

FPA HAWKEYE FUND  
Form 3  
June 27, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |   |  |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â First Pacific Advisors, LLC             |         | (Month/Day/Year)                     | ESTERLINE TECHNOLOGIES CORP [ESL]   |  |
| (Last)                                    | (First) | (Middle)                             | 06/21/2016  |  |
| 11601 WILSHIRE BLVD.,Â SUITE 1200         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| LOS ANGELES,Â CAÂ 90025                   |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      | (give title below) (specify below)  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)                   |
|---------------------------------|---|--|---|
| Common Stock                    | 2,863,871   | I  | See Footnotes <u>(1)</u> <u>(2)</u>                                     |
| Common Stock                    | 125,459   | I  | See Footnotes <u>(3)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 200,340   | I  | See Footnotes <u>(4)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 13,325  | I  | See Footnotes <u>(5)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 20,054  | I  | See Footnotes <u>(6)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 83,561  | I  | See Footnotes <u>(7)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 117,415   | I  | See Footnotes <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a**

currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   |  |  |   |
|   |  | Title  | Amount or<br>Number of<br>Shares                                   |  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| First Pacific Advisors, LLC<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025    | ^             | ^ X       | ^       | ^     |
| FPA FUNDS TRUST<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025                | ^             | ^ X       | ^       | ^     |
| FPA Global Opportunity Fund<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025    | ^             | ^ X       | ^       | ^     |
| FPA SELECT DRAWDOWN FUND, L.P.<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025 | ^             | ^ X       | ^       | ^     |
| FPA Select Fund<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025                | ^             | ^ X       | ^       | ^     |
| FPA Value Partners Fund<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025        | ^             | ^ X       | ^       | ^     |
| FPA HAWKEYE FUND<br>11601 WILSHIRE BLVD.<br>SUITE 1200<br>LOS ANGELES, CA 90025               | ^             | ^ X       | ^       | ^     |
|   | ^             | ^ X       | ^       | ^     |

FPA Hawkeye-7 Fund  
 11601 WILSHIRE BLVD.  
 SUITE 1200  
 LOS ANGELES, CA 90025

## Signatures

|   |            |
|---|------------|
| FIRST PACIFIC ADVISORS, LLC, Name: /s/ J. Richard Atwood, Title: Managing Partner   | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA CRESCENT FUND, A SERIES OF FPA FUNDS TRUST, Name: /s/ J. Richard Atwood, Title: President   | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA GLOBAL OPPORTUNITY FUND, a series of FPA Hawkeye Fund, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA SELECT DRAWDOWN FUND, L.P., By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner                                 | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA SELECT FUND, a series of FPA Hawkeye Fund, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner             | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA VALUE PARTNERS FUND, a series of FPA Hawkeye Fund, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner     | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA HAWKEYE FUND, a series of FPA Hawkeye Fund, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner            | 06/27/2016 |
| **Signature of Reporting Person   | Date       |
| FPA HAWKEYE-7 FUND, a series of FPA Hawkeye Fund, LLC, By: First Pacific Advisors, LLC, its investment adviser, Name: /s/ J. Richard Atwood, Title: Managing Partner          | 06/27/2016 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of common stock of Esterline Technologies Corporation (the "Issuer") held directly by FPA Crescent Fund, a series of FPA Funds Trust ("FPA Crescent Fund"). First Pacific Advisors, LLC ("FPA") is the investment adviser of FPA Crescent Fund and may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund. In addition, Mr. J. Richard Atwood may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a Managing Partner of FPA.
- (2) (Continued from footnote 1) Mr. Steven T. Romick may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a Portfolio Manager of FPA Crescent Fund and Managing Partner of FPA. Messrs. Brian A. Selmo and Mark Landecker may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as Portfolio Managers of FPA Crescent Fund and Partners of FPA. FPA only receives an asset-based management fee for serving as investment adviser to FPA Crescent Fund and therefore does not have any pecuniary interest in the securities of the Issuer held by FPA Crescent Fund.
- (3)

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Shares of common stock of the Issuer held directly by FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC ("FPA Global Opportunity"). FPA serves as manager of and investment adviser to FPA Global Opportunity.

- (4) Shares of common stock of the Issuer held directly by FPA Select Drawdown Fund, L.P. ("FPA Select Drawdown"). FPA serves as the general partner of and investment adviser to FPA Select Drawdown.
- (5) Shares of common stock of the Issuer held directly by FPA Select Fund, a series of FPA Hawkeye Fund, LLC ("FPA Select"). FPA serves as manager of and investment adviser to FPA Select.
- (6) Shares of common stock of the Issuer held directly by FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC ("FPA Value Partners"). FPA serves as manager of and investment adviser to FPA Value Partners.
- (7) Shares of common stock of the Issuer held directly by FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye"). FPA serves as manager of and investment adviser to FPA Hawkeye.
- (8) Shares of common stock of the Issuer held directly by FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye-7", and together with FPA Global Opportunity, FPA Select Drawdown, FPA Select, FPA Value Partners, and FPA Hawkeye, the "Private Investment Funds"). FPA serves as manager of and investment adviser to FPA Hawkeye-7.

- FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by each of the Private Investment Funds as the investment adviser to and manager or general partner, as applicable, of each of the Private Investment Funds. In addition, Mr. Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA. Mr. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Hawkeye and FPA Hawkeye-7, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA.
- (9)

- (Continued from footnote 9) Mr. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Select Drawdown, FPA Select, and FPA Value Partners, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. Mr. Landecker may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Global Opportunity, FPA Select Drawdown and FPA Select as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. FPA and Messrs. Atwood, Romick, Selmo and Landecker may be deemed to have a pecuniary interest in a portion of the securities held directly by the Private Investment Funds due to FPA's right to receive performance-based allocations.
- (10)

- (Continued from footnote 10) In addition, Messrs. Romick, Selmo and Landecker may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Global Opportunity, FPA Select and FPA Hawkeye due to their respective ownership interests in such Private Investment Funds, Messrs. Romick and Selmo may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Value Partners due to their respective ownership interests in such Private Investment Fund, and Mr. Romick may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Hawkeye-7 due to his ownership interest in such Private Investment Fund.
- (11)

- (Continued from footnote 11) Each of FPA and Messrs. Atwood, Romick, Selmo and Landecker disclaims beneficial ownership of securities of the Issuer held directly by the Private Investment Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of FPA or Messrs. Atwood, Romick, Selmo or Landecker is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (12)

Â

### Remarks:

Due to the limitation on the number of filing persons per Form 3, J. Richard Atwood, Steven T.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.