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

**FORM 8-K
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): January 1, 2021

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.)

130 Harbour Place Drive, Suite 300
Davidson, North Carolina
(Address of principal executive offices)

28036
(Zip Code)

Registrant's telephone number, including area code: (704) 869-4600

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CW	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 3, 2020, the Board of Directors for Curtiss-Wright Corporation (NYSE: CW) (the “Company”) announced that Lynn M. Bamford, age 57, would be appointed to the Board of Directors and to the office of President and Chief Executive Officer of the Company, effective January 1, 2021. Ms. Bamford will report directly to Mr. David C. Adams, who will become the Company’s Executive Chairman and remain on the Board until his retirement in May 2022. Mr. Adams’ resignation as Chief Executive Officer and Ms. Bamford’s appointment as President and Chief Executive Officer are consistent with the Company’s long-standing succession plan. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Prior to her new position, Ms. Bamford was President of the Defense and Power Segments of the Company from January 2020, and the Senior Vice President and General Manager of the Defense Solutions Division from 2013.

Ms. Bamford joined the Company in 2004 with its acquisition of Dy4, a leading provider of Commercial Off-The-Shelf (COTS) embedded computing solutions, where she held several engineering and leadership positions. Shortly after the acquisition, Ms. Bamford assumed the position of Vice President, Product Development and Marketing, for the Company’s former Controls segment, and ascended to Vice President and General Manager of the Company’s Embedded Computing business, before being named to lead the Defense Solutions division in 2013.

There is no family relationship between Ms. Bamford and any other executive officer or director of the Company, and there is no arrangement or understanding under which she was appointed. There are no transactions, or a series of similar transactions, or any currently proposed transactions, or a series of similar transactions, to which the Company was or is to be a party, in which the amount exceeds \$120,000, and in which Ms. Bamford had, or will have a direct or indirect material interest.

There have been no changes to any of Ms. Bamford’s previously announced material plans, contracts or arrangements as a result of this appointment. Commensurate with her new position, Ms. Bamford will receive a Change-in-Control Agreement that pays her three (3) times her base salary in the event of a Change in Control of the Corporation and a two (2) year severance agreement if she were terminated without cause from her current position. Forms of these arrangements were previously disclosed as Exhibits in the Corporation’s Annual Report on Form 10-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Description

[99.1](#) Press Release, dated December 3, 2020 of the Registrant

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

By: /s/ K. Christopher Farkas

K. Christopher Farkas
Vice President and
Chief Financial Officer

Date: January 4, 2021



NEWS RELEASE

FOR IMMEDIATE RELEASE

Contact: Jim Ryan
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CURTISS-WRIGHT ANNOUNCES CEO SUCCESSION PLAN

LYNN M. BAMFORD TO BECOME CHIEF EXECUTIVE OFFICER AND MEMBER OF THE BOARD; DAVID C. ADAMS RETIRES AS CEO AND CONTINUE AS EXECUTIVE CHAIRMAN THROUGH MAY 2022 ANNUAL MEETING

DAVIDSON, N.C.– DECEMBER 3, 2020 – Curtiss-Wright Corporation (NYSE: CW) today announced a Chief Executive Officer succession plan in which Lynn M. Bamford, currently President of the Defense and Power Segments, will be named President and Chief Executive Officer and a member of the Board of Directors, following David C. Adams' planned retirement as CEO on January 1, 2021. To ensure a smooth transition, Mr. Adams, 67, will continue as Executive Chairman of the Board through May 2022, at which time Ms. Bamford will assume the dual role of Chairman and Chief Executive Officer.

"It has been a distinct privilege to be associated with Curtiss-Wright's long legacy for more than 20 years, including the past seven years as Chairman and CEO," said Adams. "I am proud of the team's relentless dedication and hard work to build a strong, diversified industrial company that has grown to be a successful \$2.5 billion global corporation. Throughout this journey, we executed with tremendous focus and drive to create significant stakeholder value and achieve top-quartile financial metrics, including operating margin expansion and free cash flow generation."

Adams continued, "Lynn's promotion to CEO is incredibly well-deserved. Her long-standing track record of respected leadership and success in building a strong defense electronics portfolio, and most recently leading the Defense and Power Segments, will support a seamless transition. The Board and I have the utmost confidence that Lynn's experience in executing our strategic growth initiatives, driving significant financial performance and integrating numerous defense acquisitions, makes her the ideal choice to lead the Company into the future. I look forward to continuing to work closely with Lynn during this pivotal and exciting time for Curtiss-Wright."

Bamford said, "I am deeply honored by this tremendous opportunity to lead such an iconic company. I look forward to continuing to work closely with our experienced leadership team and Board, as well as the incredibly talented members of the Curtiss-Wright team, to advance the One Curtiss-Wright vision and build upon our strong track record of growth and profitability. I am highly confident about our Company's future and our ability to drive long-term value for our shareholders, customers and employees."

Lead Director Albert E. Smith commented, “On behalf of the Board of Directors, I would like to thank Dave for his exemplary leadership during the past seven years. During his successful tenure as CEO, the Company has grown under his One Curtiss-Wright vision and achieved top quartile financial performance compared with our peer group, most notably driving significant operating margin expansion and steady free cash flow generation. In addition, Dave led the deployment of a balanced capital allocation strategy, which included returning \$1.2 billion in steady returns to shareholders in the form of share repurchases and dividends, and driving an additional \$1.2 billion in strategic acquisitions to bolster the Company’s growth and profitability. We look forward to working closely with Lynn as she executes the Company’s profitable growth strategy and achieves further success for Curtiss-Wright.”

Bamford, 57, has more than 30 years of operational experience across the defense, aerospace and commercial industries. In her current role, she has maintained overall responsibility for the Defense and Power Segments' strategic goals, technology development, global operations and financial performance. She was previously Senior Vice President and General Manager of the Defense Solutions division from 2013 through 2019. During her tenure at Curtiss-Wright, she successfully led the Company through nine acquisitions to enhance the global product portfolio.

Bamford joined Curtiss-Wright in 2004 with its acquisition of Dy4, a leading provider of Commercial Off-The-Shelf (COTS) embedded computing solutions, where she held several engineering and leadership positions. Shortly after the acquisition, Bamford assumed the position of Vice President, Product Development and Marketing for Curtiss-Wright’s former Controls segment, and ascended to Vice President and General Manager of the Company’s Embedded Computing business, before being named to lead the Defense Solutions division in 2013.

Bamford holds a Bachelor of Science Degree in Electrical Engineering from Penn State University and a Master of Science Degree in Electrical Engineering from George Mason University.

About Curtiss-Wright Corporation

Curtiss-Wright Corporation (NYSE:CW) is a global innovative company that delivers highly engineered, critical function products and services to the commercial, industrial, defense and energy markets. Building on the heritage of Glenn Curtiss and the Wright brothers, Curtiss-Wright has a long tradition of providing reliable solutions through trusted customer relationships. The company employs approximately 8,300 people worldwide. For more information, visit www.curtisswright.com.

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