

CURTISS WRIGHT CORP
Form 8-K
December 12, 2018

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): December 12, 2018

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

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

130 Harbour Place Drive, Suite 300
Davidson, North Carolina 28036
Address of Principal Executive Offices 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))

Indicate by check mark whether
the registrant is an emerging
growth company as defined in
Rule 405 of the Securities Act of
1933 (17 CFR §230.405) or
Rule 12b-2 of the Securities
Exchange Act of 1934 (17 CFR

§240.12b-2).

Emerging growth company ☐

If an emerging growth company,
indicate by check mark if the
registrant has elected not to use
the extended transition period
for complying with any new or
revised financial accounting
standards provided pursuant to
Section 13(a) of the Exchange
Act. ☐

Item 8.01 Other Events

On December 12, 2018, Curtiss-Wright Corporation (the “Company”) adopted two written trading plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company implemented these written trading plans in connection with its share repurchase program, which was authorized by the Company’s Board of Directors on November 14, 2018.

The first trading plan will include purchases in the total amount of \$50 million. The Company cannot predict when or if it will repurchase any shares of Common Stock as such plan includes a price grid including a price limit where the Company would not buy shares under the Rule 10b5-1 plan.

The second trading plan will include purchases in the total amount of \$50 million executed equally over the course of calendar year 2019. This written trading plan will not be effected before January 2, 2019 and will cease on December 31, 2019.

Adopting a trading plan that satisfies the conditions of Rule 10b5-1 allows a company to repurchase its shares at times when it might otherwise be prevented from doing so due to self-imposed trading blackout periods or pursuant to insider trading laws. A broker selected by the Company will have the authority under the terms and limitations specified in the plan to repurchase shares on the Company’s behalf in accordance with the terms of the plan. After the expiration of the current trading plan, the Company may from time to time enter into subsequent trading plans under Rule 10b5-1 to facilitate the repurchase of its common stock pursuant to its share repurchase program.

Information regarding share repurchases will be available in the Company’s periodic reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission as required by the applicable rules of the Exchange Act.

This report contains forward-looking information, as that term is defined under the Exchange Act, including information regarding purchases by the Company of its common stock pursuant to a 10b5-1 trading plan. By their nature, forward-looking information and statements are subject to risks, uncertainties, and contingencies, including changes in price and volume and the volatility of the Company’s common stock; adverse developments affecting either or both of prices and trading of exchange-traded securities, including securities listed on the New York Stock Exchange; and unexpected or otherwise unplanned or alternative requirements with respect to the capital investments of the Company. The Company’s 2017 Annual Report on Form 10-K filed with the SEC on February 22, 2018, includes information regarding other risk factors and cautionary information. The Company does not undertake to update any forward-looking statements or information, including those contained in this report.

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: December 12, 2018