

GOODRICH CORP  
Form 8-K  
December 05, 2006

**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 1, 2006  
**GOODRICH CORPORATION**  
(Exact name of registrant as specified in its charter)

New York  
(State or other  
jurisdiction of  
incorporation)

1-892  
(Commission  
File Number)

34-0252680  
(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

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 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 1, 2006, Goodrich Corporation (the Company) entered into a Letter Amendment to its Five Year Credit Agreement dated as of May 25, 2005 with a group of lenders named in the agreement and Citibank, N.A., as agent for the lenders. The Letter Amendment amends the definition of Consolidated Net Worth to exclude any non-cash effects resulting from the application of Financial Accounting Standards Board Statement No. 158. A copy of the Letter Amendment is filed as Exhibit 10.1 hereto.

**Section 2 Financial Information**

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information required by this item is set forth in Item 1.01, which is incorporated by reference.

**Section 9 Financial Statements and Exhibits**

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

(d) Exhibits.

Exhibit 10.1 Letter Amendment dated as of December 1, 2006 among Goodrich Corporation, the lender parties thereto and Citibank, N.A., as agent for such lenders.

**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: December 5, 2006

By: /s/ Vincent M. Lichtenberger  
Vincent M. Lichtenberger  
Assistant Secretary

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**Exhibit Index**

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