

ESTERLINE TECHNOLOGIES CORP  
Form 8-K/A  
May 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**AMENDMENT NO. 1**

**TO**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**April 28, 2011**

**Date of Report (Date of earliest event reported)**

**ESTERLINE TECHNOLOGIES CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State of Other Jurisdiction  
of Incorporation)

**001-06357**  
(Commission

**13-2595091**  
(IRS Employer

File No.)  
**500-108<sup>th</sup> Avenue NE, Bellevue, Washington 98004**

Identification No.)

(Address of principal executive offices) (Zip Code)

**(425) 453-9400**

(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.**

Pursuant to its April 28, 2011 irrevocable and binding offer, Esterline Technologies Corporation, a Delaware corporation ( Esterline ), entered into a Share Purchase Agreement (the Purchase Agreement ) on May 23, 2011 with FCPR Sagard S.A.S., FCPR Sagard Connecteurs S.A.S. and certain individuals for the purchase of the outstanding shares of capital stock of Souriau Technologies Holding ( STH ), Jupiter S.A.S. ( Jupiter ) and the shares of Financiere Jupiter S.A.S. ( FJ ) not held by Jupiter (the Acquisition ). STH, Jupiter and FJ are the parent entities of companies that comprise the Souriau Group (the Souriau Group ), a leading global supplier of highly-engineered connectors for harsh environments.

Pursuant to the Purchase Agreement, Esterline has agreed to pay a purchase price of 483 million euros (approximately USD\$715 million) in connection with the Acquisition, which includes payment by Esterline of specified transaction expenses and certain indebtedness of the Souriau Group as of the date of consummation of the acquisition. Esterline expects to finance the Acquisition through a combination of cash on hand and international debt. In addition, Esterline has placed USD\$350 million in escrow as security for the purchase price. The consummation of the Acquisition is subject to customary conditions, including governmental approvals.

There were no material relationships between Esterline (or any officer, director or affiliate of either Esterline, or any associate of any such officer or director), or any of the shareholders of the Souriau Group.

A copy of the Purchase Agreement will be filed as an exhibit to Esterline s Form 10-Q for the quarter ended April 29, 2011.

**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: May 27, 2011

By: /s/ ROBERT D. GEORGE  
Name: Robert D. George  
Title: Vice President, Chief Financial Officer,

Secretary and Treasurer