HEXCEL CORP /DE/
Form 10-K
February 05, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10 K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2013

or

o Transition Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File Number 1-8472

Hexcel Corporation

(Exact name of registrant as specified in its charter)

Delaware	**94-1109521**
(State of Incorporation)	(I.R.S. Employer Identification No.)

281 Tresser Boulevard
Stamford, Connecticut 06901

(Address of principal executive offices and zip code)

Registrant s telephone number, including area code: **(203) 969-0666**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
COMMON STOCK	NEW YORK STOCK EXCHANGE

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the registrant s common stock held by non-affiliates was $3,387,607,226 based on the reported last sale price of common stock on June 28, 2013, which is the last business day of the registrant s most recently completed second fiscal quarter.

The number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Class	**Outstanding as of January 30, 2014**
COMMON STOCK	98,916,627

Documents Incorporated by Reference:

Proxy Statement for Annual Meeting of Stockholders (to the extent specified herein) Part III.

PART I

ITEM 1. Business.

General Development of Business

Hexcel Corporation, founded in 1946, was incorporated in California in 1948, and reincorporated in Delaware in 1983. Hexcel Corporation and its subsidiaries (herein referred to as Hexcel , the Company , we , us , or our), is a leading advanced composites company. We develop, manufacture, and market lightweight, high-performance structural materials, including carbon fibers, specialty reinforcements, prepregs and other fiber-reinforced matrix materials, honeycomb, adhesives, engineered honeycomb and composite structures, for use in Commercial Aerospace, Space & Defense and Industrial markets. Our products are used in a wide variety of end applications, such as commercial and military aircraft, space launch vehicles and satellites, wind turbine blades, automotive, a wide variety of recreational products and other industrial applications.

We serve international markets through manufacturing facilities, sales offices and representatives located in the Americas, Asia Pacific, Europe and Russia. We are also an investor in a joint venture in Malaysia, which manufactures composite structures for Commercial Aerospace applications.

Narrative Description of Business and Segments

We are a manufacturer of products within a single industry: Advanced Composites. Hexcel has two reportable segments, Composite Materials and Engineered Products. The Composite Materials segment is comprised of our carbon fiber, specialty reinforcements, resins, prepregs and other fiber-reinforced matrix materials, and honeycomb core product lines. The Engineered Products segment is comprised of lightweight high strength composite structures, molded components and specialty machined honeycomb product lines.

The following summaries describe the ongoing activities related to the Composite Materials and Engineered Products segments as of December 31, 2013.

Composite Materials

The Composite Materials segment manufactures and markets carbon fibers, fabrics and specialty reinforcements, prepregs and other fiber-reinforced matrix materials, structural adhesives, honeycomb, molding compounds, tooling materials, polyurethane systems and laminates that are incorporated into many applications, including military and commercial aircraft, wind turbine blades, recreational products, transport (cars, boats, trains) and other industrial applications.

The following table identifies the principal products and examples of the primary end-uses from the Composite Materials segment:

SEGMENT	PRODUCTS	PRIMARY END-USES
COMPOSITE MATERIALS	Carbon Fibers	• Raw materials for prepregs, fabrics and specialty reinforcements • Filament winding for various aerospace, defense and industrial applications
	Fabrics and Specialty Reinforcements	• Raw materials for prepregs and honeycomb • Composites and components used in aerospace, defense, wind energy, automotive, recreation and other industrial applications
	Prepregs, Other Fiber-Reinforced Matrix Materials and Resins	• Composite structures • Commercial and military aircraft components • Satellites and launchers • Aeroengines • Wind turbine and helicopter blades • Boats, trains and performance cars • Skis, snowboards, hockey sticks, and bicycles
	Structural Adhesives	• Bonding of metals, honeycomb and composite materials
	Honeycomb	• Composite structures and interiors • Impact and shock absorption systems • Helicopter blades

Carbon Fibers: HexTow® carbon fibers are manufactured for sale to third-party customers as well as for our own use in manufacturing certain reinforcements and composite materials. Carbon fibers are woven into carbon fabrics, used as reinforcement in conjunction with a resin matrix to produce pre-impregnated composite materials (referred to as prepregs). Carbon fiber is also used in filament winding, hand layup, automatic tape layup and advanced fiber placement to produce finished composite components. Key product applications include structural components for commercial and military aircraft, space launch vehicles, and certain other applications such as recreational and industrial equipment.

Fabrics and Specialty Reinforcements: Fabrics and specialty reinforcements are made from a variety of fibers, including carbon, aramid and other high strength polymers, several types of fiberglass, quartz, ceramic and other specialty fibers. These reinforcements are used in the production of prepregs and other matrix materials used in primary and secondary structural aerospace applications such as wing components, horizontal and vertical stabilizer components, fairings, radomes and engine blades and cases, engine nacelles as well as overhead storage bins and other interior components. Our reinforcements are also used in the manufacture of a variety of industrial and recreational products such as wind energy blades, automotive components, oil exploration and production equipment, boats, surfboards, skis and other sporting goods equipment.

Prepregs: HexPly® prepregs are manufactured for sale to third-party customers and for internal use by our Engineered Products segment in manufacturing composite laminates and monolithic structures, including finished components for aircraft structures and interiors. Prepregs are manufactured by combining high-performance reinforcement fabrics or unidirectional fibers with a resin matrix to form a composite material that, when cured, has exceptional structural properties not present in either of the constituent materials. Prepreg reinforcements include glass, carbon, aramid, quartz, ceramic and other specialty fibers. Resin matrices include bismaleimide, cyanate ester, epoxy, phenolic, polyimide and other specialty resins.

Other Fiber-Reinforced Matrix Materials: New fiber reinforced matrix developments include HexMC®, a form of quasi-isotropic carbon fiber prepreg that enables small to medium sized composite components to be mass produced. HexTOOL® is a specialized form of HexMC® for use in the cost-effective construction of high temperature resistant composite tooling. HexFIT® film infusion material is a product that combines resin films and dry fiber reinforcements to save lay-up time in production and enables the manufacture of large contoured composite structures, such as wind turbine blades.

Resins: HexFlow® polymer matrix materials are sold in liquid and film form for use in direct process manufacturing of composite parts. Resins can be combined with fiber reinforcements in manufacturing processes such as resin transfer molding (RTM), resin film infusion (RFI) or vacuum assisted resin transfer molding (VARTM) to produce high quality composite components for both aerospace and industrial applications, without the need for customer investment in autoclaves.

Structural Adhesives: We manufacture and market a comprehensive range of Redux® film and paste adhesives. These structural adhesives, which bond metal to metal and composites and honeycomb structures, are used in the aerospace industry and for many industrial applications.

Honeycomb: HexWeb® honeycomb is a lightweight, cellular structure generally composed of a sheet of nested hexagonal cells. It can also be manufactured in over-expanded and asymmetric cell configurations to meet special design requirements such as contours or complex curvatures. Honeycomb is primarily used as a lightweight core material and acts as a highly efficient energy absorber. When sandwiched between composite or metallic facing skins, honeycomb significantly increases the stiffness of the structure, while adding very little weight.

We produce honeycomb from a number of metallic and non-metallic materials. Most metallic honeycomb is made from aluminum and is available in a selection of alloys, cell sizes and dimensions. Non-metallic materials used in the manufacture of honeycomb include fiberglass, carbon fiber, thermoplastics, non-flammable aramid papers, aramid fiber and other specialty materials.

We sell honeycomb as standard blocks and in slices cut from a block. Honeycomb is also supplied as sandwich panels, with facing skins bonded to either side of the core material. Honeycomb is also used in Acousti-Cap® where a non-metallic permeable cap material is embedded into honeycomb core that is used in aircraft engine nacelles to dramatically reduce noise during takeoff and landing without adding a structural weight penalty. Aerospace is the largest market for honeycomb products. We also sell honeycomb for non-aerospace applications including automotive parts, sporting goods, building panels, high-speed trains and mass transit vehicles, energy absorption products, marine vessel compartments, and other industrial uses. In addition, we produce honeycomb for our Engineered Products segment for use in manufacturing finished parts for airframe Original Equipment Manufacturers (OEMs).

The following table identifies the key customers and the major manufacturing facilities of the Composite Materials segment:

COMPOSITE MATERIALS
KEY CUSTOMERS

Aernnova	Daher	Safran Group
Airbus Group (including Eurocopter)	Embraer	Spirit Aerosystems
Alliant Techsystems	FACC	Textron
The Boeing Company	Finmeccanica	Toray
Bombardier	Gamesa	Trek
CFAN	GKN	Triumph
CTRM Aero Composites	Lockheed Martin	United Technologies
Cytec	Northrop Grumman	Vestas

MAJOR MANUFACTURING FACILITIES

Casa Grande, Arizona	Neumarkt, Austria
Dagneux, France	Parla, Spain

Decatur, Alabama	Salt Lake City, Utah
Duxford, England	Seguin, Texas
Illescas, Spain	Stade, Germany
Les Avenieres, France	Tianjin, China
Nantes, France	Windsor, Colorado

Net sales for the Composite Materials segment to third-party customers were $1,286.9 million in 2013, $1,230.9 million in 2012 and $1,074.5 million in 2011, which represented between 77% and 78%, of our net sales each year. Net sales for composite materials are highly dependent upon the number of large commercial aircraft produced as further discussed under the captions Significant Customers , Markets and Management s Discussion and Analysis of Financial Condition and Results of Operations . In addition, about 5% of our total production of composite materials in 2013 was used internally by the Engineered Products segment.

Engineered Products

The Engineered Products segment manufactures and markets composite structures and precision machined honeycomb parts primarily for use in the aerospace industry. Composite structures are manufactured from a variety of composite and other materials,

including prepregs, honeycomb, structural adhesives and advanced molding materials, using such manufacturing processes as autoclave processing, multi-axis numerically controlled machining, heat forming, compression molding and other composite manufacturing techniques.

The following table identifies the principal products and examples of the primary end-uses from the Engineered Products segment:

SEGMENT	PRODUCTS	PRIMARY END-USES
ENGINEERED PRODUCTS	Composite Structures	• Aircraft structures and finished aircraft components, including wing to body fairings, wing panels, flight deck panels, door liners, helicopter blades, spars and tip caps
	Engineered Honeycomb	• Aircraft structural sub-components and semi-finished components used in helicopter blades, engine nacelles, and aircraft surfaces (flaps, wings, elevators and fairings)
	HexMC® molded composite parts	• Complex geometric parts for commercial aircrafts to replace traditionally metal parts including window frames, primary structure brackets and fittings as well as for certain industrial applications

Net sales for the Engineered Products segment to third-party customers were $391.3 million in 2013, $347.3 million in 2012, and $317.9 million in 2011, which represented between 22% and 23% of our net sales each year.

