

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): July 31, 2013

CURTISS-WRIGHT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
State or Other
Jurisdiction of
Incorporation or
Organization

1-134
Commission File
Number

13-0612970
IRS Employer
Identification No.

10 Waterview Boulevard
Parsippany, New Jersey
Address of Principal Executive Offices

07054
Zip Code

Registrant's telephone number, including area code: (973) 541-3700

(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))
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SECTION 2 – FINANCIAL INFORMATION

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION .

On Wednesday July 31, 2013, the Company issued a press release announcing financial results for the second quarter and six months ended June 30, 2013. A copy of this press release and slide presentation are attached hereto as Exhibits 99.1 and 99.2. A conference call and webcast presentation will be held on Thursday, August 1, 2013 at 10:00 am EDT for management to discuss the Company's 2013 second quarter performance. Martin R. Benante, Chairman and CEO, David C. Adams, President and COO, and Glenn E. Tynan, Vice President and CFO, will host the call.

The financial press release, access to the webcast and the accompanying financial presentation will be posted on Curtiss-Wright's website at www.curtisswright.com. For those unable to participate, a webcast replay will be available for 90 days on the Company's website beginning one hour after the call takes place. A conference call replay will also be available for seven days.

Conference Call Replay:
Domestic (855) 859-2056
International (404) 537-3406
Passcode 19110685

The information contained in this Current Report, including Exhibits 99.1 and 99.2, are being furnished and shall not be deemed to be "*filed*" for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this report shall not be incorporated by reference into any filing of the registrant with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

99.1 Press Release dated July 31, 2013

99.2 Presentation shown during investor and securities analyst webcast on August 1, 2013

SIGNATURE

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

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan
Glenn E. Tynan
Vice-President and
Chief Financial Officer

Date: July 31, 2013

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated July 31, 2013
99.2	Presentation shown during investor and securities analyst webcast on August 1, 2013

Curtiss-Wright Reports Second Quarter and Six Months 2013 Financial Results

Company Reports Second Quarter Net Sales Up 17% and Diluted EPS of \$0.70 Up 46%; Raises Full-Year Operating Income, Diluted EPS and Free Cash Flow Guidance

PARSIPPANY, N.J., July 31, 2013 (GLOBE NEWSWIRE) -- Curtiss-Wright Corporation (NYSE:CW) today reports financial results for the second quarter and six months ended June 30, 2013. The Company also increased the range of its FY2013 guidance for operating income to \$232-\$240 million, diluted earnings per share to \$2.75-\$2.85, and free cash flow to \$100-\$110 million.

All figures presented below, unless stated otherwise, reflect results from continuing operations and exclude the impact of the first quarter 2012 sale of the heat treating business.

Second Quarter 2013 Operating Highlights from Continuing Operations

- Net sales increased 17% to \$618 million from \$526 million in 2012;
- Operating income increased 43% to \$58 million from \$41 million in 2012;
- Operating margin increased 170 basis points to 9.4%, compared to 7.7% in the prior year period; excluding recent acquisitions, operating margin improved 260 basis points to 10.3%;
- Net earnings increased 46% to \$33 million, or \$0.70 per diluted share, from \$23 million, or \$0.48 per diluted share, in 2012;
- New orders totaled \$603 million, up 24% from 2012, primarily led by the most recent acquisitions, as well as higher demand in the naval defense market supporting the Virginia Class submarine program;
- Free cash flow was \$45 million, compared to \$2 million in the prior year period, due to higher cash from operating activities; and
- The Company's seven most recent acquisitions -- AP Services, LLC, Cimarron Energy, Inc., Exlar Corporation, F.W. Gartner Thermal Spraying, Ltd., PG Drives Technology, Phönix Group and Williams Controls, Inc -- contributed \$103 million to net sales, \$5 million to operating income, 90 basis points of dilution to operating margin, and \$0.01 to diluted earnings per share during the second quarter.

Six Months 2013 Operating Highlights from Continuing Operations

- Net sales increased 18% to \$1.21 billion from \$1.03 billion in 2012;
- Operating income increased 26% to \$96 million from \$76 million in 2012;
- Operating margin increased 50 basis points to 7.9%, compared to 7.4% in the prior year period; excluding recent acquisitions, operating margin improved 150 basis points to 8.9%;
- Net earnings increased 27% to \$54 million, or \$1.14 per diluted share, from \$43 million or \$0.90 per diluted share, in 2012; excluding acquisitions, net earnings increased 32% to \$56 million, or \$1.19 per diluted share;
- New orders totaled \$1.2 billion, up 22% from 2012, primarily from the most recent acquisitions. At June 30, 2013, backlog was approximately \$1.7 billion and our book-to-bill was approximately 1.0x;
- Free cash flow was \$29 million, compared to a net cash outflow of \$22 million in the prior year period, due to higher cash from operating activities and lower capital expenditures; and
- The Company's seven most recent acquisitions contributed \$193 million to net sales, \$5 million to operating income, 100 basis points of dilution to operating margin, and reduced diluted earnings per share by \$0.05 during the first six months.

