

CURTISS WRIGHT CORP  
Form 10-K/A  
March 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-134

CURTISS-WRIGHT CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware 13-0612970  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

10 Waterview Blvd. Parsippany, NJ 07054  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 541-3700

Securities registered pursuant to Section 12(b) of the Act:

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|                                       |  |
|---------------------------------------|--|
| Title of each class                   | Name of each exchange<br>on which registered |
| Common stock, par value \$1 per share | New York Stock Exchange                      |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|   |   |
|---|---|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer   |
| Non-accelerated filer                                       | (Do not check if a smaller reporting company) Smaller reporting company |



Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of June 30, 2010 was approximately \$1.3 billion.

The number of shares outstanding of each of the Registrant's classes of Common stock as of January 31, 2011:

| Class                                 | Number of shares |
|---------------------------------------|------------------|
| Common stock, par value \$1 per share | 46,315,608       |

DOCUMENTS INCORPORATED BY REFERENCE

None in this Amendment No. 1 on Form 10-K/A

**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2010 ("*Form 10-K*"), as filed with the Securities and Exchange Commission on February 25, 2011, is to furnish a corrected Exhibit 101 to the Form 10-K which provides certain items from our Form 10-K formatted in eXtensible Business Reporting Language ("*XBRL*") as well as correct the performance graph included in Item 5. The original Exhibit 101 contained certain errors due to unanticipated technical transmission difficulties. Additionally, this Amendment No. 1 to our Annual Report on Form 10-K corrects the Exhibit list contained in Item 15 where Exhibit 101 was inadvertently omitted and the performance graph included in Item 5 to update the cumulative total return over the last five fiscal years of the S&P SmallCap 600 Index, the Russell 2000 Index, and S&P 500 Aerospace & Defense Index.

No other changes have been made to the Form 10-K other than the furnishing of the exhibit described above, the updated Exhibit list in Item 15 and the updated performance graph in Item 5. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Securities.**

*The following performance graph does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of our other filings under the Securities Act or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this information by reference therein.*

**PERFORMANCE GRAPH**

The following graph compares the annual change in the cumulative total return on our Company's Common Stock during the last five fiscal years with the annual change in the cumulative total return of the Russell 2000 Index, the S&P SmallCap 600 Index, and the S&P 500 Aerospace & Defense Index. The graph assumes an investment of \$100 on December 31, 2005 and the reinvestment of all dividends paid during the following five fiscal years.

| Company / Index              | 2005 | 2006   | 2007   | 2008   | 2009   | 2010   |
|------------------------------|------|--------|--------|--------|--------|--------|
| Curtiss-Wright Corp          | 100  | 136.83 | 186.32 | 124.99 | 118.48 | 126.87 |
| S &P SmallCap 600 Index      | 100  | 115.12 | 114.78 | 79.11  | 99.34  | 125.47 |
| Russell 2000                 | 100  | 118.37 | 116.51 | 77.15  | 98.11  | 124.46 |
| S &P 500 Aerospace & Defense | 100  | 125.16 | 149.34 | 94.77  | 118.12 | 135.97 |

**Item 15. Exhibits, Financial Statement Schedules.**

(b) Exhibits

Agreement and  
Plan of Merger  
and  
Recapitalization,  
dated as of  
February 1,  
2005, by and  
between the  
2.1 Registrant and  
CW Merger Sub,  
Inc.  
(incorporated by  
reference to  
Exhibit 2.1 to  
Form 8-K filed  
February 3,  
2005).

Amended and  
Restated  
Certificate of  
Incorporation  
3.1 (incorporated by  
reference to  
Form 8-A/A filed  
May 24, 2005).

Amended and  
Restated  
By-Laws  
3.2 (incorporated by  
reference to  
Form 8-K filed  
November 17,  
2008).

Form of stock  
certificate for  
Common Stock  
3.3 (incorporated by  
reference to  
Form 8-K filed  
November 17,  
2008).

4.1

Agreement to furnish to the Commission upon request a copy of any long-term debt instrument where the amount of the securities authorized thereunder does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis (incorporated by reference to Exhibit 4 to Form 10-K for the year ended December 31, 1985).

10.1 Curtiss-Wright Corporation 2005 Omnibus Long-Term Incentive Plan, amended and restated effective January 1, 2010 (incorporated by reference to Appendix B to Proxy Statement filed March 19, 2010).\*

10.2 Form of Long Term Incentive Award Agreement, between the Registrant and the executive officers of the Registrant (incorporated by



reference to  
Exhibit 10.3 to  
Form 10-K for  
the year ended  
December 31,  
2005).\*

10.3 Revised Standard  
Employment  
Severance  
Agreement with  
Senior  
Management of  
the Registrant  
(incorporated by  
reference to  
Exhibit 10 to  
Form 10-Q for  
the quarter ended  
June 30, 2001).\*

10.4 Amended and  
Restated  
Retirement  
Benefits  
Restoration Plan  
as amended  
January 1, 2010  
(filed herewith).\*

10.5 Amended and  
Restated  
Curtiss-Wright  
Corporation  
Retirement Plan  
and Instrument  
of Amendment  
No. 1, as  
amended through  
January 1,  
2010(filed  
herewith). \*

