

CURTISS WRIGHT CORP
Form 8-K
May 06, 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

Date of Report (Date of earliest event reported): May 2, 2014

CURTISS-WRIGHT CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|------------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware | 1-134 | 13-0612970 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|----------------------------------------------------------------------------------------------------------------------|---------------------|
| 13925 Ballantyne Corporate Place, Suite 400 Charlotte, North Carolina (Address of Principal Executive Offices) | 28277 (Zip Code) |
|----------------------------------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (704) 869-4600

Not applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On March 19, 2014, a performance share (“PSU”) payout was made to Martin R. Benante, Executive Chairman, David C. Adams, President and Chief Executive Officer, Thomas P. Quinly, Vice President and Chief Operating Officer, Glenn E. Tynan, Vice President and Chief Financial Officer, and Michael J. Denton, former Vice President, General Counsel, and Corporate Secretary on the 2010 PSU grants under Curtiss-Wright’s 2005 Omnibus Long-Term Incentive Plan covering performance for the period 2011-2013.

Shown below is the PSU payout table for the performance period 2011-2013:

| | 2011-2013 Target | | Payout Payout % | Payout | |
|---------|------------------|------------------|-----------------|-----------------|------------------|
| | US Dollar Value | Number of Shares | | US Dollar Value | Number of Shares |
| Benante | \$ 1,091,277 | 36,522 | 77 | % \$ 1,741,033 | 28,122 |
| Adams | \$ 439,714 | 14,716 | 82 | % \$ 747,130 | 12,068 |
| Quinly | \$ 221,142 | 7,401 | 80 | % \$ 366,569 | 5,921 |
| Tynan | \$ 387,753 | 12,977 | 77 | % \$ 618,667 | 9,993 |
| Denton | \$ 233,124 | 7,802 | 77 | % \$ 371,955 | 6,008 |

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 2, 2014. The following matters set forth in the Company’s Proxy Statement dated March 21, 2014, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

| | FOR | WITHELD |
|-------------------|------------|---------|
| Martin R. Benante | 40,502,782 | 243,316 |
| David C. Adams | 40,520,495 | 225,603 |
| Dean M. Flatt | 40,586,031 | 160,067 |
| S. Marce Fuller | 40,099,481 | 646,617 |
| Allen A. Kozinski | 40,542,615 | 203,483 |
| John R. Myers | 40,008,181 | 737,917 |
| John B. Nathman | 40,583,469 | 162,629 |
| Robert J. Rivet | 40,346,180 | 399,918 |
| William W. Sihler | 40,125,110 | 620,988 |
| Albert E. Smith | 40,349,031 | 397,067 |
| Stuart W. Thorn | 40,577,934 | 168,164 |

2 A proposal seeking ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014 was approved, with the votes cast as follows:

| FOR | AGAINST | ABSTENTIONS |
|------------|---------|-------------|
| 43,685,474 | 422,255 | 58,212 |

3 A proposal seeking approval of the Company's 2014 Omnibus Incentive Plan was approved, with the votes cast as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|-----------|-------------|------------------|
| 38,473,090 | 2,176,582 | 96,426 | 3,419,843 |

4 A proposal seeking approval, on an advisory basis, of a resolution approving the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement for the 2014 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table, and the related compensation tables and accompanying narrative disclosure therein was approved, with the votes cast as follows:

| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|-----------|-------------|------------------|
| 39,563,602 | 1,025,035 | 157,461 | 3,419,843 |

SIGNATURE

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.

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan
Glenn E. Tynan
Vice-President and
Chief Financial Officer

Date: May 6, 2014