"We are pleased with our solid second quarter performance, generating diluted earnings per share of \$0.70, which once again was led by operating income growth in our organic businesses as well as our recent acquisitions," said Martin R. Benante, Chairman and CEO of Curtiss-Wright Corporation.

"We produced strong second quarter operating income growth of 43% that significantly exceeded our 17% sales growth, driven by double-digit gains across all three segments. This sales growth is primarily based on contributions from our recent acquisitions and expansion in our commercial markets. We also succeeded in expanding our organic operating margin by 260 basis points as we continue to focus on improving profitability and generating operating margin expansion."

Second Quarter 2013 Operating Results

Sales

Sales of \$618 million in the second quarter of 2013 increased \$91 million, or 17%, compared to the prior year period, most of which was generated by our recent acquisitions. Sales improved in all three segments, with gains of 20% in Controls, 17% in Flow Control, and 13% in Surface Technologies.

Sales to the commercial markets increased 33% while the defense markets declined 8%. Sales were higher in all commercial markets, led by an 81% increase in the oil and gas market, primarily due to contributions from our acquisitions of Cimarron and Phönix. We also experienced a 49% increase in the general industrial market, primarily due to the acquisitions of Williams Controls, PG Drives and Exlar. Sales to the commercial aerospace market increased 14%, while the power generation market rose 12%. Within the defense markets, we experienced a 16% decline in the aerospace defense market, partially due to lower military helicopter sales, while reduced year-over-year production on various programs led to a decrease of 17% within the ground defense market. These reductions were partially offset by a slight uptick in the naval defense market, which benefited from higher sales of embedded computing products and increased production on the CVN-79 aircraft carrier program compared to the prior year.

Operating Income

Operating income in the second quarter of 2013 was \$58 million, an increase of 43% compared to the prior year period, driven by solid increases in all three segments. This growth reflects profitability improvements resulting from the benefits of prior year restructuring and ongoing cost reduction initiatives, as well as favorable contributions from our seven recent acquisitions. In addition, the prior year period was negatively impacted by one-time restructuring costs of \$8 million across all three segments, most notably in our Surface Technologies segment. Operating margin of 10.3% increased by 260 basis points over the prior year period, excluding 90 basis points in margin dilution from the seven recent acquisitions.

Within our segments, second quarter 2013 operating income in the Flow Control segment increased 49%, primarily driven by favorable contributions from the Cimarron acquisition and improved profitability in the oil and gas and power generation markets. The Controls segment reported a 17% increase in operating income, primarily based on contributions from the recent acquisitions in the commercial markets, as well as improved overall profitability in the defense business. The Surface Technologies segment produced a strong 148% increase in operating income. Excluding the prior year restructuring charge of approximately \$5 million, operating income in this

segment increased 32%, driven by higher sales volumes and improved profitability in our coatings businesses, as well as the benefit of previous restructuring initiatives.

Reported segment operating margin, which excludes corporate expenses, was 11.3% in the second quarter, an increase of 220 basis points compared to the prior year quarter. Excluding the effects of recent acquisitions and foreign currency translation, segment operating margin solidly increased 350 basis points to 12.6%.

Non-segment costs increased by approximately \$5 million as compared with the prior year period, due to a one-time pension curtailment charge of nearly \$3 million resulting from a recent amendment to the Curtiss-Wright pension plan.

Net Earnings

Second quarter net earnings increased 46% from the comparable prior year period, reflecting higher operating income, partially offset by \$3 million in higher interest expense as a result of our February 2013 private placement debt offering, which led to higher average debt levels compared to the prior year period. Our effective tax rate for the current quarter was 31.5%, compared to 33.1% in the prior year period, due to the favorable impacts of increased foreign earnings and the first quarter 2013 reinstatement of the research and development tax credit.

Free Cash Flow

Free cash flow was approximately \$45 million for the second quarter of 2013, or a \$42 million increase compared to the prior year period. This improvement was mainly due to higher cash provided by operating activities driven by higher net income, higher advanced payments and working capital improvements. Capital expenditures were \$17 million, \$3 million less than the prior year period.

Second Quarter 2013 Segment Performance

Flow Control – Sales for the second quarter of 2013 were \$321 million, an increase of \$46 million, or 17%, over the comparable prior year period, with the majority of the sales growth coming from our recent acquisitions of Cimarron, Phönix and AP Services serving the power generation and oil and gas markets. Within the power generation market, sales also increased due to solid aftermarket demand and technology upgrades supporting existing nuclear reactors, including sales of our NETCO SNAP-IN® product used in spent fuel management, despite fewer U.S. outages. This sales growth was partially offset by lower revenues on the domestic AP1000 program due to timing, as well as the winding down of production on the China AP1000 program. Sales to the oil and gas market, excluding the acquisitions of Cimarron and Phönix, were up primarily due to higher global Maintenance, Repair and Overhaul (MRO) sales. Declines in the general industrial market were primarily driven by lower orders from our global commercial heating, ventilation, and air conditioning (HVAC) business based on the previously announced customer cancellation. Naval defense sales were down slightly, primarily due to lower year-over-year production decreases across several surface combat ship programs, despite higher CVN-79 Ford class aircraft carrier and CVN-72 refueling sales.

