

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

SCHEDULE TO
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)

WILLIAMS CONTROLS, INC.

(Name of Subject Company (Issuer))

**CURTISS-WRIGHT CORPORATION
COLUMBIA ACQUISITION SUB, INC.**

(Name of Filing Persons (Offerors))

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

969465608

(CUSIP Number of Class of Securities)

**Glenn E. Tynan
Chief Financial Officer
Curtiss-Wright Corporation
10 Waterview Boulevard
Parsippany, New Jersey 07054
(973) 541-3700**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of Filing Persons)*

**Brian C. Miner
James J. Barnes
Reed Smith LLP
2500 One Liberty Place
1650 Market Street
Philadelphia, PA 19103-7301
(215) 851-8100**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$124,890,034	\$17,035.00

* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Transaction Valuation was calculated on the basis of (a) 8,099,224 shares of common stock, \$0.01 par value per share, of Williams Controls, Inc. (the "Shares"), the estimated maximum number of Shares that may be acquired in this tender offer (representing as of November 13, 2012 (i) 7,502,262 Shares issued and outstanding (including 125,025 shares of unvested restricted stock), and (ii) 596,962 Shares issuable upon the exercise of outstanding options, multiplied by (b) the offer price of \$15.42 per Share.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #7 for fiscal year 2013, issued August 31, 2012, by multiplying the transaction value by 0.0001364.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$17,035.00 Filing Party: Curtiss-Wright Corporation and
Columbia Acquisition Sub, Inc.

Form or Registration No.: Schedule TO Date Filed: November 15, 2012

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this “**Amendment**”) is filed by Curtiss-Wright Corporation, a Delaware corporation (“**Curtiss-Wright**”), and Columbia Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Curtiss-Wright (“**Purchaser**”). This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on November 15, 2012, as amended and supplemented by Amendment No. 1 filed on November 30, 2012, and Amendment No. 2 filed on December 12, 2012 (together with any further amendments and supplements thereto, the “**Schedule TO**”), and relates to the offer by Purchaser to purchase each of the outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of Williams Controls, Inc., a Delaware corporation (“**Williams Controls**”), at a price of \$15.42 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 15, 2012 (the “**Offer to Purchase**”) and the related Letter of Transmittal, copies of which are respectively set forth as Exhibits (a) (1)(A) and (a)(1)(B) thereto, and together with any amendments or supplements thereto, collectively constitute the “**Offer**.”

Except as otherwise indicated in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9 and Item 11.

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

“The initial offering period of the Offer expired at 11:59 p.m., New York City time, on Thursday, December 13, 2012. The Depositary for the Offer has advised Curtiss-Wright and Purchaser that, as of 11:59 p.m., New York City time, on December 13, 2012, a total of 6,605,243 Shares were tendered and not withdrawn pursuant to the Offer. This represents approximately 86.3% of the outstanding Shares (or approximately 85.0% of the fully-diluted Shares). All such Shares have been accepted for payment in accordance with the terms of the tender offer.

Purchaser has exercised the top-up option in accordance with the Merger Agreement, as a result of which Williams Controls issued additional Shares to Purchaser, at a price per Share equal to the price per Share being paid in the Offer, sufficient to allow Purchaser to effect a short-form merger pursuant to Section 253 of the DGCL, and the short-form merger was subsequently completed on December 14, 2012. Following the Merger, each Share not tendered in the Offer, other than those as to which holders exercise appraisal rights under Delaware law and those held by Curtiss-Wright or Williams Controls or their respective wholly owned subsidiaries, was converted into the right to receive \$15.42 per Share in cash, without interest and less any required withholding taxes. This is the same price per Share being paid in the Offer.

The full text of the press release issued by Curtiss-Wright on December 14, 2012 in connection with the expiration of the Offer and the Merger is filed as Exhibit (a)(5)(C) hereto and is incorporated herein by reference.”

Item 12. Exhibits.

(a)(5)(C) Press release issued by Curtiss-Wright Corporation on December 14, 2012

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 14, 2012

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan

Name: Glenn E. Tynan

Title: Vice President and Chief Financial Officer

COLUMBIA ACQUISITION SUB, INC.

By: /s/ John Watts

Name: John Watts

Title: President

EXHIBIT INDEX

(a)(5)(C) Press release issued by Curtiss-Wright Corporation on December 14, 2012

CURTISS-WRIGHT CONCLUDES SUCCESSFUL TENDER OFFER FOR WILLIAMS CONTROLS, INC.

PARSIPPANY, NJ – Dec. 14, 2012 – Curtiss-Wright Corporation (NYSE:CW) announced today that more than 86% of the outstanding shares of Williams Controls, Inc. (NYSE:WMCO) have been tendered and that it intends to initiate a short-form merger to make Williams Controls a wholly-owned subsidiary.

The initial offering period for the tender offer expired at 11:59 p.m., New York City time, on Thursday, December 13, with approximately 6.6 million shares of Williams Controls common stock being tendered for \$15.42 per share. This represents approximately 86.3% of the outstanding shares of Williams Controls. All shares that were validly tendered and not withdrawn have been accepted for purchase.

The completion of the tender offer is the first step in Curtiss-Wright's two-step acquisition of Williams Controls pursuant to the previously announced Agreement and Plan of Merger, dated as of October 31, 2012, among Curtiss-Wright Controls, Inc., Columbia Acquisition Sub, Inc., each a wholly-owned subsidiary of Curtiss-Wright, and Williams Controls (the "Merger Agreement"). Curtiss-Wright will exercise the "top-up option" under the Merger Agreement, through which Columbia Acquisition Sub will purchase from Williams Controls additional shares of Williams Controls common stock at the same price per share as paid in the tender, and intends to complete the short-form merger as the second and final step of the acquisition. The acquisition is expected to be completed later today.

The tender offer and merger plans were previously announced on November 1, 2012, in a transaction valued at approximately \$119 million. Williams Controls is a leading designer and manufacturer of highly-engineered electronic sensors and electronic throttle controls for off-road equipment, heavy trucks, and military vehicles. The acquired business will operate within Curtiss-Wright's Motion Control segment.

About Curtiss-Wright Corporation

Curtiss-Wright Corporation is an innovative engineering company that provides highly engineered, critical function products, systems and services in the areas of flow control, motion control and metal treatment to the defense, energy and commercial/industrial markets. The legacy company of Glenn Curtiss and the Wright brothers, Curtiss-Wright has a long tradition of design and manufacturing innovation along with long-standing customer relationships. The company employs approximately 8,300 people worldwide. For more information, visit www.curtisswright.com.

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Forward Looking Statements by Curtiss-Wright Corporation

This press release contains forward-looking statements made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995 that are based on management's beliefs and assumptions. Such statements, including statements relating to Curtiss-Wright Corporation's expectations for the future performance of Williams Controls, the future opportunities associated with the acquisition, and the success of the Company integrating Williams Controls into its Motion Controls segment, are not considered historical facts and are considered forward-looking statements under the federal securities laws. 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 the possibility that the Company will not consummate a transaction with Williams Controls and the risk factors discussed in our Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q and other SEC filings. We undertake no obligation to revise or update publicly any forward-looking statement, except as required by law. Please refer to the Company's current SEC filings under the Securities Exchange Act of 1934, as amended, for further information.

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