

ESTERLINE TECHNOLOGIES CORP  
Form SC 13G  
December 29, 2014  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. )\*

Esterline Technologies Corporation

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

297425100

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(CUSIP Number)

December 16, 2014

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder  
of this cover  
page shall be  
filled out for a  
reporting  
person's initial

filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 29742510013G

1 NAMES OF  
REPORTING  
PERSONS

MSD Capital, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a) o  
GROUP\*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

1,624,578

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

1,624,578

9 AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING PERSON

1,624,578

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)   
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

5.1%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentage used above is calculated based on 31,750,610 shares of common stock outstanding as of December 17, 2014 as reported in the Company's Form 10-K filed with the U.S. Securities and Exchange Commission on December 22, 2014.

CUSIP NO. 29742510013G

1 NAMES OF  
REPORTING  
PERSONS

MSD Value  
Investments, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a) o  
GROUP\*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

1,624,578

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

1,624,578

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,624,578

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9) o  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

5.1%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 29742510013G

1 NAMES OF  
REPORTING  
PERSONS

Michael S. Dell

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a) o  
GROUP\*

(b) x

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

1,624,578

EACH  
REPORTING  
PERSON WITH  
7 SOLE  
DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

1,624,578

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH

REPORTING PERSON

1,624,578

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)   
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

5.1%1

12 TYPE OF  
REPORTING  
PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT.



Item 1(a) Name of Issuer:

Esterline  
Technologies  
Corporation  
(the  
"Company").

Address of  
Issuer's

Item 1(b) Principal  
Executive  
Offices:

The Company's  
principal  
executive office  
is located at 500  
108th Avenue  
North East,  
Bellevue, WA  
98004.

Item 2(a) Name of Person  
Filing:

This statement  
is jointly filed  
by and on  
behalf of each  
of MSD  
Capital, L.P.  
("MSD  
Capital"), MSD  
Value  
Investments,  
L.P. ("MSD  
Value") and  
Michael S. Dell  
(collectively,  
the "Reporting  
Persons").  
MSD Value is  
the direct owner  
of the securities  
covered by this  
statement.  
MSD Capital is  
the general  
partner of, and

may be deemed to beneficially own securities beneficially owned by, MSD Value. MSD Capital Management LLC, a Delaware limited liability company ("MSD Capital Management"), is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management. Michael S. Dell is the controlling member of, and may be deemed to beneficially own securities beneficially owned by, MSD Capital Management.

The Reporting Persons have entered into a Joint Filing

Agreement,  
dated December  
29, 2014, a  
copy of which  
is filed with this  
Schedule 13G  
as Exhibit 99.1,  
pursuant to  
which the  
Reporting  
Persons have  
agreed to file  
this statement  
jointly in  
accordance with  
the provisions  
of Rule  
13d-1(k)(1)  
under the Act.

Neither the  
filing of this  
statement nor  
anything herein  
shall be  
construed as an  
admission that  
any person  
other than the  
Reporting  
Persons is, for  
the purposes of  
Section 13(d) or  
13(g) of the Act  
or any other  
purpose, the  
beneficial  
owner of any  
securities  
covered by this  
statement.

Address of  
Principal  
Item 2(b) Business Office  
or, if none,  
Residence:

The address of  
the principal  
business office

of each of MSD  
Capital and  
MSD Value is  
645 Fifth  
Avenue, 21st  
Floor, New  
York, New  
York 10022.

The address of  
the principal  
business office  
of Mr. Dell is  
c/o Dell, Inc.,  
One Dell Way,  
Round Rock,  
Texas 78682.

Item 2(c) Citizenship:

Each of MSD  
Capital, L.P.  
and MSD Value  
is organized as  
a limited  
partnership  
under the laws  
of the State of  
Delaware.

Michael S. Dell  
is a citizen of  
the United  
States.

Item 2(d) Title of Class of  
Securities:

Common Stock

Item 2(e) CUSIP No.:

297425100

Item 3 If this statement  
is filed pursuant  
to Rules  
13d-1(b), or  
13d-2(b), check  
whether  
theperson filing

is a:

Not applicable.

Item 4 Ownership:

A. MSD Capital, L.P.

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

B. MSD Value Investments, L.P.

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

C. Michael S. Dell

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

D. MSD Capital Management, LLC

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

F. John C. Phelan

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

G. Marc R. Lisker

(a) Amount beneficially owned: 1,624,578

(b) Percent of class: 5.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,624,578

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,624,578

Item 5 Ownership of  
Five Percent  
or Less of a  
Class:

If this  
statement is  
being filed to  
report the fact  
that as of the  
date hereof  
each of the  
Reporting  
Persons has  
ceased to be  
the beneficial  
owner of  
more than five  
percent of the  
class of  
securities,  
check the  
following [].

Item 6 Ownership of  
More Than  
Five Percent

on Behalf of  
Another  
Person:

Not  
Applicable.

Item 7 Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being  
Reported on  
by the Parent  
Holding  
Company or  
Control  
Person:

Not  
Applicable.

Item 8 Identification  
and  
Classification  
of Members  
of the Group:

Not  
Applicable.

Item 9 Notice of  
Dissolution of  
Group:

Not  
Applicable.

Item 10 Certification:

By signing  
below I  
certify that, to  
the best of my  
knowledge  
and belief, the



securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 29, 2014

MSD Capital, L.P.

By: MSD Capital Management LLC

Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

MSD Value Investments, L.P.

By: MSD Capital, L.P.

Its: General Partner

By: MSD Capital Management LLC

Its: General Partner

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Manager

Michael S. Dell

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated December 29, 2014.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: December 29, 2014

MSD Capital, L.P.

By: MSD Capital Management LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Value Investments, L.P.

By: MSD Capital, L.P.  
Its: General Partner

By: MSD Capital Management LLC  
Its: General Partner