Operating income in the second quarter of 2013 was \$28 million, an increase of approximately \$9 million, or 49% from the comparable prior year period, while operating margin increased 180 basis points to 8.6%. Second quarter operating income from recent acquisitions contributed nearly \$2 million; however the acquisitions were 120 basis points dilutive to operating margin. Excluding the effects of acquisitions, segment operating income increased 39%, while operating margin increased 300 basis points to 9.8% compared to the prior year period. The increase in operating income and operating margin is primarily due to higher profitability in power generation due to improved performance on the AP1000 program, and in the oil and gas market due to strong MRO sales, as well as improvements in operational efficiencies and the benefits of our prior restructuring efforts.

Controls – Sales for the second quarter of 2013 were \$217 million, an increase of \$36 million, or 20%, over the comparable prior year period, driven by our 2012 acquisitions of Williams Controls, PG Drives and Exlar serving the general industrial market. This led to strong sales growth of 65% in the commercial markets, which more than offset a 10% reduction in sales in the defense markets. Growth in the commercial markets was also driven by a 19% increase in commercial aerospace due to strong organic increases on all major Boeing platforms, continued sales generated by our Emergent Operations facility in support of the Boeing 787 program and solid demand for sensors and controls products. The decline in the defense market was driven by lower year-over-year production revenues across several aerospace defense platforms, most notably for helicopters, as well as reduced production in the ground defense market on the Bradley Fighting Vehicle and for turret drive systems for international customers.

Operating income for the second quarter of 2013 was \$27 million, an increase of approximately \$4 million, or 17%, compared to the prior year period, while operating margin declined 40 basis points to 12.6%. Second quarter operating income from recent acquisitions contributed nearly \$3 million; however the acquisitions were 140 basis points dilutive to operating margin in the second quarter of 2013. Excluding the impact from acquisitions, operating income increased 5% and generated an operating margin of 14.0%, a 100 basis point improvement over the prior year. This growth was primarily driven by the benefits of our cost reduction initiatives and operational improvements implemented in the prior year, most notably within our defense businesses.

Surface Technologies – Sales for the second quarter of 2013 were approximately \$80 million, an increase of nearly \$9 million, or 13%, compared to the prior year period. The higher sales were driven by solid demand across most major service offerings and markets, most notably for our highly engineered coatings, as well as shot and laser peening services to commercial markets. The 2012 acquisition of Gartner added approximately \$7 million to sales in our coatings business during the second quarter, resulting in higher sales to both the oil and gas and general industrial markets. We also experienced 13% growth in the commercial aerospace market for our highly critical shot and laser peening services, as our Surface Technologies business continues to benefit from the continued ramp up in OEM production rates, as well as ongoing support for Rolls-Royce aerospace manufacturing facilities.

Operating income in the second quarter of 2013 was \$15 million, an increase of \$9 million, or 148% from the comparable prior year period, while operating margin more than doubled to 18.5%. Excluding the effect of the Gartner acquisition, which was approximately 110 basis points dilutive to operating margin, segment operating income increased 142%, while operating margin increased 1,120 basis points to 19.6% compared to the prior year period. These gains were driven by higher sales volumes resulting in favorable absorption of fixed overhead costs, particularly in our coatings business, and by continued improvements in operational efficiency across our operations. This improvement also reflects the benefit of moving past the one-time restructuring costs of \$5 million that impacted our prior year results, related to the closure of several underperforming facilities.

Full Year 2013 Guidance

The Company is updating its previously issued full-year 2013 financial guidance as follows:

- Total Sales \$2.48 -- \$2.52 billion (no change)
- Operating Income \$232 -- \$240 million (previously \$229 -- \$237 million)
- Interest Expense \$39 -- \$40 million (no change)

- Effective Tax Rate 32.00%
- Diluted Earnings Per Share \$2.75 -- \$2.85 (previously \$2.70 -- \$2.80)
- Diluted Shares Outstanding 47.6 million
- Free Cash Flow \$100 -- \$110 million (previously \$90 -- \$100 million)

(Free cash flow is defined as cash flow from operations less capital expenditures and includes estimated payments of approximately \$35 million to the Curtiss-Wright Pension Plan and \$40 million of interest in 2013.)

Note: A more detailed breakdown of our 2013 guidance by segment and by market can be found on the attached accompanying schedules.

Mr. Benante concluded, "Throughout the past few years, we have been aggressively focused on restructuring and cost reduction initiatives throughout all levels of Curtiss-Wright, continually looking for ways to improve our operating efficiencies and deliver more growth to the bottom line. Our solid second quarter results reflect Curtiss-Wright's ongoing profitability improvements, which led to strong organic margin expansion and growth in earnings per share, despite significantly higher pension and interest costs. In addition, our seven recent acquisitions are performing slightly ahead of plan, and we expect them to continue to deliver solid sales growth and EPS accretion in 2013.

"As a result, we are raising our full year 2013 guidance for operating income, diluted earnings per share, and free cash flow on the expected margin improvements in Controls and Surface Technologies and working capital improvements. Across all three segments, we expect to generate healthy organic margin expansion as we realize the benefits from previous restructuring and cost reduction initiatives.

"Within our end markets, we continue to expect strong sales growth of 30-34% in our commercial markets in 2013, led by acquisitions as well as the benefits from the continued ramp up in commercial aircraft production rates, while the uncertain environment in defense keeps our sales guidance unchanged at flat to down slightly from 2012.

"Overall, the strength and diversification of our business model and the actions we have taken to improve our profitability across all three of our segments are expected to provide solid financial performance for Curtiss-Wright in 2013, as well as solid value for our shareholders for years to come."

Conference Call Information

The Company will host a conference call to discuss the second quarter 2013 results and guidance at 10:00 a.m. EDT on Thursday, August 1, 2013. A live webcast of the call and the accompanying financial presentation will be made available on the internet by visiting the Investor Relations section of the Company's website at www.curtisswright.com.

(Tables to Follow)

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES **CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)**

(\$'s In thousands, except per share data)

	Three Months Ended				Six Months Ended			
	June 30,		Change		June 30,		Change	
	2013	2012	\$	%	2013	2012	\$	%
Net sales	\$ 617,687	\$ 526,386	\$91,301	17%	\$ 1,210,374	\$ 1,028,047	\$182,327	18%
Cost of sales	416,673	362,379	54,294	15%	825,653	704,766	120,887	17%
Gross profit	201,014	164,007	37,007	23%	384,721	323,281	61,440	19%
Research and development expenses	15,903	15,351	552	4%	33,511	30,698	2,813	9%
Selling expenses	38,900	32,888	6,012	18%	75,696	65,369	10,327	16%
General and administrative expenses	88,423	75,228	13,195	18%	179,700	151,115	28,585	19%
Operating income	57,788	40,540	17,248	43%	95,814	76,099	19,715	26%
Interest expense	(9,332)	(6,526)	(2,806)	(43%)	(17,991)	(13,008)	(4,983)	(38%)
Other income, net	224	130	94	NM	698	232	466	NM
Earnings from continuing operations before income taxes	48,680	34,144	14,536	43%	78,521	63,323	15,198	24%
Provision for income taxes	15,310	11,309	4,001	35%	24,208	20,646	3,562	17%
Earnings from continuing operations	33,370	22,835	10,535	46%	54,313	42,677	11,636	27%
Discontinued operations, net of taxes								
Earnings (loss) from discontinued operations	--	--	--	NM	--	3,059	(3,059)	NM
Gain on divestiture	--	(95)	95	NM	--	18,316	(18,316)	NM
Earnings from discontinued operations	--	(95)	95	NM	--	21,375	(21,375)	NM

Net earnings	<u>\$ 33,370</u>	<u>\$ 22,740</u>	<u>\$ 10,630</u>	47%	<u>\$ 54,313</u>	<u>\$ 64,052</u>	<u>\$ (9,739)</u>	(15%)
Basic earnings per share								
Earnings from continuing operations	\$ 0.71	\$ 0.49			\$ 1.16	\$ 0.91		
Earnings from discontinued operations	<u>--</u>	<u>--</u>			<u>--</u>	<u>0.46</u>		
Total	<u>\$ 0.71</u>	<u>\$ 0.49</u>			<u>\$ 1.16</u>	<u>\$ 1.37</u>		
Diluted earnings per share								
Earnings from continuing operations	\$ 0.70	\$ 0.48			\$ 1.14	\$ 0.90		
Earnings from discontinued operations	<u>--</u>	<u>--</u>			<u>--</u>	<u>0.45</u>		
Total	<u>\$ 0.70</u>	<u>\$ 0.48</u>			<u>\$ 1.14</u>	<u>\$ 1.35</u>		
Dividends per share	<u>\$ 0.10</u>	<u>\$ 0.09</u>			<u>\$ 0.19</u>	<u>\$ 0.17</u>		
Weighted average shares outstanding:								
Basic	46,786	46,820			46,700	46,737		
Diluted	47,507	47,501			47,478	47,519		

NM- not meaningful

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(\$'s In thousands, except par value)

	<u>June 30,</u>	<u>December 31,</u>	<u>Change</u>
	<u>2013</u>	<u>2012</u>	<u>%</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 143,043	\$ 112,023	28%
Receivables, net	580,260	578,313	0%
Inventories, net	436,291	397,471	10%
Deferred tax assets, net	50,072	50,760	(1%)
Other current assets	<u>46,027</u>	<u>37,194</u>	24%
Total current assets	<u>1,255,693</u>	<u>1,175,761</u>	7%
Property, plant, and equipment, net	493,400	489,593	1%
Goodwill	1,033,887	1,013,300	2%
Other intangible assets, net	430,545	419,021	3%
Deferred tax assets, net	2,234	1,709	31%
Other assets	<u>13,182</u>	<u>15,204</u>	(13%)
Total assets	<u>\$ 3,228,941</u>	<u>\$ 3,114,588</u>	4%
Liabilities			
Current liabilities:			
Current portion of long-term and short term debt	\$ 126,089	\$ 128,225	(2%)
Accounts payable	145,995	157,825	(7%)
Dividends payable	4,693	--	100%
Accrued expenses	120,723	131,067	(8%)
Income taxes payable	6,084	7,793	(22%)
Deferred revenue	167,614	171,624	(2%)
Other current liabilities	<u>38,086</u>	<u>43,214</u>	(12%)
Total current liabilities	<u>609,284</u>	<u>639,748</u>	(5%)
Long-term debt	821,893	751,990	9%
Deferred tax liabilities, net	67,660	50,450	34%
Accrued pension and other postretirement benefit costs	222,281	264,047	(16%)
Long-term portion of environmental reserves	15,138	14,905	2%
Other liabilities	<u>108,797</u>	<u>80,856</u>	35%
Total liabilities	<u>1,845,053</u>	<u>1,801,996</u>	2%

Stockholders' equity

Common stock, \$1 par value	49,341	49,190	0%
Additional paid in capital	154,599	151,883	2%
Retained earnings	1,306,790	1,261,377	4%
Accumulated other comprehensive loss	(41,607)	(55,508)	25%
Less: cost of treasury stock	<u>(85,235)</u>	<u>(94,350)</u>	(10%)
Total stockholders' equity	<u>1,383,888</u>	<u>1,312,592</u>	5%
Total liabilities and stockholders' equity	<u>\$ 3,228,941</u>	<u>\$ 3,114,588</u>	4%

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
SEGMENT INFORMATION (UNAUDITED)

(\$'s In thousands)

	Three Months Ended			Six Months Ended		
	June 30,			June 30,		
	2013	2012	Change %	2013	2012	Change %
Sales:						
Flow Control	\$ 321,045	\$ 274,653	17%	\$ 631,660	\$ 541,444	17%
Controls	216,865	181,090	20%	421,437	346,176	22%
Surface Technologies	<u>79,777</u>	<u>70,643</u>	13%	<u>157,277</u>	<u>140,427</u>	12%
Total sales	\$ 617,687	\$ 526,386	17%	\$ 1,210,374	\$ 1,028,047	18%
Operating income (expense):						
Flow Control	\$ 27,704	\$ 18,614	49%	\$ 51,838	\$ 37,141	40%
Controls	27,425	23,527	17%	39,522	36,456	8%
Surface Technologies	<u>14,735</u>	<u>5,937</u>	148%	<u>26,828</u>	<u>15,793</u>	70%
Total segments	\$ 69,864	\$ 48,078	45%	\$ 118,188	\$ 89,390	32%
Corporate and other	<u>(12,076)</u>	<u>(7,538)</u>	(60%)	<u>(22,374)</u>	<u>(13,291)</u>	(68%)
Total operating income	<u>\$ 57,788</u>	<u>\$ 40,540</u>	43%	<u>\$ 95,814</u>	<u>\$ 76,099</u>	26%
Operating margins:						
Flow Control	8.6%	6.8%		8.2%	6.9%	
Controls	12.6%	13.0%		9.4%	10.5%	
Surface Technologies	18.5%	8.4%		17.1%	11.2%	
Total Curtiss-Wright	9.4%	7.7%		7.9%	7.4%	
Segment margins	11.3%	9.1%		9.8%	8.7%	

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
NON-GAAP FINANCIAL DATA (UNAUDITED)

(\$'s In thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net cash provided by operating activities	\$ 61,881	\$ 22,959	\$ 60,801	\$ 18,240
Capital expenditures	<u>(17,116)</u>	<u>(20,549)</u>	<u>(32,126)</u>	<u>(40,716)</u>
Free cash flow ⁽¹⁾	<u>\$ 44,765</u>	<u>\$ 2,410</u>	<u>\$ 28,675</u>	<u>\$ (22,476)</u>

Cash conversion ⁽¹⁾ 134% 11% 53% (35%)

(1) The Corporation discloses free cash flow and cash conversion because the Corporation believes they are measurements of cash flow available for investing and financing activities. Free cash flow is defined as net cash flow provided by operating activities less capital expenditures. Free cash flow represents cash generated after paying for interest on borrowings, income taxes, capital expenditures, and working capital requirements, but before repaying outstanding debt and investing cash or utilizing debt credit lines to acquire businesses and make other strategic investments. Cash conversion is defined as free cash flow divided by net earnings. Free cash flow, as we define it, may differ from similarly named measures used by other entities and, consequently, could be misleading unless all entities calculate and define free cash flow in the same manner.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
NON-GAAP FINANCIAL DATA (UNAUDITED)
(\$ In millions)