The Engineered Products segment has a 50% ownership interest in a Malaysian joint venture, Aerospace Composites Malaysia Sdn. Bhd., formerly, Asian Composites Manufacturing Sdn. Bhd. (ACM) with Boeing Worldwide Operations Limited. Under the terms of the joint venture agreement, Hexcel and The Boeing Company (Boeing) have transferred the manufacture of certain semi-finished composite components to this joint venture. Hexcel purchases the semi-finished composite components from the joint venture, and inspects and performs additional skilled assembly work before delivering them to Boeing. The joint venture also manufactures composite components for other aircraft component manufacturers. ACM had revenue of $62 million in 2013, and $59 million and $51 million in 2012 and 2011, respectively.

The following table identifies the key customers and the major manufacturing facilities of the Engineered Products segment:

ENGINEERED PRODUCTS

KEY CUSTOMERS	MAJOR MANUFACTURING FACILITIES
The Boeing Company	Kent, Washington
Bombardier	Burlington, Washington
General Dynamics	Pottsville, Pennsylvania
General Electric	Welkenraedt, Belgium
GKN	Alor Setar, Malaysia (JV)
Spirit Aerosystems	
United Technologies	

Financial Information About Segments and Geographic Areas

Financial information and further discussion of our segments and geographic areas, including external sales and long-lived assets, are contained under the caption Management s Discussion and Analysis of Financial Condition and Results of Operations and in Note 16 to the accompanying consolidated financial statements of this Annual Report on Form 10-K.

Significant Customers

Approximately 34%, 29% and 30% of our 2013, 2012 and 2011 net sales, respectively, were to Boeing and related subcontractors. Of the 34% of overall sales to Boeing and its subcontractors in 2013, 30% related to Commercial Aerospace market applications and 4% related to Space & Defense market applications. Approximately 29%, 28% and 27% of our 2013, 2012 and 2011 net sales, respectively, were to Airbus Group and its subcontractors. Of the 29% of overall sales to Airbus Group and its subcontractors in 2013, 26% related to Commercial Aerospace market applications and 3% related to Space & Defense market applications.

Markets

Our products are sold for a broad range of end-uses. The following tables summarize our net sales to third-party customers by market and by geography for each of the three years ended December 31:

	2013	2012	2011
Net Sales by Market			
Commercial Aerospace	**65%**	60%	59%
Space & Defense	**22**	23	22
Industrial	**13**	17	19
Total	**100%**	100%	100%
Net Sales by Geography (a)			
United States	**52%**	51%	52%
Europe and China	**48**	49	48
Total	**100%**	100%	100%

(a) Net sales by geography based on the location in which the product sold was manufactured.

	2013	2012	2011
Net Sales to External Customers (b)			
United States	**46%**	46%	44%
Europe	**39**	39	41
All Others	**15**	15	15
Total	**100%**	100%	100%

(b) Net sales to external customers based on the location to which the product sold was delivered.

Commercial Aerospace

The Commercial Aerospace industry is our largest user of advanced composites. Commercial Aerospace represented 65% of our 2013 net sales. Approximately 85% of these revenues can be identified as sales to Airbus, Boeing and their subcontractors for the production of commercial aircraft. The remaining 15% of these revenues were for regional and business aircraft. The economic benefits airlines can obtain from weight savings in both fuel economy and aircraft range, combined with the design enhancement that comes from the advantages of advanced composites over traditional materials, have caused the industry to be the leader in the use of these materials. While military aircraft and spacecraft have championed the development of these materials, Commercial Aerospace has had the greater consumption requirements and has commercialized the use of these products. Accordingly, the demand for advanced structural material products is closely correlated to the demand for new commercial aircraft.

The use of advanced composites in Commercial Aerospace is primarily in the manufacture of new commercial aircraft. The aftermarket for these products is very small as many of these materials are designed to last for the life of the aircraft. The demand for new commercial aircraft is driven by two principal factors, the first of which is airline passenger traffic (the number of revenue passenger miles flown by the airlines)

which affects the required size of airline fleets. The International Air Transport Association (IATA) estimates 2013 revenue passenger miles were 5.3% higher than 2012. Growth in passenger traffic requires growth in the size of the fleet of commercial aircraft operated by airlines worldwide.

A second factor, which is less sensitive to the general economy, is the replacement rates for existing aircraft. The rates of retirement of passenger and freight aircraft, resulting mainly from obsolescence, are determined in part by the regulatory requirements established by various civil aviation authorities worldwide as well as public concern regarding aircraft age, safety and noise. These rates may also be affected by the desire of the various airlines to improve operating costs with higher payloads and more fuel-efficient aircraft (which in turn is influenced by the price of fuel) and by reducing maintenance expense. In addition, there is expected to be increasing pressure on airlines to replace their aging fleet with more fuel efficient and quieter aircraft to be more environmentally responsible. When aircraft are retired from commercial airline fleets, they may be converted to cargo freight aircraft or scrapped.

An additional factor that may cause airlines to defer or cancel orders is their ability to obtain financing, including leasing, for new aircraft orders. This will be dependent both upon the financial health of the airline operators, as well as the overall availability of financing in the marketplace.

Each new generation of commercial aircraft has used increasing quantities of advanced composites, replacing metals. This follows the trend previously seen in military fighter aircraft where advanced composites may now exceed 50% of the weight of the airframe. Early versions of commercial jet aircraft, such as the Boeing 707, which was developed in the early 1950 s, contained almost no composite materials. One of the first commercial aircraft to use a meaningful amount of composite materials, the Boeing 767 entered into service in 1983, and was built with an airframe containing approximately 6% composite materials. The airframe of Boeing s 777 aircraft, which entered service in 1995, is approximately 11% composite. The Airbus A380, which was first delivered in 2007, has approximately 23% composite content by weight. Boeing s latest aircraft, the B787, which entered into service in September 2011, has a content of more than 50% composite materials by weight. In December 2006, Airbus formally launched the A350 XWB (A350) which is also projected to have a composite content of 50% or more by weight. Airbus targets the A350 to enter into service in the fourth quarter of 2014. In 2011, both Airbus and Boeing announced new versions of their narrow body aircraft which will have new engines. Airbus s A320neo is expected to enter service in 2015 and Boeing s B737 MAX in 2017. It is expected that these new aircraft will offer more opportunities for composite materials than their predecessors. We refer to this steady expansion of the use of composites in aircraft as the secular penetration of composites as it increases our average sales per airplane over time.

The impact on Hexcel of Airbus and Boeing s production rate changes is typically influenced by two factors: the mix of aircraft produced and the inventory supply chain effects of increases or reductions in aircraft production. We have products on all Airbus and Boeing planes. The dollar value of our materials varies by aircraft type twin aisle aircraft use more of our materials than narrow body aircraft and newer designed aircraft use more of our materials than older generations. On average, for established programs, we deliver products into the supply chain about six months prior to aircraft delivery with a range between one and eighteen months depending on the product. For aircraft that are in the development or ramp-up stage, such as the A350, we will have sales as much as several years in advance of the delivery. Increased aircraft deliveries combined with the secular penetration of composites resulted in our Commercial Aerospace revenues increasing by approximately 15% in 2013 and 2012 and 28% in 2011.

Set forth below are historical aircraft deliveries as announced by Airbus and Boeing:

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Airbus	229	294	311	325	303	305	320	378	434	453	483	498	510	534	588	626
Boeing	563	620	491	527	381	281	285	290	398	441	375	481	462	477	601	648
Total	792	914	802	852	684	586	605	668	832	894	858	979	972	1,011	1,189	1,274

Approximately 85% of our Commercial Aerospace revenues can be identified as sales to Airbus, Boeing and their subcontractors for the production of commercial aircraft. Airbus and Boeing combined deliveries in 2013 were 1,274 aircraft, surpassing the previous high of 1,189 in 2012. Based on Airbus and Boeing public estimates, the combined deliveries in 2014 are expected to be higher than 2013. In 2013, the combined net orders reported by Airbus and Boeing were for 2,858 planes, bringing their backlog at December 31, 2013 to 10,639 planes the highest in history. The balance of our Commercial Aerospace sales is related to regional and business aircraft manufacture, and other commercial aircraft applications. These applications also exhibit increasing utilization of composite materials with each new generation of aircraft. Regional and business aircraft sales of $161.7 million in 2013 were slightly higher than the $161 million in sales in 2012, which was about 7% above 2011.

Space & Defense

The Space & Defense market has historically been an innovator in the use of, and source of significant demand for, advanced composites. The aggregate demand by Space & Defense customers is primarily a function of procurement of military aircraft that utilizes advanced composites by the United States and certain European governments. We are currently qualified to supply materials to a broad range of over 100 helicopter, military aircraft and space programs. The top ten programs by revenues represent about 54% of our Space & Defense revenues and no one program exceeds 15% of our revenues in this market. Rotorcraft accounted for about 58% of Space & Defense sales in 2013. Key programs include the V-22 (Osprey) tilt rotor aircraft, Blackhawk, A400M military transport, C-17, F-35 (joint strike fighter or JSF), S76, AH-64 Apache, European Fighter Aircraft (Typhoon), CH-53 Super Stallion, F/A-18E/F (Hornet), NH90, and Tiger helicopters. In addition, our Engineered Products segment provides specialty value added services such as machining, sub-assembly, and even full blade manufacturing. The benefits that we obtain from these programs will depend upon which are funded and the extent of such funding. Space applications for advanced composites include solid rocket booster cases, fairings and payload doors for launch vehicles, and buss and solar arrays for military and commercial satellites.

Another trend providing positive growth for Hexcel is the further penetration of composites in helicopter blades. Numerous new helicopter programs in development, as well as upgrade or retrofit programs, have an increased reliance on Composite Materials products such as carbon fiber, prepregs, and honeycomb core to improve blade performance. In addition, our Engineered Products segment provides specialty value added services such as machining, sub-assembly, and even full blade manufacturing.

Contracts for military and some commercial programs may contain provisions applicable to both U.S. Government contracts and subcontracts. For example, a prime contractor may flow down a termination for convenience clause to materials suppliers such as Hexcel. According to the terms of a contract, we may be subject to U.S. government Federal Acquisition Regulations, the Department of Defense Federal Acquisition Regulations Supplement, Cost Accounting Standards, and associated procurement laws.

Industrial Markets

The revenue for this market includes applications for our products outside the Commercial Aerospace and Space & Defense markets. A number of these applications represent emerging opportunities for our products. In developing new applications, we seek those opportunities where advanced composites technology offers significant benefits to the end user, often applications that demand high engineering performance. Within the Industrial Markets, the major end user sub-markets include, in order of size based on our 2013 sales, wind energy, general industrial applications (including those sold through distributors), recreational equipment (e.g., skis and snowboards, bicycles and hockey sticks), and transportation (e.g., automobiles, mass transit and high-speed rail, and marine applications). Our participation in industrial market applications complements our commercial and military aerospace businesses. We are committed to pursuing the utilization of advanced structural material technology where it can generate significant value and we can maintain a sustainable competitive advantage.

