

ESTERLINE TECHNOLOGIES CORP  
Form SC 13D/A  
November 13, 2018

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

**SCHEDULE 13D**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 8)\***

**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, LP**

**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)**

**November 8, 2018**

**(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.

**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, LP

(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

REPORTING 2,551,790  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

2,551,790

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

2,551,790

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

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

8.7% (1)

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

IA, PN

(1) Based on 29,453,140 shares of common stock of Esterline Technologies Corporation (the Issuer ) outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer s Form 8-K filed with the Securities and Exchange Commission (the SEC ) on October 10, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Crescent Fund, a series of FPA Funds Trust

(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):

WC

(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

REPORTING 2,237,796  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

2,237,796

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

2,237,796

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

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

7.6% (1)

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

#### IV

(1) Based on 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, 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):

WC

(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

REPORTING 63,852  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

63,852

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

63,852

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

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

0.2% (1)

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

OO

(1) Based on 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.



Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Select Drawdown Fund, L.P.

(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):

WC

(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

REPORTING 0  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

0

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

0

(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%

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

PN

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Select Fund, L.P.

(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):

WC

(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

REPORTING 7,005  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

7,005

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

7,005

(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):

PN

(1) Based on 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Value Partners Fund, a series of FPA Hawkeye Fund, 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):

WC

(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

REPORTING 15,069  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

15,069

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

15,069

(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 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Hawkeye Fund, a series of FPA Hawkeye Fund, 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):

WC

(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

REPORTING 25,431  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

25,431

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

25,431

(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 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.



Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, 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):

WC

(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

REPORTING 39,561  
(9) Sole Dispositive Power

PERSON

WITH:

0  
(10) Shared Dispositive Power

39,561

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

39,561

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

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

0.1% (1)

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

OO

(1) Based on 29,453,140 shares of common stock of the Issuer outstanding as of October 5, 2018, as disclosed in the Agreement and Plan of Merger filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the SEC on October 10, 2018.

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

REPORTING (9) 2,551,790

PERSON

WITH:

