

GOODRICH CORP  
Form 8-K  
April 22, 2010

**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): April 20, 2010**

**GOODRICH CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**

**1-892**

**34-0252680**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Four Coliseum Centre  
2730 West Tyvola Road  
Charlotte, North Carolina**

**28217**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(704) 423-7000**

(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:

- 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))
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## **Section 2 Financial Information**

### **Item 2.02. Results of Operations And Financial Condition.**

On April 22, 2010, Goodrich Corporation ( Goodrich ) issued a press release announcing its financial results for the first quarter of 2010 and reaffirming its outlook for full year 2010. A copy of the press release is furnished as Exhibit 99.1 hereto.

Goodrich will host a conference call for investors and security analysts to discuss the financial results and outlook at 10:00 a.m. Eastern Time on April 22, 2010. By press releases dated April 6, 2010 and April 21, 2010, the public was invited to listen to the conference call by telephone or by live webcast accessed through the Investor Relations area of Goodrich s website at [www.goodrich.com](http://www.goodrich.com). Additional written information regarding the financial results and outlook will be posted as a webcast presentation on the Investor Relations area of Goodrich s website prior to the conference call.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

## **Section 5 Corporate Governance and Management**

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

On April 20, 2010, at the 2010 annual meeting of our shareholders, our shareholders approved an amendment and restatement of the Goodrich Corporation Senior Executive Management Incentive Plan. The terms and conditions of this amended and restated plan are described on pages 9 through 11 of our definitive proxy statement for the 2010 annual meeting of shareholders, filed with the Securities and Exchange Commission on March 11, 2010, which description is incorporated by reference.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2010 Annual Meeting of Shareholders was held on April 20, 2010 at 10:00 a.m. Eastern time at the Company s headquarters in Charlotte, North Carolina. As described in the 2010 Proxy Statement, the following occurred:

The eleven nominees for director were elected;

The appointment of Ernst & Young LLP as independent registered public accounting firm for the year 2010 was ratified; and

The amendment and restatement of the Senior Executive Management Incentive Plan was approved. The votes were as follows:

**Election of Directors:**

|                         | <b>Number of<br/>Shares<br/>Voted For</b> | <b>Number of<br/>Shares Voted<br/>Withheld</b> |
|-------------------------|-------------------------------------------|------------------------------------------------|
| Carolyn Corvi           | 100,208,506                               | 939,929                                        |
| Diane C. Creel          | 99,134,092                                | 2,014,343                                      |
| George A. Davidson, Jr. | 99,112,485                                | 2,035,950                                      |
| Harris E. DeLoach, Jr.  | 99,393,337                                | 1,755,098                                      |
| James W. Griffith       | 97,399,768                                | 3,748,667                                      |
| William R. Holland      | 98,965,895                                | 2,182,540                                      |
| John P. Jumper          | 99,863,827                                | 1,284,608                                      |
| Marshall O. Larsen      | 97,801,359                                | 3,347,076                                      |
| Lloyd W. Newton         | 99,965,172                                | 1,183,263                                      |
| Douglas E. Olesen       | 99,113,232                                | 2,035,203                                      |
| Alfred M. Rankin, Jr.   | 99,108,357                                | 2,040,078                                      |

There were 8,440,002 broker non-votes on the proposal for the election of directors.

**Appointment of Independent Registered Public Accounting Firm:**

107,860,520 shares voted for; 1,558,877 shares voted against; and 169,040 shares abstained from voting.

**Amendment and Restatement of the Senior Executive Management Incentive Plan:**

102,159,543 shares voted for; 6,775,237 shares voted against; and 653,657 shares abstained from voting.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Goodrich Corporation Press Release dated April 22, 2010 titled Goodrich Announces First Quarter 2010 Results, Reaffirms Outlook for 2010 Sales, Net Income per Diluted Share and Cash Flow.

**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.

GOODRICH CORPORATION  
(Registrant)

Date: April 22, 2010

By: /s/ SCOTT E. KUECHLE  
Scott E. Kuechle  
Executive Vice President and  
Chief Financial Officer

**Exhibit Index**

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