

ESTERLINE TECHNOLOGIES CORP  
Form SC 13D/A  
December 07, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 11)\***

**ESTERLINE TECHNOLOGIES CORPORATION**

**(Name of Issuer)**

**Common Stock, par value \$0.20 per share**

**(Title and Class of Securities)**

**297425100**

**(CUSIP Number)**

**J. Richard Atwood**

**First Pacific Advisors, LP**

**11601 Wilshire Blvd.**

**Suite 1200**

**Los Angeles, CA 90025**

**(310) 473-0225**

*with a copy to:*

**Douglas A. Rappaport, Esq.**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-1000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 6, 2018**

**(Date of Event Which Requires Filing of Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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 ( 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)

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

First Pacific Advisors, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 1,188,477  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

1,188,477

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,188,477

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

4.0% (1)

(14) Type of Reporting Person (See Instructions):

IA, PN

(1) Based on 29,518,042 shares of common stock of Esterline Technologies Corporation (the Issuer ) outstanding as of November 29, 2018, as disclosed in the Issuer s Proxy Statement filed with the Securities and Exchange Commission (the SEC ) on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Crescent Fund, a series of FPA Funds Trust

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 967,083

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

967,083

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

967,083

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

3.3% (1)

(14) Type of Reporting Person (See Instructions):

IV

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 63,852  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

63,852

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

63,852

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

0.2% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.



Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Select Fund, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 7,005

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

7,005

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

7,005

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

Less than 0.1% (1)

(14) Type of Reporting Person (See Instructions):

PN

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 15,069

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

15,069

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

15,069

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 25,431  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

25,431

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

25,431

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 39,561  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

39,561

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

39,561

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.



Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

J. Richard Atwood

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 1,188,477  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

1,188,477

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,188,477

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

4.0% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

Steven T. Romick

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 1,188,477  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

1,188,477

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,188,477

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

4.0% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

Brian A. Selmo

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0  
(8) Shared Voting Power

OWNED BY

EACH

REPORTING 1,059,633  
(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

1,059,633

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,059,633

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

3.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

Mark Landecker

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Canada

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 1,108,416

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

1,108,416

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,108,416

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

(13) Percent of Class Represented by Amount in Row (11):

3.8% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,518,042 shares of common stock of the Issuer outstanding as of November 29, 2018, as disclosed in the Issuer's Proxy Statement filed with the SEC on November 30, 2018.



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**Amendment No. 11 to Schedule 13D**

The following constitutes Amendment No. 11 ( Amendment No. 11 ) to the Schedule 13D filed with the Securities and Exchange Commission (the SEC ) by First Pacific Advisors, LLC ( FPA ), FPA Crescent Fund, a series of FPA Funds Trust ( FPA Crescent Fund ), FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC ( FPA Global Opportunity ), FPA Select Drawdown Fund, L.P. ( FPA Select Drawdown ), FPA Select Fund, a series of FPA Hawkeye Fund, LLC ( FPA Select ), FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC ( FPA Value Partners ), FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ( FPA Hawkeye ), FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ( FPA Hawkeye-7 ), J. Richard Atwood, Steven T. Romick, Brian A. Selmo, and Mark Landecker (collectively, the Reporting Persons ) on June 27, 2016, as amended by Amendment No. 1 filed on September 19, 2016, Amendment No. 2 filed on September 28, 2016, Amendment No. 3 filed on October 12, 2016, Amendment No. 4 filed on October 19, 2016, Amendment No. 5 filed on May 2, 2017, Amendment No. 6 filed on June 19, 2017, Amendment No. 7 filed on January 3, 2018, Amendment No. 8 filed on November 13, 2018, Amendment No. 9 filed on November 27, 2018, and Amendment No. 10 filed on December 4, 2018. This Amendment No. 11 amends and supplements the Schedule 13D as specifically set forth herein.

All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D, as amended. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

**ITEM 4. PURPOSE OF TRANSACTION**

Item 4 of Schedule 13D is supplemented and superseded, as the case may be, as follows:

This Amendment No. 11 is being filed to report dispositions of beneficial ownership of Common Stock in an amount equal to 1% or more of the Issuer s outstanding shares of Common Stock since the Reporting Persons previous amendment to Schedule 13D. Consistent with their investment purpose, the Reporting Persons may make, or cause, further dispositions of Common Stock from time to time depending on market conditions and other factors. In addition, the Reporting Persons may acquire, or cause to be acquired, additional shares of Common Stock depending on market conditions and other factors.