Further discussion of our markets, including certain risks, uncertainties and other factors with respect to forward-looking statements about those markets, is contained under the captions Management s Discussion and Analysis of Financial Condition and Results of Operations and Risk Factors .

Backlog

In recent years, our customers have demanded shorter order lead times and just-in-time delivery performance. While we have many multi-year contracts with our major aerospace customers, most of these contracts specify the proportion of the customers requirements that will be supplied by us and the terms under which the sales will occur, not the specific quantities to be procured. Our Industrial customers have always desired to order their requirements on as short a lead-time as possible. As a result, twelve-month order backlog is not a meaningful trend indicator for us. As noted above, our Commercial Aerospace sales to Airbus and Boeing and their subcontractors accounted for 55% of our 2013 sales, and they have backlogs of 10,639 airplanes or more than eight years based on 2013 deliveries.

Raw Materials and Production Activities

Our manufacturing operations are in many cases vertically integrated. We produce and internally utilize carbon fibers, industrial fabrics, composite materials and composite structures as well as sell these materials to third-party customers for their use in the manufacture of their products.

We manufacture high performance carbon fiber from polyacrylonitrile precursor (PAN). The primary raw material for PAN is acrylonitrile. All of the PAN we produce is for internal carbon fiber production. We consume approximately two-thirds by value of the carbon fiber we produce and sell the remainder of our output to third-party customers. However, as one of the world s largest consumers of high performance carbon fiber, we also purchase significant quantities of carbon fiber from external sources for our own use. The sources of carbon fiber we can use in any product or application are generally dictated by customer qualifications or certifications. Otherwise we select a carbon fiber based on performance, price and availability. With the increasing demand for carbon fiber, particularly in aerospace applications, we have more than doubled our PAN and carbon fiber capacity over the past several years to serve the growing needs of our customers and our own downstream products and we are continuing to expand our capacity to meet our customers forecasted requirements. After a new production line starts operating, it can take up to a year to be certified for aerospace qualifications. However, these lines can start supplying carbon fiber for many industrial and recreational applications within a shorter time period.

We purchase glass yarn from a number of suppliers in the United States, Europe and Asia. We also purchase aramid and high strength fibers which are produced by only a few companies, and during periods of high demand, can be in short supply. In addition, epoxy and other specialty resins, aramid paper and aluminum specialty foils are used in the manufacture of composite products. A number of these products have only one or two sources qualified for use, so an interruption in their supply could disrupt our ability to meet our customer requirements. When entering into multi-year contracts with aerospace customers, we attempt to get back-to-back commitments from key raw material suppliers.

Our manufacturing activities are primarily based on make-to-order , or demand pull based on customer schedules, and to a lesser extent, make-to-forecast production requirements. We coordinate closely with key suppliers in an effort to avoid raw material shortages and excess inventories. However, many of the key raw materials we consume are available from relatively few sources, and in many cases the cost of product qualification makes it impractical to develop multiple sources of supply. The lack of availability of these materials could under certain circumstances have a material adverse effect on our consolidated results of operations.

Research and Technology; Patents and Know-How

Research and Technology (R&T) departments support our businesses worldwide. Through R&T activities, we maintain expertise in precursor and carbon fiber, chemical and polymer formulation and curatives, fabric forming and textile architectures, advanced composite structures, process engineering, application development, analysis and testing of composite materials, computational design, and other scientific disciplines related to our worldwide business base.

Our products rely primarily on our expertise in materials science, textiles, process engineering and polymer chemistry. Consistent with market demand, we have been placing more emphasis on higher performing products and cost effective production processes while seeking to improve the consistency of our products and our capital efficiency. Towards this end, we have entered into formal and informal alliances, as well as licensing and teaming arrangements, with several customers, suppliers, external agencies and laboratories. We believe that we possess unique capabilities to design, develop, manufacture and qualify composite materials and structures. We have over 1,000 patents and pending applications worldwide, and have granted technology licenses and patent rights to several third parties primarily in connection with joint ventures and joint development programs. It is our policy to actively enforce our proprietary rights. We believe that the patents and know-how rights currently owned or licensed by Hexcel are adequate for the conduct of our business. We do not believe that our business would be materially affected by the expiration of any single patent or series of related patents, or by the termination of any single license agreement or series of related license agreements.

We spent $41.7 million, $36.7 million and $32.6 million for R&T in 2013, 2012 and 2011, respectively. Our 2013 spending was 13.6% higher than 2012 as we invested in new products and technology. Our spending on a quarter to quarter basis fluctuates depending upon the amount of new product development and qualification activities, particularly in relation to commercial aircraft applications, that are in progress. These expenditures are expensed as incurred.

Environmental Matters

We are subject to federal, state, local and foreign laws and regulations designed to protect the environment and to regulate the discharge of materials into the environment. We believe that our policies, practices, and procedures are properly designed to prevent unreasonable risk of environmental damage and associated financial liability. To date, environmental control regulations have not had a significant adverse effect on our overall operations.

Our aggregate environmental related accruals at December 31, 2013 and 2012 were $3.9 million and $6.6 million, respectively. As of December 31, 2013 and December 31, 2012, $3.4 million and $4.2 million, respectively, were included in Other current accrued liabilities , with the remainder included in Other non-current liabilities . As related to certain of our environmental matters, except for the Lodi, New Jersey site, our accruals were estimated at the low end of a range of possible outcomes since there was no better point within the range. If we had accrued, for those sites where we are able to estimate our liability, at the high end of the range of possible outcomes, our accruals would have been $6.5 million and $9.2 million at December 31, 2013 and 2012, respectively. Environmental remediation spending charged directly to our reserve balance for 2013, 2012 and 2011, was $3.6 million, $3.4 million and $5.7 million, respectively. In addition, our operating costs relating to environmental compliance were $13.5 million, $13.1 million and $10.3 million, for 2013, 2012, and 2011, respectively, and were charged directly to expense. Capital expenditures for environmental matters approximated $4.6 million, $2.4 million and $4.1 million for 2013, 2012 and 2011 respectively.

These accruals can change significantly from period to period due to such factors as additional information on the nature or extent of contamination, the methods of remediation required, changes in the apportionment of costs among responsible parties and other actions by governmental agencies or private parties, as well as the impact, if any, of Hexcel being named in a new matter. A discussion of environmental matters is contained in Item 3, Legal Proceedings, and in Note 13 to the accompanying consolidated financial statements included in this Annual Report on Form 10-K.

Sales and Marketing

A staff of salaried marketing managers, product managers and sales personnel, sell and market our products directly to customers worldwide. We also use independent distributors and manufacturer representatives for certain products, markets and regions. In addition, we operate various sales representation offices in the Americas, Europe, Asia Pacific and Russia.

Competition

In the production and sale of advanced composites, we compete with a number of U.S. and international companies on a worldwide basis. The broad markets for composites are highly competitive, and we have focused on both specific submarkets and specialty products within markets. In addition to competing directly with companies offering similar products, we compete with producers of substitute composites such as structural foam, infusion technology, wood and metal. Depending upon the material and markets, relevant competitive factors include approvals, database of usage, technology, product performance, delivery, service, price, customer preference for sole sourcing and customer preferred processes.

Employees

As of December 31, 2013, we employed 5,274 full-time employees and contract workers, 3,130 in the United States and 2,144 in other countries. Of the 5,274 full-time employees, approximately 19% were represented by collective bargaining agreements. We believe that our relations with employees and unions are good. The number of full-time employees and contract workers as of December 31, 2012 and 2011 was 4,973 and 4,508, respectively.

Other Information

Our internet website is www.hexcel.com. We make available, free of charge through our website, our Form 10-Ks, 10-Qs and 8-Ks, and any amendments to these forms, as soon as reasonably practicable after filing with the Securities and Exchange Commission.

ITEM 1A. Risk Factors

An investment in our common stock or debt securities involves risks and uncertainties. You should consider the following risk factors carefully, in addition to the other information contained in this Annual Report on Form 10-K, before deciding to purchase any of our securities.

The markets in which we operate can be cyclical, and downturns in them may adversely affect the results of our operations.

Some of the markets in which we operate have been, to varying degrees, cyclical and have experienced downturns. A downturn in these markets could occur at any time as a result of events that are industry specific or macroeconomic and in the event of a downturn; we have no way of knowing if, when and to what extent there might be a recovery. Any deterioration in any of the cyclical markets we serve could adversely affect our financial performance and operating results.

At December 31, 2013, Airbus and Boeing had a combined backlog of 10,639 aircraft, which is the highest in history and more than eight years of production at 2013 delivery rates. To the extent any significant deferrals, cancellations or reduction in demand results in decreased aircraft build rates, it would reduce net sales for our Commercial Aerospace products and as a result reduce our operating income. Approximately 65% of our net sales for 2013 were derived from sales to the Commercial Aerospace industry, which includes 85% from Airbus and Boeing aircraft and 15% from regional and business aircraft. Reductions in demand for commercial aircraft or a delay in deliveries could result from many factors, including delays in the startup or ramp-up of new programs, changes in the propensity for the general public to travel by air (including as a result of terrorist events and any subsequent military response), a rise in the cost of aviation fuel, a change in technology resulting in the use of alternative materials, consolidation and liquidation of airlines, availability of funding for new aircraft purchases or leases, inventory corrections or disruptions throughout the supply chain and slower macroeconomic growth.

The A350 had its first flight in June 2013 and its first delivery is now expected in the fourth quarter of 2014. Our content per plane is approximately $5 million and we expect the A350 will be our largest program with sales of approximately $600 million per year when Airbus reaches its projected buildrates of 120 per year. Both Airbus and Boeing have experienced various delays in their newest aircraft programs, including the A380, B787, B747-8, A400M, and A350. In the past, these have delayed our expected growth or our effective utilization of capacity installed for such growth. Future delays in these or other major new customer programs could similarly impact our results.

In addition, our customers continue to emphasize the need for cost reduction or other improvements in contract terms throughout the supply chain. In response to these pressures, we may be required to accept increased risk or face the prospects of margin compression on some products in the future. Where possible, we seek to offset or mitigate the impact of such pressures through productivity and performance improvements, index clauses, currency hedging and other actions.

A significant decline in business with Boeing, Airbus, Vestas, or other significant customers could materially impact our business, operating results, prospects and financial condition.