	Three Months Ended June 30,														
	<u>Flow Control</u>			<u>Controls</u>			<u>Surface Technologies</u>			<u>Corporate & Other</u>			<u>Total Curtiss - Wright</u>		
	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg
Sales															
Organic	\$ 265.1	\$ 274.7	(3%)	\$ 176.4	\$ 181.1	(3%)	\$ 73.3	\$ 70.6	4%	\$ --	\$ --		\$ 514.9	\$ 526.4	(2%)
Incremental ⁽¹⁾	56.3	--		40.4	--		6.6	--		--	--		103.3	--	
Foreign Currency Fav (Unfav) ⁽²⁾	(0.4)	--		--	--		(0.2)	--		--	--		(0.5)	--	
Total	\$ 321.0	\$ 274.7	17%	\$ 216.9	\$ 181.1	20%	\$ 79.8	\$ 70.6	13%	\$ --	\$ --		\$ 617.7	\$ 526.4	17%
Operating Income															
Organic	\$ 25.8	\$ 18.6	39%	\$ 24.5	\$ 23.5	4%	\$ 14.5	\$ 5.9	145%	\$ (11.9)	\$ (7.5)	(58%)	\$ 52.9	\$ 40.5	30%
OI Margin %	9.7%	6.8%	290bps	13.9%	13.0%	90bps	19.8%	8.4%	1140bps				10.3%	7.7%	260bps
Incremental ⁽¹⁾	1.8	--		2.7	--		0.4	--		(0.2)	--		4.7	--	
Foreign Currency Fav (Unfav) ⁽²⁾	0.1	--		0.3	--		(0.2)	--		--	--		0.2	--	
Total	\$ 27.7	\$ 18.6	49%	\$ 27.4	\$ 23.5	17%	\$ 14.7	\$ 5.9	148%	\$ (12.1)	\$ (7.5)	(60%)	\$ 57.8	\$ 40.5	43%
OI Margin %	8.6%	6.8%	180bps	12.6%	13.0%	-40bps	18.5%	8.4%	1010bps				9.4%	7.7%	170bps

(1) The term incremental is used to highlight the impact acquisitions had on the current year results, for which there was no comparable prior year data. Therefore, the results of operations for acquisitions are incremental for the first twelve months from the date of acquisition and are removed from our organic results. Additionally, the results of operations for divested businesses are removed from the comparable prior year period for purposes of calculating organic results. The remaining businesses are referred to as organic.

(2) Organic results exclude the effects of current period foreign currency translation.

Note: Amounts may not add due to rounding

CURTISS-WRIGHT CORPORATION
2013 Earnings Guidance - As of May 1, 2013
(\$'s In millions, except per share data)

	2012	2013 Guidance	
	Actual	Low	High
Sales:			
Flow Control	\$ 1,095	\$ 1,300	\$ 1,320
Controls	727	865	875
Surface Technologies	276	315	325
Total sales	\$ 2,098	\$ 2,480	\$ 2,520
Operating income:			
Flow Control	\$ 79	\$ 116	\$ 119
Controls	87	103	106
Surface Technologies	27	53	55
Total segments	\$ 193	\$ 272	\$ 280
Corporate and other	(31)	(40)	(40)
Total operating income	\$ 161	\$ 232	\$ 240

Interest expense	\$ (26)	\$ (39)	\$ (40)
Earnings before income taxes	135	192	199
Provision for income taxes	(43)	(62)	(64)
Net earnings	\$ 92	\$ 131	\$ 136
Reported diluted earnings per share	\$ 1.95	\$ 2.75	\$ 2.85
<i>Diluted shares outstanding</i>	47.4	47.6	47.6
<i>Effective tax rate</i>	31.8%	32.0%	32.0%

Operating margins:

Flow Control	7.2%	8.9%	9.0%
Controls	11.9%	11.9%	12.1%
Surface Technologies	10.0%	16.8%	16.9%
Total operating margin	7.7%	9.3%	9.5%

Notes: Full year amounts may not add due to rounding. All data presented on a continuing operations basis

CURTISS-WRIGHT CORPORATION
2013 Earnings Guidance - As of May 1, 2013

2013 Guidance % Change

	<u>Low</u>	<u>High</u>
--	------------	-------------

Defense Markets

Aerospace	(9%)	(13%)
Ground	(15%)	(19%)
Navy	7%	11%
Total Defense Including Other Defense	(4%)	0%

Commercial Markets

Commercial Aerospace	10%	14%
Oil and Gas	70%	74%
Power Generation	3%	7%
General Industrial	62%	66%
Total Commercial	30%	34%

Total Curtiss-Wright **18%** **20%**

Note: Full year amounts may not add due to rounding

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 surface treatment technologies 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 and prides itself on long-standing customer relationships. The company employs approximately 10,000 people worldwide. For more information, visit www.curtisswright.com.