- 10.6 Restated and Amended Curtiss-Wright Corporation Savings and Investment Plan, dated January 1, 2010 (filed herewith).\*
- 10.7 Instrument of Amendment No. 1 to the Restated and Amended Curtiss-Wright Corporation Savings and Investment Plan, dated January 1, 2010 (filed herewith).\*
- 10.8 Form of indemnification Agreement entered into by the Registrant with each of its directors (incorporated by reference to Exhibit 10 to Form 10-K for the year ended December 31, 2008).
- 10.9 Amended and Restated Curtiss-Wright Electro-Mechanical Corporation Savings Plan, dated January 1, 2010 (filed herewith) \*
- 10.10 Curtiss-Wright Corporation 2005 Stock Plan for Non-Employee Directors (incorporated by reference to Appendix C to Proxy Statement filed April 5, 2005).\*
- Amended and Revised Curtiss-Wright Corporation Executive Deferred Compensation Plan, as amended
- 10.11 November 2006 (incorporated by reference to Exhibit 10 to Form 10-K for the year ended December 31, 2006)  
\*
- Change In Control Severance Protection Agreement, dated July 9, 2001, between the Registrant and Chief
- 10.12 Executive Officer of the Registrant (incorporated by reference to Exhibit 10.1 to Form 10-Q for the quarter ended September 30, 2001).\*
- Standard Change In Control Severance Protection Agreement, dated July 9, 2001, between the Registrant and
- 10.13 Key Executives of the Registrant (incorporated by reference to Form 10-Q for the quarter ended September 30, 2001).\*
- 10.14 Trust Agreement, dated January 20, 1998, between the Registrant and PNC Bank, National Association (incorporated by reference to Exhibit 10(a) to Form 10-Q for the quarter ended March 31, 1998).\*
- 10.15 Consulting Agreement, dated April 30, 2010, between the Registrant and Edward Bloom (incorporated by reference to Exhibit 10 to Form 10-Q for the quarter ended March 31, 2009).\*
- 10.16 Curtiss-Wright Corporation 2003 Employee Stock Purchase Plan (incorporated by reference to Appendix VII to Proxy Statement filed March 28, 2003).\*
- 10.17 Curtiss-Wright Corporation Employee Stock Purchase Plan, as amended, effective January 1, 2010 (incorporated by reference to Exhibit 10 to Form 10-K/A for the year ended December 31, 2009).\*
- 10.18 Note Purchase Agreement between the Registrant and certain Institutional Investors, dated September 25, 2003 (incorporated by reference to Exhibit 10.1 to Form 8-K filed October 3, 2003).
- Restrictive Legends on Notes subject to Purchase Agreement between the Registrant and certain Institutional
- 10.19 Investors, dated September 25, 2003 (incorporated by reference to Exhibit 10.2 to Form 8-K filed October 3, 2003).
- 10.20 Note Purchase Agreement between the Registrant and certain Institutional Investors, dated December 1, 2005 (incorporated by reference to Exhibit 10.1 to Form 8-K filed December 5, 2005).

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Restrictive Legends on Notes subject to Purchase Agreement between the Registrant and certain Institutional Investors, dated December 1, 2005 (incorporated by reference to Exhibit 10.2 to Form 8-K filed December 5, 2005).

- 10.22 2006 Modified Incentive Compensation Plan (incorporated by reference to Appendix B to Company's 2006 Definitive Proxy Statement on Schedule 14A filed March 29, 2006). \*
- 10.23 Restricted Stock Unit Agreement, dated October 9, 2006, by and between the Registrant and David Linton (incorporated by reference to Exhibit 10 to Form 8-K filed October 11, 2006). \*
- 10.24 Restricted Stock Unit Agreement, dated October 23, 2007, by and between the Registrant and David Linton (incorporated by reference to Exhibit 10 to Form 8-K filed October 25, 2007). \*
- 10.25 Restricted Stock Unit Agreement, dated October 9, 2006, by and between the Registrant and David Adams (incorporated by reference to Exhibit 10 to Form 8-K filed October 16, 2006). \*

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- 10.26 Restricted Stock Unit Agreement, dated October 23, 2007, by and between the Registrant and David Adams (incorporated by reference to Exhibit 10 to Form 8-K filed October 25, 2007). \*
- 10.27 Second Amended and Restated Credit Agreement dated as of August 10, 2008 among the Registrant, and Certain Subsidiaries as Borrowers; the Lenders parties thereto; Bank of America, N.A., as Administrative Agent; Swingline Lender, and L/C Issuer; J.P. Morgan Chase Bank, N.A., as Syndication Agent; and Sun Trust Bank and Citibank N.A., as Co-Documentation Agents (incorporated by reference to Exhibit 10 to Form 10-K/A for the year ended December 31, 2008)
- 21 Subsidiaries of the Registrant (filed herewith)
- 23 Consent of Independent Registered Public Accounting Firm (filed herewith).
- 31.1 Certification of Martin R. Benante, Chairman and CEO, Pursuant to Rule 13a – 14(a) (filed herewith).
- 31.2 Certification of Glenn E. Tynan, Chief Financial Officer, Pursuant to Rule 13a – 14(a) (filed herewith).
- 32 Certification of Martin R. Benante, Chairman and CEO and Glenn E. Tynan, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350 (filed herewith).
- 101.INS EX-101 INSTANCE DOCUMENT (Furnished herewith)
- 101.SCH EX-101 SCHEMA DOCUMENT (Furnished herewith)
- 101.CAL EX-101 CALCULATION LINKBASE DOCUMENT (Furnished herewith)
- 101.LAB EX-101 LABELS LINKBASE DOCUMENT (Furnished herewith)
- 101.PRE EX-101 PRESENTATION LINKBASE DOCUMENT (Furnished herewith)
- 101.DEF EX-101 DEFINITION LINKBASE DOCUMENT (Furnished herewith)

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\*Indicates contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 3, 2011

By: /s/ Glenn E. Tynan  
Glenn E. Tynan  
Chief Financial Officer

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