We have concentrated customers in the Commercial Aerospace and wind energy markets. In the Commercial Aerospace market, approximately 85%, and in the Space & Defense market, approximately 34%, of our 2013 net sales were made to Boeing and Airbus Group and their related subcontractors. For the years ended December 31, 2013 and December 31, 2012, approximately 34% and 29% of our total consolidated net sales were to Boeing and its related subcontractors, respectively, and approximately 29% and 28% of our total consolidated net sales, respectively, were to Airbus Group, including Airbus and its related subcontractors. In the wind energy market, our primary customer is Vestas Wind Systems A/S. Significant changes in the demand for our customers end products, program delays, the share of their requirements that is awarded to us or changes in the design or materials used to construct their products could result in a significant loss of business with these customers. The loss of, or significant reduction in purchases by, Boeing, Airbus Group and Vestas or any of our other significant customers could materially impair our business, operating results, prospects and financial condition. The level of purchases by our customers is often affected by events beyond their control, including general economic conditions, demand for their products, business disruptions, disruptions in deliveries, strikes and other factors.

Reductions in space and defense spending could result in a decline in our net sales.

The growth in space and defense production that has occurred in recent years may not be sustained, individual programs important to Hexcel may be cancelled, production may not continue to grow and the increased demand for composite-intensive programs may not continue. In addition, the production of military aircraft depends upon defense budgets and the related demand for defense and related equipment. Approximately 22% of our net sales in 2013 were to the Space & Defense market of which about 55% were related to U.S. military programs.

A decrease in supply, interruptions at key facilities or an increase in cost of raw materials could result in a material decline in our profitability.

Our profitability depends largely on the price and continuity of supply of raw materials, which may be supplied through a sole source or a limited number of sources. We purchase large volumes of raw materials, such as epoxy and phenolic resins, carbon fiber, fiberglass yarn, aluminum foil and aramid paper. Any restrictions on the supply, or an increase in the cost, of our raw materials could significantly reduce our profit margins. Efforts to mitigate restrictions on the supply or price increases of these raw materials by long-term purchase agreements, productivity improvements or by passing cost increases to our customers may not be successful.

The occurrence of material operational problems, including but not limited to failure of, or interruption to, key equipment or natural disasters, or inability to install, staff and qualify necessary capacity or achievement of planned manufacturing improvements, may have a material adverse effect on the productivity and profitability of a particular manufacturing facility. With respect to certain facilities, such events could have a material effect on our company as a whole.

We have substantial international operations subject to uncertainties which could affect our operating results.

We believe that revenue from sales outside the U.S. will continue to account for a material portion of our total revenue for the foreseeable future. In 2013, 48% of our production and 54% of our customer sales occurred outside of the United States. Additionally, we have invested significant resources in our international operations and we intend to continue to make such investments in the future. Our international operations are subject to numerous risks, including: (a) general economic and political conditions in the countries where we operate may have an adverse effect on our operations in those countries or not be favorable to our growth strategy; (b) the difficulty of enforcing agreements and collecting receivables through some foreign legal systems; (c) foreign customers may have longer payment cycles than customers in the U.S.; (d) cost of compliance with international trade laws of all of the countries in which we do business, including export control laws, relating to sales and purchases of goods and equipment and transfers of technology; (e) tax rates in some foreign countries may exceed those of the U.S. and foreign earnings may be subject to withholding requirements or the imposition of tariffs, exchange controls or other restrictions; (f) governments may adopt regulations or take other actions that would have a direct or indirect adverse impact on our business and market opportunities; and (g) the potential difficulty in enforcing our intellectual property rights in some foreign countries, and the potential for the intellectual property rights of others to affect our ability to sell product in certain markets. Any one of these could adversely affect our financial condition and results of operations.

In addition, fluctuations in currency exchange rates may influence the profitability and cash flows of our business. For example, our European operations sell a portion of the products they produce in U.S. dollars, yet the labor, overhead costs and portions of material costs incurred in the manufacture of those products are denominated in Euros, British pounds sterling or U.S. dollars. As a result, the local currency margins of goods manufactured with costs denominated in local currency, yet sold in U.S. dollars, will vary with fluctuations in currency exchange rates, reducing when the U.S. dollar weakens against the Euro and British pound sterling. In addition, the reported U.S. dollar value of the local currency financial statements of our foreign subsidiaries will vary with fluctuations in currency exchange rates. While we enter into currency exchange and hedge agreements from time to time to mitigate these types of fluctuations, we cannot remove all fluctuations or hedge all exposures, and our earnings are impacted by changes in currency exchange rates.

We currently do not have political risk insurance in the countries in which we conduct business. While we carefully consider these risks when evaluating our international operations we cannot provide assurance that we will not be materially adversely affected as a result of such risks.

We could be adversely affected by environmental and safety requirements.

Our operations require the handling, use, storage and disposal of certain regulated materials and wastes. As a result, we are subject to various laws and regulations pertaining to pollution and protection of the environment, health and safety. These requirements govern, among other things, emissions to air, discharge to waters and the generation, handling, storage, treatment and disposal of waste and remediation of contaminated sites. We have made, and will continue to make, capital and other expenditures in order to comply with these laws and regulations. These laws and regulations are complex, change frequently and could become more stringent in the future.

We have been named as a potentially responsible party under the U.S. Superfund law or similar state laws at several sites requiring clean up. These laws generally impose liability for costs to investigate and remediate contamination without regard to fault. Under certain circumstances liability may be joint and several, resulting in one responsible party being held responsible for the entire obligation. Liability may also include damages to natural resources. We have incurred and likely will continue to incur expenses to investigate and clean up certain of our existing and former facilities, for which we believe we have adequate reserves. The ongoing operation of our manufacturing plants also entails environmental risks, and we may incur material costs or liabilities in the future which could adversely affect us. Although most of our properties have been the subject of environmental site assessments, there can be no assurance that all potential instances of soil and groundwater contamination have been identified, even at those sites where assessments have been conducted. Accordingly, we may discover previously unknown environmental conditions and the cost of remediating such conditions may be material. See Legal Proceedings below and Note 13 to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

In addition, we may be required to comply with evolving environmental, health and safety laws, regulations or requirements that may be adopted or imposed in the future or to address newly discovered information or conditions that require a response. In particular, climate change is receiving increased attention worldwide, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. The U.S. Congress has considered climate change-related legislation and may retake the issue in the near future. Specific policy measures could include cap and trade provisions or a carbon tax. The European Union has instituted the Greenhouse Gas Emission Trading System (EU-ETS). Our manufacturing plants use energy, including electricity and natural gas, and some of our plants may in the future emit amounts of greenhouse gas that could be affected by these legislative and regulatory efforts. Potential consequences could include increased energy, transportation and raw material costs and may require the Company to make additional investments in its facilities and equipment or limit our ability to grow.

Our forward-looking statements and projections may turn out to be inaccurate.

This Form 10-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to future prospects, developments and business strategies. These forward-looking statements are identified by their use of terms and phrases such as anticipate , believe , could , estimate , expect , intend , may , plan , predict , project , should , w terms and phrases, including references to assumptions. Such statements are based on current expectations, are inherently uncertain, and are subject to changing assumptions.

Such forward-looking statements include, but are not limited to: (a) the estimates and expectations based on aircraft production rates made publicly available by Airbus and Boeing; (b) the revenues we may generate from an aircraft model or program; (c) the impact of the possible push-out in deliveries of the Airbus and Boeing backlog and the impact of delays in the startup or ramp-up of new aircraft programs or the final Hexcel composite material content once the design and material selection has been completed; (d) expectations of composite content on new commercial aircraft programs and our share of those requirements; (e) expectations of

growth in revenues from space and defense applications, including whether certain programs might be curtailed or discontinued; (f) expectations regarding growth in sales for wind energy, recreation and other industrial applications; (g) expectations regarding working capital trends and expenditures; (h) expectations as to the level of capital expenditures and when we will complete the construction and qualification of capacity expansions; (i) our ability to maintain and improve margins in light of the ramp-up of capacity and new facilities and the current economic environment; (j) the outcome of legal matters; (k) our projections regarding the realizability of net operating loss and tax credit carryforwards; and (l) the impact of various market risks, including fluctuations in interest rates, currency exchange rates, environmental regulations and tax codes, fluctuations in commodity prices, and fluctuations in the market price of our common stock, the impact of work stoppages or other labor disruptions and the impact of the above factors on our expectations of 2014 financial results. In addition, actual results may differ materially from the results anticipated in the forward looking statements due to a variety of factors, including but not limited to changing market conditions, increased competition, product mix, inability to achieve planned manufacturing improvements, cost reductions and capacity additions, and conditions in the financial markets.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different. Such factors include, but are not limited to, the following: changes in general economic and business conditions; changes in current pricing and cost levels; changes in political and social conditions, and local regulations; foreign currency fluctuations; changes in aerospace delivery rates; reductions in sales to any significant customers, particularly Airbus, Boeing or Vestas; changes in sales mix; changes in government defense procurement budgets; changes in military aerospace programs technology; industry capacity; competition; disruptions of established supply channels, particularly where raw materials are obtained from a single or limited number of sources and cannot be substituted by unqualified alternatives; manufacturing capacity constraints; unforeseen vulnerability of our network and systems to interruptions or failures; and the availability, terms and deployment of capital.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those expected, estimated or projected. In addition to other factors that affect our operating results and financial position, neither past financial performance nor our expectations should be considered reliable indicators of future performance. Investors should not use historical trends to anticipate results or trends in future periods. Further, our stock price is subject to volatility. Any of the factors discussed above could have an adverse impact on our stock price. In addition, failure of sales or income in any quarter to meet the investment community s expectations, as well as broader market trends, can have an adverse impact on our stock price. We do not undertake an obligation to update our forward-looking statements or risk factors to reflect future events or circumstances.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

We own and lease manufacturing facilities and sales offices located throughout the United States and in other countries, as noted below. The corporate offices and principal corporate support activities are located in leased facilities in Stamford, Connecticut. Our research and technology administration and principal laboratories are located in Dublin, California; Duxford, England; Les Avenieres, France; Salt Lake City, Utah and Decatur, Alabama.

The following table lists our manufacturing facilities by geographic location, related segment, and principal products manufactured. This table does not include the manufacturing facility owned by ACM.

Manufacturing Facilities

Facility Location	Segment	Principal Products
United States:		
Burlington, Washington	Engineered Products	Engineered Honeycomb Parts
Casa Grande, Arizona	Composite Materials	Honeycomb and Honeycomb Parts
Decatur, Alabama	Composite Materials	PAN Precursor (used to produce Carbon Fibers)
Kent, Washington	Engineered Products	Composite structures
Pottsville, Pennsylvania	Engineered Products	Engineered Honeycomb Parts
Salt Lake City, Utah	Composite Materials	Carbon Fibers; Prepregs
Seguin, Texas	Composite Materials	Industrial Fabrics; Specialty Reinforcements
Windsor, Colorado	Composite Materials	Prepregs
International:		
Dagneux, France	Composite Materials	Prepregs
Duxford, England	Composite Materials	Prepregs; Adhesives; Honeycomb and Honeycomb Parts
Illescas, Spain	Composite Materials	Carbon Fibers
Les Avenieres, France	Composite Materials	Industrial Fabrics; Specialty Reinforcements
Nantes, France	Composite Materials	Prepregs
Neumarkt, Austria	Composite Materials	Prepregs
Parla, Spain	Composite Materials	Prepregs
Stade, Germany	Composite Materials	Prepregs
Tianjin, China	Composite Materials	Prepregs
Welkenraedt, Belgium	Engineered Products	Engineered Honeycomb Parts

We lease the land and buildings in Nantes, France; Stade, Germany and Tianjin, China; and the land on which the Burlington, Washington facility is located. We also lease portions of the facilities located in Casa Grande, Arizona, Pottsville, Pennsylvania and Kent, Washington. We own all other remaining facilities. For further information, refer to Management s Discussion and Analysis of Financial Condition and Results of Operations and to Note 6 to the accompanying consolidated financial statements of this Annual Report on Form 10-K.

