

**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. 1)**

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. 1 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 (together with any 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 14, 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) hereto, 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.

Item 12. Exhibits.

- (a)(1)(F) Letter to Participants in Williams Controls, Inc. 401(k) Plan with respect to the Tender Offer
- (a)(1)(G) Letter of Instruction for Participants in Williams Controls, Inc. 401(k) Plan
- (a)(1)(H) Letter to Holders of Shares of Restricted Stock of Williams Controls, Inc. with respect to the Tender Offer

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: November 30, 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)(1)(F) Letter to Participants in Williams Controls, Inc. 401(k) Plan with respect to the Tender Offer
- (a)(1)(G) Letter of Instruction for Participants in Williams Controls, Inc. 401(k) Plan
- (a)(1)(H) Letter to Holders of Shares of Restricted Stock of Williams Controls, Inc. with respect to the Tender Offer

**NOTICE TO PARTICIPANTS OF
WILLIAMS CONTROLS, INC. 401(K) PLAN**

November 29, 2012

Dear Plan Participant:

Columbia Acquisition Sub, Inc. (the “**Purchaser**”), a wholly owned subsidiary of Curtiss-Wright Corporation (“**Curtiss-Wright**”), is offering to purchase all issued and outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of Williams Controls, Inc., (“**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 in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”).

You are receiving this notice because you are a participant in the Williams Controls, Inc. 401(k) Plan (the “**Plan**”), and our records indicate that a number of Shares are allocated to your account under the Plan. Although only a trustee under the Plan (a “**Plan Trustee**”) can tender Shares held in the Plan, you have the right, pursuant to the terms of the Plan, to direct a Plan Trustee to tender all or a percentage of the Shares allocated to your account. You are being asked to provide direction on how to respond to the Offer by completing the attached instruction form (the “**Instruction Form**”). If you do not wish to tender your Shares held in the Plan, you do not need to take any action.

With this notice, we are enclosing a copy of the Offer to Purchase and the related Letter of Transmittal (for informational purposes only), as well as a copy of the Williams Controls recommendation that shareholders accept the Offer and tender their Shares pursuant to the Offer, as detailed in the Williams Controls Schedule 14D-9 filed with the Securities and Exchange Commission on November 15, 2012. You are encouraged to read the Schedule 14D-9 in conjunction with the Offer to Purchase because it contains important information about the Offer, including the reasons underlying the recommendation of Williams Controls with respect to the Offer.

For any Shares in the Plan that are tendered and purchased by the Purchaser, the Purchaser will pay cash to the Plan. **INDIVIDUAL PARTICIPANTS WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.**

Please note that in order to tender your shares according to your instructions, a Plan Trustee must receive those instructions **no later than 5:00 P.M., New York City time on December 11, 2012, unless the Offer is extended, in which case your instructions must be received no later than two (2) business days before the expiration date of the Offer (the “Tender Deadline”).** The Letter of Transmittal accompanying the materials included with this Letter is furnished to you for your information only and cannot be used to tender Shares held in the Plan. **You must use the special Instruction Form for Participants in the Williams Controls, Inc. 401(k) Plan for your tender election to be valid.**

Your direction will be deemed irrevocable unless withdrawn by the Tender Deadline. In order to make an effective withdrawal, you must submit a new Instruction Form, which may be obtained by contacting Innisfree M&A Incorporated, the Information Agent listed in the Offer to Purchase, toll-free at (888) 750-5834.

If your instructions are not received by the Tender Deadline, your Shares will be tendered by a Plan Trustee in the same proportion as the instructions submitted by other Plan participants. If you desire to tender any Shares other than Shares allocated to your account under the Plan, you must properly complete and duly execute a Letter of Transmittal for such Shares and deliver such Letter of Transmittal to the Depository (as defined in the Offer to Purchase). A PLAN TRUSTEE CANNOT INCLUDE NON-PLAN SHARES IN ITS LETTER OF TRANSMITTAL.

If you have any questions you may contact the Innisfree M&A Incorporated toll-free at (888) 750-5834.

Sincerely,

Dennis E. Bunday, as Trustee

INSTRUCTION FORM
FOR PARTICIPANTS IN THE WILLIAMS CONTROLS, INC. 401(K) PLAN

INSTRUCTIONS TO DENNIS E. BUNDAY AS TRUSTEE OF THE WILLIAMS CONTROLS, INC. 401(K) PLAN (THE "PLAN"), IN RESPONSE TO THE OFFER TO PURCHASE FOR CASH ALL OUTSTANDING SHARES OF COMMON STOCK OF WILLIAMS CONTROLS, INC. (THE "SHARES") AT \$15.42 NET PER SHARE BY COLUMBIA ACQUISITION SUB, INC., A WHOLLY OWNED SUBSIDIARY OF CURTISS-WRIGHT CORPORATION DATED NOVEMBER 15, 2012 (THE "OFFER")

If you wish to tender all or some of your Shares, please check the appropriate box below, and sign and return this Instruction Form in the envelope provided.

