

ESTERLINE TECHNOLOGIES CORP
Form 3
June 27, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

ATWOOD J RICHARD
(Last) (First) (Middle)

11601 WILSHIRE BLVD., SUITE 1200

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/21/2016

3. Issuer Name and Ticker or Trading Symbol
ESTERLINE TECHNOLOGIES CORP [ESL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,863,871	I	See Footnotes (1) (2)
Common Stock	125,459	I	See Footnotes (3) (9) (10) (11) (12)
Common Stock	200,340	I	See Footnotes (4) (9) (10) (11) (12)
Common Stock	13,325	I	See Footnotes (5) (9) (10) (11) (12)
Common Stock	20,054	I	See Footnotes (6) (9) (10) (11) (12)
Common Stock	83,561	I	See Footnotes (7) (9) (10) (11) (12)
Common Stock	117,415	I	See Footnotes (8) (9) (10) (11) (12)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD J RICHARD 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025	^	^ X	^	^
ROMICK STEVEN T 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025	^	^ X	^	^
Selmo Brian A. 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025	^	^ X	^	^
Landecker Mark 11601 WILSHIRE BLVD. SUITE 1200 LOS ANGELES, CA 90025	^	^ X	^	^

Signatures

J. RICHARD ATWOOD, Name: /s/ J. Richard Atwood	06/27/2016
**Signature of Reporting Person	Date
STEVEN T. ROMICK, Name: /s/ Steven T. Romick	06/27/2016
**Signature of Reporting Person	Date
BRIAN A. SELMO, Name: /s/ Brian A. Selmo	06/27/2016
**Signature of Reporting Person	Date
MARK LANDECKER, Name: /s/ Mark Landecker	06/27/2016
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of common stock of Esterline Technologies Corporation (the "Issuer") held directly by FPA Crescent Fund, a series of FPA Funds Trust ("FPA Crescent Fund"). First Pacific Advisors, LLC ("FPA") is the investment adviser of FPA Crescent Fund and may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund. In addition, Mr. J. Richard Atwood may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a Managing Partner of FPA.
- (2) (Continued from footnote 1) Mr. Steven T. Romick may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as a Portfolio Manager of FPA Crescent Fund and Managing Partner of FPA. Messrs. Brian A. Selmo and Mark Landecker may be deemed to share voting and/or investment power over shares of common stock of the Issuer held by FPA Crescent Fund as Portfolio Managers of FPA Crescent Fund and Partners of FPA. FPA only receives an asset-based management fee for serving as investment adviser to FPA Crescent Fund and therefore does not have any pecuniary interest in the securities of the Issuer held by FPA Crescent Fund.
- (3) Shares of common stock of the Issuer held directly by FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC ("FPA Global Opportunity"). FPA serves as manager of and investment adviser to FPA Global Opportunity.
- (4) Shares of common stock of the Issuer held directly by FPA Select Drawdown Fund, L.P. ("FPA Select Drawdown"). FPA serves as the general partner of and investment adviser to FPA Select Drawdown.
- (5) Shares of common stock of the Issuer held directly by FPA Select Fund, a series of FPA Hawkeye Fund, LLC ("FPA Select"). FPA serves as manager of and investment adviser to FPA Select.
- (6) Shares of common stock of the Issuer held directly by FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC ("FPA Value Partners"). FPA serves as manager of and investment adviser to FPA Value Partners.
- (7) Shares of common stock of the Issuer held directly by FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye"). FPA serves as manager of and investment adviser to FPA Hawkeye.
- (8) Shares of common stock of the Issuer held directly by FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC ("FPA Hawkeye-7", and together with FPA Global Opportunity, FPA Select Drawdown, FPA Select, FPA Value Partners, and FPA Hawkeye, the "Private Investment Funds"). FPA serves as manager of and investment adviser to FPA Hawkeye-7.
- (9) FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by each of the Private Investment Funds as the investment adviser to and manager or general partner, as applicable, of each of the Private Investment Funds. In addition, Mr. Atwood may be deemed to share voting and/or investment power over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA. Mr. Romick may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Hawkeye and FPA Hawkeye-7, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Managing Partner of FPA.
- (10) (Continued from footnote 9) Mr. Selmo may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Select Drawdown, FPA Select, and FPA Value Partners, as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. Mr. Landecker may be deemed to share voting and/or investment power over the securities of the Issuer held by FPA Global Opportunity, FPA Select Drawdown and FPA Select as Portfolio Manager of such funds, and over the securities of the Issuer held by the Private Investment Funds as a Partner of FPA. FPA and Messrs. Atwood, Romick, Selmo and Landecker may be deemed to have a pecuniary interest in a portion of the securities held directly by the Private Investment Funds due to FPA's right to receive performance-based allocations.
- (11) (Continued from footnote 10) In addition, Messrs. Romick, Selmo and Landecker may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Global Opportunity, FPA Select and FPA Hawkeye due to their respective ownership interests in such Private Investment Funds, Messrs. Romick and Selmo may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Value Partners due to their respective ownership interests in such Private Investment Fund, and Mr. Romick may be deemed to have an indirect pecuniary interest in a portion of the securities held directly by FPA Hawkeye-7 due to his ownership interest in such Private Investment Fund.
- (12) (Continued from footnote 11) Each of FPA and Messrs. Atwood, Romick, Selmo and Landecker disclaims beneficial ownership of securities of the Issuer held directly by the Private Investment Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of FPA or Messrs. Atwood, Romick, Selmo or Landecker is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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Remarks:

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Due to the limitation on the number of filing persons per Form 3, FPA Crescent Fund, a series A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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