ITEM 3. Legal Proceedings

We are involved in litigation, investigations and claims arising out of the normal conduct of our business, including those relating to commercial transactions, environmental, employment, health and safety matters. We estimate and accrue our liabilities resulting from such matters based on a variety of factors, including the stage of the proceeding; potential settlement value; assessments by internal and external counsel; and assessments by environmental engineers and consultants of potential environmental liabilities and remediation costs. Such estimates are not discounted to reflect the time value of money due to the uncertainty in estimating the timing of the expenditures, which may extend over several years.

While it is impossible to ascertain the ultimate legal and financial liability with respect to certain contingent liabilities and claims, we believe, based upon our examination of currently available information, our experience to date, and advice from legal counsel, that the individual and aggregate liabilities resulting from the ultimate resolution of these contingent matters, after taking into consideration our existing insurance coverage and amounts already provided for, will not have a material adverse impact on our consolidated results of operations, financial position

or cash flows.

Environmental Matters

We are subject to various U.S. and international federal, state and local environmental, and health and safety laws and regulations. We are also subject to liabilities arising under the Federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA or Superfund), the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, and similar state and international laws and regulations that impose responsibility for the control, remediation and abatement of air, water and soil pollutants and the manufacturing, storage, handling and disposal of hazardous substances and waste.

We have been named as a potentially responsible party (PRP) with respect to several hazardous waste disposal sites that we do not own or possess, which are included on, or proposed to be included on, the Superfund National Priority List of the U.S. Environmental Protection Agency (EPA) or on equivalent lists of various state governments. Because CERCLA allows for joint and several liability in certain circumstances, we could be responsible for all remediation costs at such sites, even if we are one of many PRPs. We believe, based on the amount and nature of our waste, and the number of other financially viable PRPs, that our liability in connection with such matters will not be material.

Lodi, New Jersey Site

Pursuant to the New Jersey Industrial Site Recovery Act, Hexcel entered into an Administrative Consent Order for the environmental remediation of a manufacturing facility we own and formerly operated in Lodi, New Jersey. We have been remediating this site in accordance with a State approved plan and continue to do so under the New Jersey Licensed Site Remediation Professional program. Hexcel has completed the primary remediation activities and we are in the process of conducting testing to support a monitored natural attenuation (MNA) program. The accrual is $1.7 million at December 31, 2013.

Lower Passaic River Study Area

In October 2003, we received, along with 66 other entities, a directive from the New Jersey Department of Environmental Protection (NJDEP) that requires the entities to assess whether operations at various New Jersey sites, including our former manufacturing site in Lodi, New Jersey, caused damage to natural resources in the Lower Passaic River watershed. The NJDEP later dismissed us from the Directive. In February 2004, 42 entities including Hexcel, received a general notice letter from the EPA which requested that the entities consider helping to finance an estimated $10 million towards an EPA study of environmental conditions in the Lower Passaic River watershed. In May 2005, we voluntarily signed into an agreement with the EPA to participate (bringing the total number of participating entities to 43) in financing such a study up to $10 million, in the aggregate. Since May 2005, a number of additional PRPs have joined into the agreement with the EPA. In October 2005, we along with the other EPA notice recipients were advised by the EPA that the notice recipients share of the costs of the EPA study was expected to significantly exceed the earlier EPA estimate. While we and the other recipients were not obligated by our agreement to share in such excess, a Group of notice recipients (73 companies including Hexcel) negotiated an agreement with the EPA to assume responsibility for the study pursuant to an Administrative Order on Consent. We believe we have viable defenses to the EPA claims and expect that other as yet unnamed parties will also receive notices from the EPA. In June 2007, the EPA issued a draft Focused Feasibility Study (FFS) that considers interim remedial options for the lower eight miles of the river, in addition to a no action option. The estimated costs for the six options ranged from $900 million to $2.3 billion. The PRP Group provided comments to the EPA on the FFS; the EPA has not yet taken further action. The Administrative Order on Consent regarding the study does not cover work contemplated by the FFS. In June 2012, without admitting liability, we along with 69 other PRPs entered into a further agreement with EPA to remove and cap contaminated sediments near River Mile 10.9 of the Lower Passaic River at an approximate cost of $20 million. We accrued $0.5 million in the second quarter of 2012 for our expected allocation of these costs. Work at River Mile 10.9 is ongoing. Furthermore, the Federal Trustee for natural resources has indicated their intent to perform a natural resources damage assessment on the river and invited the PRPs to participate in the development and performance of this assessment. The PRP Group, including Hexcel, has not agreed to participate in the assessment at this time. Our ultimate liability for investigatory costs, remedial costs and/or natural resource damages in connection with the Lower Passaic River cannot be determined at this time.

On February 4, 2009, Tierra Solutions (Tierra) and Maxus Energy Corporation (Maxus) filed a third party complaint in New Jersey Superior Court against us and over 300 other entities in an action brought against Tierra and Maxus (and other entities) by the State of New Jersey. New Jersey s suit against Tierra and Maxus relates to alleged discharges of contaminants by Tierra and Maxus to the Passaic River and seeks payment of all past and future costs the State has and will incur regarding cleanup and removal of contaminants, investigation of the Passaic River and related water bodies, assessment of natural resource injuries and other specified injuries. The third party complaint seeks contribution from us for all or part of the damages that Tierra and Maxus may owe to the State. At a case management conference held in March 2013, the Court announced that most third-party defendants had reached a tentative settlement with the State of New Jersey which, if approved by the Court,

would end the state court litigation as to participating third-party defendants. We committed to join the settlement and if the settlement is approved by the Court, we would pay New Jersey $0.3 million. This amount was accrued in the first quarter of 2013. In December 2013, the Court entered the settlement and entered an order dismissing participating third-party defendants from the litigation. We have paid our settlement amount into escrow pending any appeal of the Court s orders. The scope of Hexcel s continued involvement in the litigation depends on whether the settlement becomes final and no longer subject to appeal.

Kent, Washington Site

We were party to a cost-sharing agreement regarding the operation of certain environmental remediation systems necessary to satisfy a post-closure care permit issued to a previous owner of our Kent, Washington site by the EPA. Under the terms of the cost-sharing agreement, we were obligated to reimburse the previous owner for a portion of the cost of the required remediation activities. The previous owner, who also continues to own an adjacent site, has installed certain remediation and isolation technologies and is operating those in accordance with an order agreed with the State of Washington. This isolation is expected to ultimately prevent further migration of contaminants to our site and enable us to perform a cleanup of our site. We and the Washington Department of Ecology have reached an agreed order to perform certain cleanup activities on our site by certain deadlines, and we are in full compliance with the order as modified. The total accrued liability related to this matter was $0.8 million at December 31, 2013.

Omega Chemical Corporation Superfund Site, Whittier, CA

We are a potentially responsible party at a former chemical waste site in Whittier, CA. The PRPs at Omega have established a PRP Group, the Omega PRP Group , and are currently investigating and remediating soil and groundwater at the site pursuant to a Consent Decree with the EPA. The Omega PRP Group has attributed approximately 1.07% of the waste tonnage sent to the site to Hexcel. In addition to the Omega site specifically, the EPA is investigating the scope of regional groundwater contamination in the vicinity of the Omega site and issued a Record of Decision; the Omega PRP Group members have been noticed by the EPA as PRP s who will be required to be involved in the remediation of the regional groundwater contamination in that vicinity as well. As a member of the Omega PRP group, Hexcel will incur costs associated with the investigation and remediation of the Omega site and the regional groundwater remedy, although our ultimate liability, if any, in connection with this matter cannot be determined at this time, we have accrued $0.6 million relating to potential liability for both the Omega site and regional groundwater remedies.

Environmental remediation reserve activity for the three years ended December 31, 2013 was as follows:

	For the year ended December 31,		
(In millions)	**2013**	**2012**	**2011**
Beginning remediation accrual balance	**$ 6.6**	$ 5.0	$ 7.3
Current period expenses	**0.9**	5.0	3.4
Cash expenditures	**(3.6)**	(3.4)	(5.7)
Ending remediation accrual balance	**$ 3.9**	$ 6.6	$ 5.0
Capital expenditures for environmental matters	**$ 4.6**	$ 2.4	$ 4.1

Environmental Summary

Our estimate of liability as a PRP and our remaining costs associated with our responsibility to remediate the Lodi, New Jersey; Kent, Washington; and other sites are accrued in the consolidated balance sheets. As of December 31, 2013 and 2012, our aggregate environmental related accruals were $3.9 million and $6.6 million, respectively. As of December 31, 2013 and 2012, $3.4 million and $4.2 million, respectively, were included in current other accrued liabilities, with the remainder included in other non-current liabilities. As related to certain environmental matters, except for the Lodi site, the accruals were estimated at the low end of a range of possible outcomes since no amount within the range is a better estimate than any other amount. If we had accrued, for those sites where we are able to estimate our liability, at the high end of the range of possible outcomes, our accrual would have been $6.5 million and $9.2 million at December 31, 2013 and 2012,

respectively.

These accruals can change significantly from period to period due to such factors as additional information on the nature or extent of contamination, the methods of remediation required, changes in the apportionment of costs among responsible parties and other actions by governmental agencies or private parties, or the impact, if any, of being named in a new matter.

Environmental remediation spending charged directly to our reserve balance was $3.6 million and $3.4 million for the years ended December 31, 2013 and 2012, respectively. In addition, our operating costs relating to environmental compliance charged directly to expense were $13.5 million and $13.1 million for the years ended December 31, 2013 and 2012.

ITEM 4. Mine Safety Disclosure

Not applicable.

PART II

ITEM 5. Market for Registrant s Common Equity and Related Stockholder Matters

Hexcel common stock is traded on the New York Stock Exchange. The range of high and low sales prices of our common stock on the New York Stock Exchange is contained in Note 20 to the accompanying consolidated financial statements of this Annual Report on Form 10-K and is incorporated herein by reference.

