

ESTERLINE TECHNOLOGIES CORP
Form SC 13D/A
September 28, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

ESTERLINE TECHNOLOGIES CORPORATION

(Name of Issuer)

Common Stock, par value \$0.20 per share

(Title and Class of Securities)

297425100

(CUSIP Number)

J. Richard Atwood

First Pacific Advisors, LLC

11601 Wilshire Blvd.

Suite 1200

Los Angeles, CA 90025

(310) 473-0225

with a copy to:

Douglas A. Rappaport, Esq.

Akin Gump Strauss Hauer & Feld LLP

One Bryant Park

New York, NY 10036

(212) 872-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 27, 2016

(Date of Event Which Requires Filing of Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ☒ x

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (" 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)

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

First Pacific Advisors, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

3,690,744

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

3,690,744

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,774

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IA, OO

(1) Based on 29,396,333 shares of common stock of Esterline Technologies Corporation (the Issuer) outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Crescent Fund, a series of FPA Funds Trust
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
REPORTING	2,863,871
	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

2,863,871

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,863,871

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

9.7% (1)

(14) Type of Reporting Person (See Instructions):

IV

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	125,459
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

125,459

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

125,459

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.4% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Select Drawdown Fund, L.P.
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	204,820
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

204,820

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

204,820

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.7% (1)

(14) Type of Reporting Person (See Instructions):

PN

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Select Fund, a series of FPA Hawkeye Fund, LLC
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	13,665
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

13,665

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

13,665

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

Less than 0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	20,574
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

20,574

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

20,574

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	83,561
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

83,561

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

83,561

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.3% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC
Check the Appropriate Box if a Member of a Group (See Instructions):

(3) (a) " (b) "
SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) ..
Citizenship or Place of Organization:

Delaware	
NUMBER OF	(7) Sole Voting Power
SHARES	
BENEFICIALLY	0
	(8) Shared Voting Power
OWNED BY	
EACH	
	117,415
REPORTING	(9) Sole Dispositive Power
PERSON	
WITH:	0

(10) Shared Dispositive Power

117,415

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

117,415

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.4% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

J. Richard Atwood

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

United States

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

3,690,774

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

3,690,774

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,774

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on August 9, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

Steven T. Romick

(2) Check the Appropriate Box if a Member of a Group (See Instructions):