

CURTISS WRIGHT CORP

FORM 8-K/A (Unscheduled Material Events)

Filed 12/3/2001 For Period Ending 11/29/2001

Address	1200 WALL ST W LYNDHURST, New Jersey 07071
Telephone	201-896-8400
CIK	0000026324
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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

Date of report (Date of earliest event reported): November 29, 2001

Curtiss-Wright Corporation

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-134 (Commission File Number)	13-0612970 (IRS Employer Identification No.)
1200 Wall Street West Lyndhurst, New Jersey ----- Address of principal executive offices		07071 ----- (Zip Code)

Registrant's telephone number, including area code: (201) 896-8400

Item 5. Other Events.

This Form 8-K/A is an amendment to the Form 8-K, filed on December 3, 2001. The Form 8-K was inadvertently missing Exhibit 99 and the conformed signature on the signature page.

On November 29, 2001, Curtiss-Wright Corporation ("Curtiss-Wright") consummated a recapitalization (the "Recapitalization") of its outstanding common stock, par value \$1 per share (the "Common Stock"), involving the creation of a new Class B common stock, par value \$1 per share (the "Class B Common Stock"). Prior to the Recapitalization, Unitrin, Inc., a Delaware corporation ("Unitrin"), was the beneficial owner of 4,382,400 shares of Common Stock. As part of the Recapitalization, and in order to meet certain tax requirements, the 4,382,400 shares of Common Stock held by Unitrin were exchanged for 4,382,400 shares of Class B Common Stock. Immediately after the consummation of the Recapitalization, Unitrin distributed the shares of Class B Common Stock to its stockholders. The holders of the Class B Common Stock are entitled to elect at least 80% of the Board of Directors. The holders of the Common Stock are entitled to elect up to 20% of the Board of Directors of Curtiss-Wright. The existing Curtiss-Wright Board of Directors will continue to serve in their current capacities.

Also in connection with the Recapitalization, Curtiss-Wright amended its Restated Certificate of Incorporation to provide for, among other things, the elimination of the shareholders' ability to act by written consent or call a special meeting, and the requirement of a two-thirds vote of shareholders to amend certain provisions of the Restated Certificate of Incorporation.

Item 7. Exhibits.

99. Press Release dated November 29, 2001.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CURTISS-WRIGHT CORPORATION

DATED: November 29, 2001

By: /s/ Glenn E. Tynan

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Glenn E. Tynan
Corporate Controller*

Exhibit Index**Exhibit Description**

99. Press Release dated November 29, 2001.

NEWS RELEASE

1200 Wall Street West, Lyndhurst, NJ 07071

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Curtiss-Wright Effects Recapitalization to Facilitate Tax-Free Distribution by Unitrin

Lyndhurst, New Jersey - November 30, 2001 - Curtiss-Wright Corporation (NYSE:

CW) announced today the completion of a recapitalization of its common stock. The recapitalization was implemented to facilitate a tax-free distribution by Unitrin, Inc. to its shareholders of its 44% equity position in Curtiss-Wright. The recapitalization was approved at a special meeting of the stockholders of Curtiss-Wright on October 26, 2001.

Pursuant to the recapitalization plan and in order to meet certain tax requirements, Unitrin's shares have been exchanged for an equivalent number of shares of a new Class B Common Stock of Curtiss-Wright that are entitled to elect at least 80% of Curtiss-Wright's Board of Directors. Other than the right to elect Directors, the two classes of stock vote as a class (except as required by law) and are equal in all other respects. In connection with the transactions completed today, Unitrin completed the tax-free distribution of the Class B shares to its approximately 8,000 registered stockholders. The new Class B Common Stock is listed on the New York Stock Exchange under the symbol "CW.B".

"We are very pleased to have concluded this process and believe it will be beneficial in creating long-term shareholder value," stated Martin R. Benante, Curtiss-Wright's Chairman and Chief Executive Officer. "This transaction represents a major step in our efforts to improve our stock's liquidity, broaden our shareholder base, and attract additional institutional investors. We welcome our new shareholders and firmly believe that their direct ownership of Curtiss-Wright common shares will prove to be rewarding."

Curtiss-Wright Corporation is a diversified provider of highly engineered products and services to the Motion Control, Flow Control and Metal Treatment industries. The firm employs approximately 2,600 people. More information on Curtiss-Wright can be found on the Internet at www.curtisswright.com.

Forward-looking statements in this release related to expectations of continued high revenues related to new commercial aircraft and continued sales and income growth, and are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Such risks and uncertainties include, but are not limited to: a reduction in anticipated orders; an economic downturn; changes in the need for additional machinery and equipment and/or in the cost for the expansion of the Corporation's operations; changes in the competitive marketplace and/or customer requirements; an inability to perform customer contracts at anticipated cost levels; and other factors that generally affect the business of aerospace, defense, marine, and industrial companies. Please refer to the Company's SEC filings under the Securities and Exchange Act of 1934, as amended, for further information.

End of Filing

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