSD Capital, L.P.

By: MSD Capital Management LLC

Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

MSD Value Investments, L.P.

By: MSD Capital, L.P.

Its: General Partner

By: MSD Capital Management LLC

Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

Michael S. Dell

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated December 29, 2014.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: December 29, 2014

MSD Capital, L.P.

By: MSD Capital Management LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

MSD Value Investments, L.P.

By: MSD Capital, L.P.
Its: General Partner

By: MSD Capital Management LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

Michael S. Dell

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Attorney-in-Fact