Certain statements made in this release, including statements about future revenue, financial performance guidance, quarterly and annual revenue, net income, operating income growth, future business opportunities, cost saving initiatives, the successful integration of our acquisitions, and future cash flow from operations, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements present management's expectations, beliefs, plans and objectives regarding future financial performance, and assumptions or judgments concerning such performance. Any discussions contained in this press release, except to the extent that they contain historical facts, are forward-looking and accordingly involve estimates, assumptions, judgments and uncertainties. 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 competitive marketplace and/or customer requirements; a change in government spending; an inability to perform customer contracts at anticipated cost levels; and other factors that generally affect the business of aerospace, defense contracting, electronics, marine, and industrial companies. Such factors are detailed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and subsequent reports filed with the Securities and Exchange Commission.

This press release and additional information are available at www.curtisswright.com.

CONTACT: Jim Ryan
(973) 541-3766

2Q 2013 Earnings
Conference Call

August 1, 2013



Transforming for the Future

**CURTISS
WRIGHT**

Safe Harbor Statement

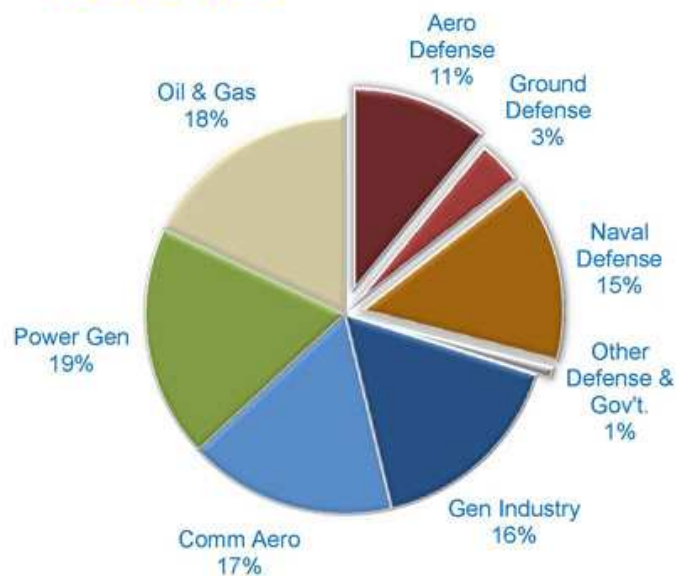
Please note that the information provided in this presentation is accurate as of the date of the original presentation. The presentation will remain posted on this web site from one to twelve months following the initial presentation, but content will not be updated to reflect new information that may become available after the original presentation posting. The presentation contains forward-looking statements including, among other things, management's estimates of future performance, revenue and earnings, our management's growth objectives and our management's ability to produce consistent operating improvements. These forward-looking statements are based on expectations as of the time the statements were made only, and are subject to a number of risks and uncertainties which could cause us to fail to achieve our then-current financial projections and other expectations. We undertake no duty to update this information. More information about potential factors that could affect our business and financial results is included in our filings with the Securities and Exchange Commission, including our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including, among other sections, under the captions, "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is on file with the SEC and available at the SEC's website at www.sec.gov.

Overview of Second Quarter 2013 Results

- Sales increased 17%, driven by double-digit gains across all three segments
 - Benefiting from acquisitions and growth in commercial markets
 - Timing on large programs and various contract completions led to softness in defense
- Operating income increased 43%
 - Organic operating income increased 30% on nearly flat organic sales
 - Operating margin up 260 bps, excluding recent acquisitions
 - Benefit of prior restructuring and cost reduction initiatives
- Diluted EPS of \$0.70, up 46%
 - Recent acquisitions \$0.01 accretive to EPS

2Q 2013 End Markets Summary

Defense



Note: Percentages in chart relate to Second Quarter 2013 sales.

Key Positives

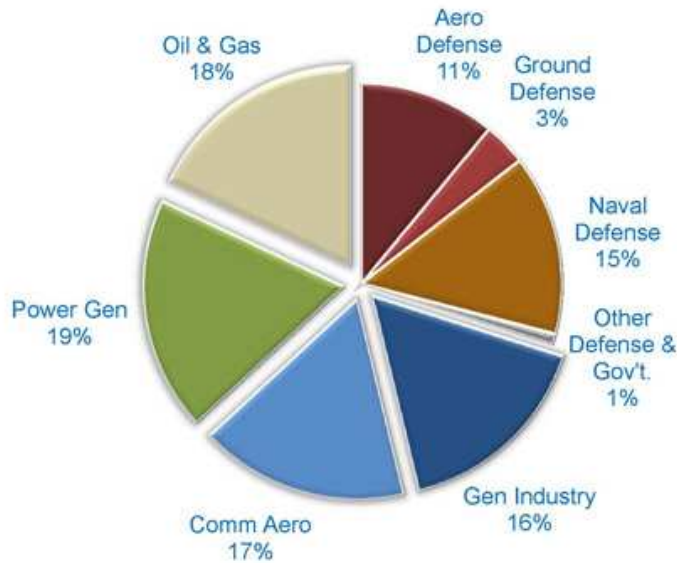
- Increased revenues from ramp up on CVN-79 aircraft carrier and CVN-72 refueling and overhaul program
- Higher revenues on JSF program

Key Challenges

- Indirect impact of sequestration
 - Lower embedded computing orders
 - Lower sales on key military helicopter programs, including the BlackHawk and Stallion
 - Ongoing softness in ground defense
- Completion of production on several naval defense programs, including the DDG-51 destroyer and AAG programs

2Q 2013 End Markets Summary

Commercial



Note: Percentages in chart relate to Second Quarter 2013 sales.