Going forward, the Reporting Persons may have conversations with members of the Issuer s management team and members of the Board regarding multiple topics, including, but not limited to, corporate governance and the composition of the Board, suggestions for candidates to the Board, general business operations and strategic alternatives to promote long-term value for the benefit of all shareholders. Except to the extent restricted by the Agreement, the Reporting Persons may engage in communications with one or more officers, members of the Board, representatives, shareholders of the Issuer and other relevant parties regarding the Issuer s business and certain initiatives, which could include one or more of the items in subsections (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

The Reporting Persons continuously assess the Issuer s business, financial condition, results of operations and prospects, general economic conditions, other developments and additional investment opportunities. Depending on such assessments and in compliance with any applicable agreements, including the Agreement, the Reporting Persons may acquire additional securities of the Issuer or new securities of the Issuer, engage in any hedging or similar transactions with respect to the Issuer s securities, or may determine to sell or otherwise dispose of all or some of the Issuer s securities in the open market, as applicable, in privately negotiated transactions, in transactions directly with the Issuer or otherwise. Such actions will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices, the financial condition, results of operations and prospects of the Issuer, alternative investment opportunities, general economic, financial market and industry conditions and other factors that the

Reporting Persons may deem material to their investment decision.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Schedule 13D are incorporated herein by reference.

Set forth below is the aggregate number of shares of Common Stock directly held, as of the date hereof, by each of the following FPA investment advisory clients.

Holder	Total Number of Shares
FPA Crescent Fund	967,083 shares of Common Stock
Managed Accounts	70,476 shares of Common Stock
FPA Global Opportunity	63,852 shares of Common Stock
FPA Select	7,005 shares of Common Stock
FPA Value Partners	15,069 shares of Common Stock
FPA Hawkeye	25,431 shares of Common Stock
FPA Hawkeye-7	39,561 shares of Common Stock

As the investment adviser of FPA Crescent Fund, the Managed Accounts and the Private Investment Funds (collectively, the FPA Clients), FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by the FPA Clients and therefore may be deemed to beneficially own such securities.

(c) Except as disclosed in Exhibit 99.1 or previously disclosed in this Schedule 13D, as amended, there have been no transactions in securities of the Issuer during the 60 days prior to the date hereof by any of the Reporting Persons. Exhibit 99.1 is incorporated herein by reference.

(d) The disclosure regarding the relationship between the Reporting Persons in Item 2(c) of this Schedule 13D is incorporated by reference herein. The limited partners of (or investors in) each of the FPA Clients for which FPA acts as general partner, managing member and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) On December 4, 2018, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Issuer's Common Stock.

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit	Description
99.1	Transactions in securities of the Issuer effected in the past 60 days.

**SIGNATURE**

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

Dated as of December 7, 2018

**First Pacific Advisors, LP**

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**FPA Crescent Fund, a series of FPA Funds Trust**

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: President

**FPA Global Opportunity Fund, a series of**

**FPA Hawkeye Fund, LLC**

By: First Pacific Advisors, LP,  
  
its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**FPA Select Fund, L.P.**

By: First Pacific Advisors, LP,  
  
its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**FPA Value Partners Fund, a series of FPA**

**Hawkeye Fund, LLC**

By: First Pacific Advisors, LP,

its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**FPA Hawkeye Fund, a series of FPA  
Hawkeye**

**Fund, LLC**

By: First Pacific Advisors, LP,  
its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**FPA Hawkeye-7 Fund, a series of FPA  
Hawkeye**

**Fund, LLC**

By: First Pacific Advisors, LP,  
its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Director of General Partner

**J. Richard Atwood**

By: /s/ J. Richard Atwood

**Steven T. Romick**

By: /s/ Steven T. Romick

**Brian A. Selmo**

By: /s/ Brian A. Selmo

**Mark Landecker**

By: /s/ Mark Landecker