- YES, TENDER** all of the Shares allocated to my account.
- YES, TENDER** only the number of the Shares allocated to my account, as indicated below:

Number of Shares to be tendered (in whole numbers): _____

If you do not wish to tender your shares, you do not need to return this form.

As a participant in the Plan, I acknowledge receipt of the Offer. I hereby direct Dennis E. Bunday, as Trustee, to tender or not to tender the Shares allocated to my account under the Plan as indicated above.

I understand that if I sign, date and return this Instruction Form but do not provide Dennis E. Bunday, as Trustee, with direction, Dennis E. Bunday, as Trustee, will treat this action as an instruction by me **not** to tender the Shares allocated to my account.

Signature

Date

Your instructions may be changed or revoked at any time up until the deadline outlined in the enclosed Notice to Participants of the Plan by delivering a new Instruction Form to the Trustee.



**NOTICE TO HOLDERS OF
WILLIAMS CONTROLS, INC. RESTRICTED STOCK**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME,
ON THURSDAY, DECEMBER 13, 2012, UNLESS THE OFFER IS EXTENDED.**

November 30, 2012

Dear Stockholder:

Columbia Acquisition Sub, Inc. (the “**Purchaser**”), a wholly owned subsidiary of Curtiss-Wright Corporation (“**Curtiss-Wright**”), is offering to purchase all issued and outstanding shares of common stock, par value \$0.01 per share (the “**Shares**”), of Williams Controls, Inc., (“**Williams Controls**”), at a price of \$15.42 per Share (the “**Offer Price**”), 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 in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”).

You are receiving this notice because our records indicate that you are a holder of unvested restricted Shares issued under the Williams Controls 2010 Restricted Stock Option Plan (the “**Restricted Shares**”). Subject to the terms and conditions of the Offer, you may tender your Restricted Shares in the Offer and, if validly tendered and accepted for payment, any forfeiture restrictions on the Restricted Shares shall terminate immediately upon acceptance for payment, and all such Restricted Shares so tendered and accepted shall be entitled to receive the Offer Price as payment therefor.

If you desire to tender all or any portion of your Restricted Shares to Purchaser in the Offer, you should complete and sign the enclosed Letter of Transmittal for the Offer (or a facsimile thereof) by indicating on the front cover the number of Restricted Shares you choose to tender and that such shares are Restricted Shares by including the notation “Restricted Shares” (as opposed to certificated Shares, book-entry Shares, or direct-registration Shares), and mail or deliver the Letter of Transmittal and any other required documents to Wells Fargo Bank, N.A., the depository for the Offer (the “**Depository**”). If you do not wish to tender your Restricted Shares, you do not need to take any action.

With this notice, we are enclosing a copy of the Offer to Purchase and the related Letter of Transmittal, as well as a copy of the Williams Controls recommendation that shareholders accept the Offer and tender their Shares pursuant to the Offer, as detailed in the Williams Controls Schedule 14D-9 filed with the Securities and Exchange Commission on November 15, 2012. You are encouraged to read the Schedule 14D-9 in conjunction with the Offer to Purchase because it contains important information about the Offer, including the reasons underlying the recommendation of Williams Controls with respect to the Offer.

Please note that in order to tender your Restricted Shares in the Offer, the Letter of Transmittal must be received by the Depository **no later than 11:59 P.M., New York City time on December 13, 2012, unless the Offer is extended (the “Tender Deadline”)**. Your instruction to tender will be deemed irrevocable unless withdrawn by the Tender Deadline, unless the Offer is extended.

In order to make an effective withdrawal of a tender of Restricted Shares, a written notice of withdrawal must be timely received by the Depositary at one of its addresses set forth on the back cover of the enclosed Offer to Purchase. Additional requirements for an effective withdrawal are described in Section 4 of the enclosed Offer to Purchase.

If you desire to tender any Shares in the Offer other than your Restricted Shares, you must list such Shares on a separate line on the front cover of the Letter of Transmittal and indicate whether such shares are certificated Shares, book-entry Shares, or direct-registration Shares . It must be clear to the Depositary which shares are Shares and which are Restricted Shares in order for your tender to be accepted correctly.

Any questions or requests for assistance may be directed to the Information Agent, Innisfree M&A Incorporated, at (888) 750-5834.

Sincerely,

Williams Controls, Inc.