Hexcel did not declare or pay any dividends in the past two years, nor has plans to pay dividends. Our cash priorities are 1) organic growth investing in R&T and capacity to support the expected growth primarily from increasing production rates and more composite-intensive aircraft; 2) acquisition opportunities and 3) return to shareholders. In December 2012 and July 2013, the Company announced programs to repurchase up to $50 million and $150 million of common stock, respectively. During 2013 the Company repurchased a total of $90 million of shares.

On January 30, 2014 there were 866 holders of record of our common stock.

The following chart provides information regarding repurchases of Hexcel common stock:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1 October 31, 2013	0	$ NA	0	$ 150,000,000
November 1 November 30, 2013	0	NA	0	0
December 1 December 31, 2013	747,663	$ 42.87	747,663	$ 117,947,687
Total	747,663(1)	$ 42.87	747,663	$ 117,947,687

(1) In July 2013, our Board authorized us to repurchase $150 million of our outstanding common stock. The Company spent $40 million to repurchase 896,653 shares of common stock during the fourth quarter of 2013 under its authorized Repurchase Plan, of which 148,990 shares were settled in January 2014.

ITEM 6. Selected Financial Data

The information required by Item 6 is contained on page 25 of this Annual Report on Form 10-K under the caption Selected Financial Data and is incorporated herein by reference.

ITEM 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

The information required by Item 7 is contained on pages 26 to 35 of this Annual Report on Form 10-K under Management s Discussion and Analysis of Financial Condition and Results of Operations and is incorporated herein by reference.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

The information required by Item 7A is contained under the heading Market Risks on pages 36 to 37 of this Annual Report on Form 10-K and is incorporated herein by reference.

ITEM 8. Financial Statements and Supplementary Data

The information required by Item 8 is contained on pages 41 to 71 of this Annual Report on Form 10-K under Consolidated Financial Statements and Supplementary Data and is incorporated herein by reference. The Report of Independent Registered Public

Accounting Firm is contained on page 40 of this Annual Report on Form 10-K under the caption Report of Independent Registered Public Accounting Firm and is incorporated herein by reference.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures as of December 31, 2013 and have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our Chief Executive Officer and Chief Financial Officer have concluded that there have not been any changes in our internal control over financial reporting during the fourth quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management s report on our internal control over financial reporting is contained on page 40 of this Annual Report on Form 10-K and is incorporated herein by reference.

ITEM 9B. Other Information

None.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 will be contained in our definitive proxy statement for the 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2013. Such information is incorporated herein by reference.

ITEM 11. Executive Compensation

The information required by Item 11 will be contained in our definitive proxy statement for the 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2013. Such information is incorporated herein by reference.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 12 will be contained in our definitive proxy statement for the 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2013. Such information is incorporated herein by reference.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by Item 13 will be contained in our definitive proxy statement for the 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2013. Such information is incorporated herein by reference.

ITEM 14. Principal Accountant Fees and Services

The information required by Item 14 will be contained in our definitive proxy statement for the 2014 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2013. Such information is incorporated herein by reference.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) Financial Statements, Financial Statement Schedules and Exhibits

(1) Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Operations for each of the three years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Comprehensive Income for each of the three years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Stockholders Equity for each of the three years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Cash Flows for each of the three years ended December 31, 2013, 2012 and 2011

Notes to the Consolidated Financial Statements

(2) Financial Statement Schedule for the three years ended December 31, 2013, 2012 and 2011:

Schedule II Valuation and Qualifying Accounts

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or the notes thereto.

(3) Exhibits:

The following list of exhibits includes exhibits submitted with this Form 10-K as filed with the SEC and those incorporated by reference to other filings.

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of Hexcel Corporation (incorporated herein by reference to Exhibit 1 to the Company s Registration Statement on Form 8-A dated July 9, 1996, Registration No. 1-08472).
3.2	Certificate of Amendment of the Restated Certificate of Incorporation of Hexcel Corporation (incorporated herein by reference to Exhibit 3.2 to the Company s Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed on March 31, 2003).
3.3	Amended and Restated Bylaws of Hexcel Corporation (incorporated by reference to Exhibit 3 to the Company s Current Report on Form 8-K dated May 8, 2012).
10.1	Credit Agreement, dated as of June 27, 2013, by and among Hexcel Corporation, Hexcel Holdings Luxembourg S.à.r.l., the financial institutions from time to time party thereto, RBS Citizens, N.A., as administrative agent for the lenders, RBS Citizens, N.A., HSBC Bank USA, National Association, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo

Securities, LLC, as joint book managers and joint lead arrangers, Bank of America, N.A., HSBC Bank USA, National Association and Wells Fargo Bank, National Association, as syndication agents, and Fifth Third Bank, SunTrust Bank and TD Bank, N.A., as documentation agents (incorporated by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K dated July 2, 2013).

10.2 Security Agreement, dated as of June 27, 2013, by and among Hexcel Corporation, Hexcel Reinforcements Holding Corp., Hexcel Reinforcements Corp. and RBS Citizens, N.A., as administrative agent for each of the Secured Parties (as defined in the Credit Agreement) (incorporated by reference to Exhibit 99.2 to the Company s Current Report on

	Form 8-K dated July 2, 2013).
10.3	Subsidiary Guaranty, dated as of June 27, 2013, by Hexcel Corporation, Hexcel Reinforcements Holding Corp. and Hexcel Reinforcements Corp. in favor of and for the benefit of RBS Citizens, N.A., as administrative agent for each of the Secured Parties (as defined in the Credit Agreement) (incorporated by reference to Exhibit 99.3 to the Company s Current Report on Form 8-K dated July 2, 2013).
10.4	Company Guaranty, dated as of June 27, 2013, by Hexcel Corporation in favor of and for the benefit of RBS Citizens, N.A., as administrative agent for each of the Secured Parties (as defined in the Credit Agreement) (incorporated by reference to Exhibit 99.4 to the Company s Current Report on Form 8-K dated July 2, 2013).
10.5	Special Warranty Deed made and entered into January 20, 2012, by and between the United States of America, as Grantor, acting by and through its legal agent, the Tennessee Valley Authority, and Hexcel Corporation, as Grantee (incorporated by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated January 25, 2012).
10.6*	Hexcel Corporation 2013 Incentive Stock Plan (incorporated herein by reference to Exhibit 4.4 to the Company s Registration Statement on Form S-8 (Registration No. 333-188292), filed on May 2, 2013).
10.7*	Hexcel Corporation 2003 Incentive Stock Plan (incorporated herein by reference to Exhibit 10.3 to the Company s Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed on March 31, 2003).
10.7(a)*	Hexcel Corporation 2003 Incentive Stock Plan as amended and restated December 11, 2003 (incorporated herein by reference to Exhibit 10.3(a) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2003).
10.7(b)*	Hexcel Corporation 2003 Incentive Stock Plan as amended and restated May 19, 2005 (incorporated herein by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated May 24, 2005).
10.7(c)*	Hexcel Corporation 2003 Incentive Stock Plan as amended and restated December 31, 2008 (incorporated herein by reference to Exhibit 99.12 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.7(d)*	Hexcel Corporation 2003 Incentive Stock Plan, as amended and restated as of May 7, 2009 (incorporated herein by reference to Exhibit 10.4(d) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009).
10.8*	Hexcel Corporation Incentive Stock Plan, as amended and restated on January 30, 1997, and further amended on December 10, 1997 and March 25, 1999 (incorporated herein by reference to Exhibit 4.3 of the Company s Registration Statement on Form S-8 filed on July 26, 1999).
10.8(a)*	Hexcel Corporation Incentive Stock Plan, as amended and restated on January 30, 1997, and further amended on December 10, 1997, March 25, 1999 and December 2, 1999 (incorporated by reference to Exhibit 10.3(c) of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1999).
10.8(b)*	Hexcel Corporation Incentive Stock Plan, as amended and restated on February 3, 2000 (incorporated herein by reference to Annex A of the Company s Proxy Statement dated March 31, 2000).
10.8(c)*	Hexcel Corporation Incentive Stock Plan, as amended and restated on December 19, 2000 (incorporated herein by reference to Exhibit 10.3(e) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2000).
10.8(d)*	Hexcel Corporation Incentive Stock Plan, as amended and restated on December 19, 2000 and further amended on January 10, 2002 (incorporated herein by reference to Exhibit 10.3(f) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2001).
10.9*	Hexcel Corporation 1998 Broad Based Incentive Stock Plan (incorporated herein by reference to Exhibit 4.3 of the Company s Form S-8 filed on June 19, 1998, Registration No. 333-57223).
10.9(a)*	Hexcel Corporation 1998 Broad Based Incentive Stock Plan, as amended on February 3, 2000 (incorporated by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the Quarter ended June 30, 2000).

10.9(b)*	Hexcel Corporation 1998 Broad Based Incentive Stock Plan, as amended on February 3, 2000, and further amended on February 1, 2001 (incorporated herein by reference to Exhibit 10.4(b) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2000).
10.9(c)*	Hexcel Corporation 1998 Broad Based Incentive Stock Plan, as amended on February 3, 2000, and further amended on February 1, 2001 and January 10, 2002 (incorporated herein by reference to Exhibit 10.4(c) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2001).
10.9(d)*	Hexcel Corporation 1998 Broad Based Incentive Stock Plan, as amended on February 3, 2000, and further amended on February 1, 2001, January 10, 2002 and December 12, 2002 (incorporated herein by reference to Exhibit 10.4(d) to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2002).
10.10*	Hexcel Corporation Management Incentive Compensation Plan, as Amended and Restated on January 24, 2011 (incorporated herein by reference to Annex A to the Company s Proxy Statement dated March 18, 2011).
10.11*	Hexcel Corporation Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.7 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2001).
10.12*	Form of Employee Option Agreement (2012 and 2013) (incorporated herein by reference to Exhibit 10.11 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011).
10.13*	Form of Employee Option Agreement (2010) (incorporated herein by reference to Exhibit 10.10 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009).
10.14*	Form of Employee Option Agreement (2009) (incorporated herein by reference to Exhibit 10.10 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.15*	Modification to Option Agreements (incorporated herein by reference to Exhibit 10.11 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2008).
10.16*	Form of Employee Option Agreement (2008) (incorporated herein by reference to Exhibit 10.9 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
10.17*	Form of Employee Option Agreement (2007) (incorporated herein by reference to Exhibit 10.9 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006)
10.18*	Form of Employee Option Agreement (2005 and 2006) (incorporated herein by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K dated January 12, 2005).
10.19*	Form of Employee Option Agreement (2004) (incorporated herein by reference to Exhibit 10.9 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2003).
10.20*	Form of Employee Option Agreement (2003) (incorporated herein by reference to Exhibit 10.8 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2002).
10.21*	Form of Restricted Stock Unit Agreement (2014) (incorporated herein by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K dated January 27, 2014).
10.22*	Form of Restricted Stock Unit Agreement (2012 and 2013) (incorporated herein by reference to Exhibit 10.22 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011).
10.23*	Form of Restricted Stock Unit Agreement (2010) (incorporated herein by reference to Exhibit 10.22 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009).
10.24*	Form of Performance Based Award Agreement (2014) (incorporated herein by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated January 27, 2014).
10.25*	Form of Performance Based Award Agreement (2012 and 2013) (incorporated herein by reference to Exhibit 99.1 to

