

ESTERLINE TECHNOLOGIES CORP

Form SC 13G/A

February 16, 2016

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. 1)\*

Esterline Technologies Corp.

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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 31, 2015

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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).

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CUSIP NO. 297425100 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Capital, L.P.

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

(b)

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

795,164

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

795,164

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

795,164

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

11 PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

2.7%1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 29,629,812 shares of Common Stock outstanding as of February 2, 2016 as disclosed in the Company's Form 10-Q filed with the U.S. Securities and Exchange Commission on February 5, 2016.

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CUSIP NO. 29742510013G

1 NAMES OF  
REPORTING  
PERSONS

MSD Value  
Investments, L.P.

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

(b)

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

795,164

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

795,164

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

795,164

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

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

2.7%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 (a)  
IF A MEMBER OF A  
GROUP\*

(b)

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

795,164

EACH  
REPORTING  
PERSON WITH  
SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

795,164

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

795,164

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

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

2.7%1

12 TYPE OF  
REPORTING  
PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. 29742510013G

Item 1(a) Name of  
Issuer:

The name of  
the issuer is  
Esterline  
Technologies  
Corporation  
(the  
"Company").

Item 1(b) Address of  
Principal  
Executive  
Offices:

The Company's  
principal  
executive  
office is  
located at 500  
108th Avenue  
NE Bellevue,  
Washington  
98004.

Item 2(a) Name of  
Person Filing:

This Schedule  
13G is being  
jointly filed by  
and on behalf  
of each of  
MSD Capital,  
L.P. ("MSD  
Capital"), MSD  
Value  
Investments,  
L.P. ("MSD  
Value  
Investments")  
and Michael S.  
Dell  
(collectively,  
the "Reporting

Persons"). MSD Value Investments 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 Investments. MSD Capital Management, LLC ("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 and Marc R. Lisker is a manager of, and may be deemed to be 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 February  
16, 2016, a  
copy of which  
is filed with  
this Schedule  
13G as Exhibit  
99.2, 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.

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

The address of  
the principal  
business office  
of each of  
MSD Capital  
and MSD  
Value  
Investments 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  
Investments 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

If this  
statement is  
filed pursuant  
to Rules

Item 3 13d-1(b), or  
13d-2(b),  
check whether  
the person  
filing is a:

Not  
applicable.

Item 4 Ownership:

A. MSD Capital, L.P.

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

B. MSD Value Investments, L.P.

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

C. Michael S. Dell

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

D. MSD Capital Management, LLC

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

F. Marc R. Lisker

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(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: 795,164

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

(iv) Shared power to dispose or direct the disposition: 795,164

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 [X].

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, other than activities solely in connection with a nomination under § 240.14a-11.

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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: February 16, 2016

MSD Capital, L.P.

MSD Value Investments, L.P.

By: MSD Capital Management, LLC  
Its: General Partner

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

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

By: MSD Capital Management, LLC  
Its: General Partner

Michael S. Dell

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

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Schedule 13G filed by MSD Capital, MSD Energy Investments, L.P. and Michael S. Dell with the Securities and Exchange Commission on February 22, 2011 relating to the common units of Atlas Energy, L.P.).

99.2 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.2

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: February 16, 2016

MSD Capital, L.P.

MSD Value Investments, L.P.

By: MSD Capital Management, LLC  
Its: General Partner

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

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

By: MSD Capital Management, LLC  
Its: General Partner

Michael S. Dell

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

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Attorney-in-Fact