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	the Company s Current Report on Form 8-K dated January 26, 2012).
10.26*	Hexcel Corporation Nonqualified Deferred Compensation Plan, Effective as of January 1, 2005, Amended and Restated as of December 31, 2008 (incorporated herein by reference to Exhibit 99.14 to The Company s Current Report on Form 8-K dated January 7, 2009).
10.27*	Employment and Consulting Agreement between Hexcel Corporation and David E. Berges, dated July 30, 2013 (incorporated herein by reference to Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
10.27(a)*	Amended and Restated Supplemental Executive Retirement Agreement dated December 31, 2008, between David E. Berges and Hexcel Corporation (incorporated herein by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.28*	Offer of Employment between Hexcel Corporation and Nick L. Stanage dated July 22, 2013 (incorporated herein by reference to Exhibit 10.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
10.28(a)*	Supplemental Executive Retirement Agreement dated October 28, 2009, between Nick L. Stanage and Hexcel Corporation (incorporated herein by reference to Exhibit 99.1 to the Company s Current Report on Form 8-K dated October 28, 2009).
10.28(b)*	Employment and Severance Agreement between Hexcel Corporation and Nick L. Stanage, dated October 28, 2009 (incorporated herein by reference to Exhibit 99.2 to the Company s Current Report on Form 8-K dated October 28, 2009).
10.29*	Hexcel Corporation Executive Severance Policy (incorporated herein by reference to Exhibit 10.3 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
10.30*	Amended and Restated Executive Severance Agreement between Hexcel Corporation and Wayne C. Pensky, dated December 31, 2008 (incorporated herein by reference to Exhibit 99.4 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.30(a)*	Amended and Restated Executive Deferred Compensation Agreement between Hexcel Corporation and Wayne C. Pensky, dated December 31, 2007 (incorporated herein by reference to Exhibit 99.3 to the Company s Current Report on Form 8-K dated January 7, 2008).
10.31*	Amended and Restated Executive Severance Agreement between Hexcel Corporation and Ira J. Krakower, dated December 31, 2008 (incorporated herein by reference to Exhibit 99.5 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.31(a)*	Amended and Restated Supplemental Executive Retirement Agreement dated December 31, 2008, between Ira J. Krakower and Hexcel Corporation (incorporated herein by reference to Exhibit 99.3 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.32*	Amended and Restated Executive Severance Agreement between Hexcel Corporation and Robert G. Hennemuth, dated December 31, 2008 (incorporated herein by reference to Exhibit 99.6 to the Company s Current Report on Form 8-K dated January 7, 2009).
10.32(a)*	Amended and Restated Executive Deferred Compensation Agreement between Hexcel Corporation and Robert G. Hennemuth, dated December 31, 2007 (incorporated herein by reference to Exhibit 99.4 to the Company s Current Report on Form 8-K dated January 7, 2008).
10.33*	Director Compensation Program, as adopted on May 2, 2013.
10.34*	Form of Restricted Stock Unit Agreement for Non-Employee Directors (incorporated herein by reference to Exhibit 99 to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).
10.35*	Hexcel Corporation 2009 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.39 to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2009).

21	Subsidiaries of the Company.
23	Consent of Independent Registered Public Accounting Firm.
24	Power of Attorney (included on signature page).
31.1	Certification of Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the Hexcel Corporation Annual Report on Form 10-K for the year ended December 31, 2013, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Operations, (ii) Consolidates Statements of Comprehensive Income (iii) Consolidated Balance Sheets, (ivi) Consolidated Statements of Cash Flows, and (v) related notes.

* Indicates management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Hexcel Corporation

February 5, 2014
(Date)

/s/ NICK L. STANAGE
Nick L. Stanage
Chairman of the Board of Directors,
Chief Executive Officer and President

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Nick L. Stanage, Wayne C. Pensky and Ira J. Krakower, individually, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any amendments to this report, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ NICK L. STANAGE (Nick L. Stanage)	Chairman of the Board of Directors, Chief Executive Officer and President **(Principal Executive Officer)**	February 5, 2014
/s/ WAYNE PENSKY (Wayne Pensky)	Senior Vice President and Chief Financial Officer **(Principal Financial Officer)**	February 5, 2014
/s/ KIMBERLY HENDRICKS (Kimberly Hendricks)	Vice President, Corporate Controller and Chief Accounting Officer **(Principal Accounting Officer)**	February 5, 2014
/s/ JOEL S. BECKMAN (Joel S. Beckman)	Director	February 5, 2014
/s/ LYNN BRUBAKER (Lynn Brubaker)	Director	February 5, 2014
/s/ JEFFREY C. CAMPBELL (Jeffrey C. Campbell)	Director	February 5, 2014
/s/ SANDRA L. DERICKSON	Director	February 5, 2014

(Sandra L. Derickson)		
/s/ W. KIM FOSTER (W. Kim Foster)	Director	February 5, 2014
/s/ THOMAS A. GENDRON (Thomas A. Gendron)	Director	February 5, 2014
/s/ JEFFREY A. GRAVES (Jeffrey A. Graves)	Director	February 5, 2014
/s/ DAVID C. HILL (David C. Hill)	Director	February 5, 2014
/s/ DAVID L. PUGH (David L. Pugh)	Director	February 5, 2014

Selected Financial Data

The following table summarizes selected financial data as of and for the five years ended December 31:

(In millions, except per share data)	2013	2012	2011	2010	2009
***Results of Operations*:**					
Net sales	**$ 1,678.2**	$ 1,578.2	$ 1,392.4	$ 1,173.6	$ 1,108.3
Cost of sales	**1,224.2**	1,171.5	1,050.3	891.0	859.8
Gross margin	**454.0**	406.7	342.1	282.6	248.5
Selling, general and administrative expenses	**141.4**	130.7	120.5	118.5	107.2
Research and technology expenses	**41.7**	36.7	32.6	30.8	30.1
Other (income) expense, net		(9.5)	(3.0)	3.5	7.5
Operating income	**270.9**	248.8	192.0	129.8	103.7
Interest expense, net	**7.3**	10.0	11.6	23.2	26.1
Non-operating expense, net	**1.0**	1.1	4.9	6.8	
Income before income taxes and equity in earnings	**262.6**	237.7	175.5	99.8	77.6
Provision for income taxes	**76.0**	74.1	41.6	22.9	22.0
Income before equity in earnings	**186.6**	163.6	133.9	76.9	55.6
Equity in earnings from and gain on sale of investments in affiliated companies	**1.3**	0.7	1.6	0.5	0.7
Net income	**$ 187.9**	$ 164.3	$ 135.5	$ 77.4	$ 56.3
Basic net income per common share	**$ 1.88**	$ 1.64	$ 1.37	$ 0.79	$ 0.58
Diluted net income per common share	**$ 1.84**	$ 1.61	$ 1.35	$ 0.77	$ 0.57
Weighted-average shares outstanding:					
Basic	**100.0**	100.2	98.8	97.6	96.9
Diluted	**102.1**	102.0	100.7	99.9	98.2
Financial Position:					
Total assets	**$ 1,836.1**	$ 1,603.1	$ 1,376.1	$ 1,258.1	$ 1,246.6
Working capital	**$ 387.7**	$ 340.4	$ 276.8	$ 291.8	$ 259.4
Long-term notes payable and capital lease obligations	**$ 292.0**	$ 240.0	$ 238.3	$ 304.6	$ 358.8
Stockholders equity (a)	**$ 1,160.4**	$ 994.1	$ 802.2	$ 659.4	$ 575.6
Other Data:					
Depreciation	**$ 59.3**	$ 57.2	$ 55.3	$ 53.2	$ 46.6
Accrual basis capital expenditures	**$ 206.5**	$ 241.3	$ 184.5	$ 60.7	$ 85.7
Shares outstanding at year-end, less treasury stock	**98.9**	99.9	98.8	97.4	96.6

(a) No cash dividends were declared per share of common stock during any of the five years ended December 31, 2013.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview

	Year Ended December 31,		
(In millions, except per share data)	**2013**	**2012**	**2011**
Net sales	**$ 1,678.2**	$ 1,578.2	$ 1,392.4
Gross margin %	**27.1%**	25.8%	24.6%
Other income, net	**$**	$ (9.5)	$ (3.0)
Operating income (a)	**$ 270.9**	$ 248.8	$ 192.0
Operating income %	**16.1%**	15.8%	13.8%
Interest expense, net	**$ 7.3**	$ 10.0	$ 11.6
Non-operating expense	**$ 1.0**	$ 1.1	$ 4.9
Provision for income taxes	**$ 76.0**	$ 74.1	$ 41.6
Equity in earnings from investments in affiliated companies	**$ 1.3**	$ 0.7	$ 1.6
Net income (a)	**$ 187.9**	$ 164.3	$ 135.5
Diluted net income per common share	**$ 1.84**	$ 1.61	$ 1.35

(a) The Company uses non-GAAP financial measures, including sales measured in constant dollars, operating income adjusted for items included in other (income) expense, net, net income adjusted for items included in non-operating expenses, the effective tax rate adjusted for certain out of period items and free cash flow. Management believes these non-GAAP measurements are meaningful to investors because they provide a view of Hexcel with respect to ongoing operating results and comparisons to prior periods. These adjustments represent significant charges or credits that are important to an understanding of Hexcel s overall operating results in the periods presented. Such non-GAAP measurements are not determined in accordance with generally accepted accounting principles and should not be viewed as an alternative to GAAP measures of performance. Reconciliations to adjusted operating income, adjusted net income and free cash flow are provided below:

	Year Ended December 31,		
(In millions)	**2013**	**2012**	**2011**
GAAP operating income	**$ 270.9**	$ 248.8	$ 192.0
Other income, net (1)		(9.5)	(3.0)
Adjusted operating income (Non-GAAP)	**$ 270.9**	$ 239.3	$ 189.0
Adjusted operating income % of sales (Non-GAAP)	**16.1%**	15.2%	13.6%

	Year Ended December 31,		
(In millions)	**2013**	**2012**	**2011**
GAAP net income	**$ 187.9**	$ 164.3	$ 135.5
Other income, net of tax (1)		(6.0)	(2.3)
Non-operating expense, net of tax (2)	**0.6**	0.7	3.0
Tax adjustments (3)			(11.3)
Adjusted net income (Non-GAAP)	**$ 188.5**	$ 159.0	$ 124.9
Adjusted diluted net income per share (Non-GAAP)	**$ 1.85**	$ 1.56	$ 1.24

	Year Ended December 31,		
(In millions)	**2013**	**2012**	**2011**
Net cash provided by operating activities	**$ 272.9**	$ 232.4	$ 170.5
	(194.9)	(263.7)	(158.0)

Less: Capital expenditures and deposits for capital purchases				
Free cash flow (Non-GAAP)	**$ 78.0**	$ (31.3)	$	12.5

(1) Other (income) expense, net for the year ended December 31, 2012 included income from a $9.6 million ($6.1 million after tax) business interruption insurance settlement related to a prior year claim, a $4.9 million ($3.1 million after tax) gain on the sale of land and a $5.0 million ($3.2 million after tax) charge for additional environmental reserves primarily for remediation of a manufacturing facility sold in 1986. Other (income) expense, net for the year ended December 31, 2011 included a $5.7 million ($4.1 million after tax) benefit from the curtailment of a pension plan and other expense of $2.7 million ($1.8 million after tax) for the increase in environmental reserves primarily for remediation of a manufacturing facility sold in 1986.

(2) Non-operating expense, net of tax, in 2013 was the accelerated amortization of deferred financing costs and the deferred expense on interest rate swaps related to repaying the term loan and refinancing our revolving credit facility in June 2013. Non-operating expense, net of tax, in 2012 and 2011 included $0.7 million and $3.0 million for the accelerated amortization of deferred financing costs and expensing of the call premium from redeeming $73.5 million in June 2012 and $150 million in February 2011 of the Company s 6.75% senior subordinated notes.

(3) Tax adjustments in 2011 included a $5.8 million benefit from the reversal of valuation allowances against net operating loss and foreign tax credit carryforwards and a tax benefit from the release of $5.5 million of reserves primarily for uncertain tax positions as a result of an audit settlement.

Business Trends

Our total sales in 2013 increased 6% in constant currency over 2012. In constant currency and by market, our Commercial Aerospace sales increased 15%, Space & Defense sales increased 5%, and our Industrial sales decreased 23%. The Commercial Aerospace market represents 65% of our sales, followed by Space & Defense at 22% and Industrial at 13%.

- In 2013, our Commercial Aerospace sales increased by 15%. Sales to Airbus and Boeing and their subcontractors, which comprised 85% of our Commercial Aerospace sales, were up almost 18% with new program sales (A380, A350, B787 and B787-8) up about 25% and legacy aircraft related sales up 12%. Almost all of our Commercial Aerospace sales are for new aircraft production as we have only nominal aftermarket sales.

- Airbus and Boeing combined deliveries in 2013 were a record 1,274 aircraft, compared to the previous record of 1,189 aircraft in 2012. The demand for new commercial aircraft is principally driven by two factors. The first is airline passenger traffic (measured by revenue passenger miles) and the second is the replacement rate for existing aircraft. The International Air Transport Association (IATA) estimates 2013 revenue passenger miles were 5.3% higher than 2012. Combined orders for 2013 were 2,858 planes, compared to 2,036 orders for 2012. Backlog at the end of 2013 increased to 10,639 planes, over eight years of backlog at the 2013 delivery pace. Based on Airbus and Boeing announced projections, 2014 deliveries are estimated to be higher than 2013.

- Overall the Commercial Aerospace industry continues to utilize a greater proportion of advanced composite materials with each new generation of aircraft. These new programs include the A380, A350, B787, and the B747-8. As of December 2013, Airbus had a backlog of 182 orders for its A380 aircraft and has delivered 122. The A380 has 23% composite content by weight and has more Hexcel material used in its production than any aircraft currently in service, over $3 million per plane. Hexcel has been awarded a contract to supply carbon fiber composite materials for major primary structures for the A350, which Airbus has indicated will have about 53% composite content by weight. In addition, we have opportunities for additional Hexcel products on the plane and our total content of materials per A350 will be approximately $5 million per aircraft and will be our largest program for both revenue per aircraft and total program. As of December 31, 2013, Airbus has received 812 orders for the A350, which it projects will enter into service in the fourth quarter of 2014. The B787 has more than 50% composite content by weight, including composite wings and fuselage, compared to the 11% composite content used in the construction of its B777 aircraft and 6% for the B767 the aircraft it is primarily replacing. The B787 entered into service in September 2011. Hexcel has $1.3 million to $1.6 million of content per plane, depending upon which engines are used. As of December 31, 2013, Boeing had a backlog of 916 orders for its B787 aircraft and has delivered 114. While the B747-8 is structurally an aluminum intensive aircraft, new engines and nacelles provide Hexcel with the opportunity for significant additional revenues. The freighter version of the B747-8 went into service in October 2011 and the passenger version in June 2012. The B747-8 has slightly more Hexcel content per plane than the B787. Our sales on these four new programs comprised more than 30% of our total Commercial Aerospace sales and we expect them to represent an increasing percent of our Commercial Aerospace sales in the future.

- In addition to the new programs discussed above, both Airbus and Boeing have announced new versions of their narrowbody planes that will have new engines. Airbus s A320neo is expected to enter service in 2015, while the Boeing s B737 MAX is expected to enter service in 2017. Both of these aircraft are expected to provide opportunities for Hexcel to increase its content on these new programs up to 50% higher than on the current models of the A320 and B737.

- The regional and business aircraft market sales, which account for 15% of Commercial Aerospace sales, remained relatively flat with 2012 sales levels of $161 million.

- Our Space & Defense constant currency sales increased 5% over 2012. Rotorcraft sales continue to be strong and we continue to benefit from our extensive qualifications to supply composite materials and structures. New helicopter programs in development, as well as upgrade or retrofit programs, have an increased reliance on composite materials products such as

carbon fiber, prepregs, and honeycomb core to improve blade performance. Key programs include the V-22 (Osprey) tilt rotor aircraft, Blackhawk, Airbus Group A400M military transport, C-17, F-35 (joint strike fighter or JSF), S76, AH-64 Apache, CH-53 Super Stallion, F/A-18E/F (Hornet), European Fighter Aircraft (Typhoon), NH90, and Tiger helicopters. In addition, our Engineered Products segment provides specialty value added services such as machining, sub-assembly, and even full blade manufacturing.

- Our Industrial constant currency sales decreased by 23% in 2013 from 2012. Industrial sales include wind energy, recreation, transportation and general industrial applications, with wind being the largest submarket. Excluding wind energy sales, the rest of the Industrial sales declined about 15% in constant currency as compared to 2012.

- Wind energy sales were down over 25% from the record levels in 2012, as sales in the U.S. declined more than 50% due to the push to install turbines before the U.S. Production Tax Credit (PTC) expired at the end of 2012. In January 2013, the PTC was extended for another year, and applies to projects that start construction before December 31, 2013. Hexcel s U.S. wind energy sales were less than 25% of the total of its wind energy sales in 2013. Total wind energy sales for each of the four quarters of 2013 were about the same level. Wind energy sales are expected to increase mid-single digits in 2014, which would return sales to 2011 levels.

Results of Operations

Our sales of $1,678.2 million were $100.0 million, or 6%, higher than 2012 and our operating income of $270.9 million (or 16.1% of sales) was 9% higher than 2012. Other operating income for the year ended December 31, 2012 included income from a $9.6 million business interruption insurance settlement related to a prior year claim, a $4.9 million gain on the sale of land and a $5.0 million charge for additional environmental reserves primarily for remediation of a manufacturing facility sold in 1986. Excluding these items, operating income in 2013 was 13% higher than 2012. Net income in 2013 included $0.6 million (net of tax) for the accelerated amortization of deferred financing costs and the deferred expense on interest rate swaps related to repaying the term loan and refinancing our revolving credit facility in June 2013. Net income in 2012 and 2011 included non-operating expense of $0.7 million (net of tax) and $3.0 million (net of tax) for the accelerated amortization of deferred financing costs and expensing of the call premium from the redemption of $73.5 million in June 2012, and $150 million in February 2011 of the Company s 6.75% senior subordinated notes. Net income for 2011 also included tax benefits from the release of $11.3 million of reserves primarily for uncertain tax positions as a result of an audit settlement and the reversal of valuation allowances.

We have two reportable segments: Composite Materials and Engineered Products. Although these segments provide customers with different products and services, they often overlap within three end business markets: Commercial Aerospace, Space & Defense and Industrial. Therefore, we also find it meaningful to evaluate the performance of our segments through the three end business markets. Further discussion and additional financial information about our segments may be found in Note 16 to the accompanying consolidated financial statements of this Annual Report on Form 10-K.

Net Sales: Consolidated net sales of $1,678.2 million for 2013 were $100.0 million higher than the $1,578.2 million of net sales for 2012. The sales increase in 2013 reflects increased volume in Commercial Aerospace driven by new aircraft programs and increased build rates. Consolidated net sales in 2012 increased 13% over the $1,392.4 million of sales in 2011 due to volume increases in Commercial Aerospace. Had the same U.S. dollar, British Pound sterling and Euro exchange rates applied in 2012 as in 2013 (in constant currency), consolidated net sales for 2013 would have been $88.9 million higher than 2012. In constant currency, consolidated net sales for 2012 would have been $206.5 million, or 15.1%, higher than 2011 net sales.

Composite Materials: Net sales of $1,286.9 million for 2013 increased $56.0 million over the $1,230.9 million for 2012 driven by a 17.3% increase in Commercial Aerospace sales. Space and Defense sales were up slightly over 2012 and Industrial sales declined $65.8 million. The decline in Industrial sales was driven by wind energy which faced tough comparisons to 2012, driven by the strong sales in the first half of 2012. In 2012, net sales of $1,230.9 million increased 14.6% over 2011 as Commercial Aerospace sales increased 17.0% and Space & Defense and Industrial sales both increased over 11%. Wind energy sales increased about 30% in 2012 over 2011.

Engineered Products: Net sales of $391.3 million for 2013 increased $44.0 million over the $347.3 million for 2012 driven by a 17.8% increase in Space & Defense sales. Commercial Aerospace sales increased 8.4% over 2012. There are not significant sales to the Industrial market from this segment. In 2012, net sales of $347.3 million increased 9.2% over 2011 as Space & Defense sales increased 13%.

The following table summarizes net sales to third-party customers by segment and end market in 2013, 2012 and 2011:

(In millions)	Commercial Aerospace	Space & Defense	Industrial	Total
2013 Net Sales				
Composite Materials	**$ 804.3**	**$ 271.9**	**$ 210.7**	**$ 1,286.9**
Engineered Products	**280.2**	**104.0**	**7.1**	**391.3**
Total	**$ 1,084.5**	**$ 375.9**	**$ 217.8**	**$ 1,678.2**
	65%	**22%**	**13%**	**100%**
2012 Net Sales				
Composite Materials	$ 685.7	$ 268.7	$ 276.5	$ 1,230.9
Engineered Products	258.4	88.3	0.6	347.3
Total				