Key Positives

- Ongoing ramp up in commercial aircraft production rates and Emergent Operations facility producing solid organic growth
- Solid aftermarket demand on domestic nuclear reactors
- Oil & gas rose sharply, led by acquisitions and solid MRO demand
- General industrial market higher, due to acquisitions

Key Challenges

- Reduced sales to commercial HVAC industry, as expected (lost customer)
- Lower AP1000 program revenues

2013E Financial Outlook (as of July 31, 2013)

Management Guidance	FY2013E (Prior)	FY2013E (Current)
Total Sales	\$2,480 - 2,520M	\$2,480 - 2,520M
Flow Control	\$1,300 - 1,320M	\$1,300 - 1,320M
Controls	\$865 - 875M	\$865 - 875M
Surface Technologies	\$315 - 325M	\$315 - 325M
Total Operating Income	\$229 - 237M	\$232 - 240M
CW Margin	9.2% - 9.4%	9.3% - 9.5%
Flow Control Margin	\$116 - 119M 8.9% - 9.0%	\$116 - 119M 8.9% - 9.0%
Controls Margin	\$102 - 105M 11.8% - 12.0%	\$103 - 106M 11.9% - 12.1%
Surface Technologies Margin	\$52 - 54M 16.5% - 16.6%	\$53 - 55M 16.8% - 16.9%
Corporate and Other	~\$41M	~\$40M

Full year amounts may not add due to rounding.



2013E Financial Outlook (as of July 31, 2013)

Management Guidance	FY2013E (Prior)	FY2013E (Current)
Pension Expense	\$33 - 34M	\$33 - 34M
Interest Expense	\$39 - 40M	\$39 - 40M
Diluted EPS	\$2.70 - 2.80	\$2.75 - 2.85
Diluted Shares Outstanding	47.6M	47.6M
Effective Tax Rate	32.0%	32.0%
Free Cash Flow ⁽¹⁾	\$90 - 100M	\$100 - 110M
Depreciation & Amortization	\$125 - 130M	\$125 - 130M
Capital Expenditures	\$90 - 95M	\$85 - 90M

(1) Free Cash Flow is defined as cash flow from operations less capital expenditures and includes estimated payments of approximately \$35 million to the Curtiss-Wright Pension Plan and \$40 million in interest payments in 2013.



Acquisition Integration Update

Williams Controls



Completed Tasks and Status

- Consolidation of Suzhou, China manufacturing facilities
- Integration of industrial sales and marketing teams (new leadership in place)
- Completion of HR and Finance integrations
- [Integration Status: Ahead of Plan](#)

Future Opportunities

- Drive industrial "off highway" sales synergies (cross selling, etc.)
- Leverage industrial presence in India
- Complete product line integration - joysticks and sensors
- Leverage established LCE supply chain across all of CW Controls' Industrial

PG Drives



Completed Tasks and Status

- Integration of industrial sales and marketing teams
- Integrated CW Industrial website
- Established global supply agreements for sensors and components
- Consolidation of U.S. and China sales offices
- [Integration Status: Ahead of Plan](#)

Future Opportunities

- Exploit opportunities to build industrial "off highway" sales synergies
- Continue to leverage CW supply chain management and distribution channels
- Finalize consolidation of Christchurch UK facilities

Acquisition Integration Update

Exlar



Completed Tasks and Status

- Leveraged CW supply chain management and implemented various cost reduction initiatives
- Leveraging Exlar motor design expertise to enhance CW design methods
- Cross market new business engagements through CW relationships in play
- [Integration Status: On Plan](#)

Future Opportunities

- Leverage market penetration within aerospace, defense and industrial markets
- Exploit opportunities to leverage Controls and Flow Control customer base
- Leverage technology capabilities

Gartner



Completed Tasks and Status

- Launched coatings operations in new Houston, TX satellite facility
- Implementation of various cost reduction initiatives
- [Integration Status: Ahead of Plan](#)

Future Opportunities

- Integration of existing CW coating technologies into Gartner facility for aftermarket applications serving power generation customers
- Leverage significant cross synergies with our existing thermal spray businesses

Acquisition Integration Update

AP Services



Completed Tasks and Status

- Product line fully integrated into CW supply chain
- Sales team fully integrated into joint BU sales channel
- Integration of ERP, financial reporting, lean and safety systems to CW platforms
- [Integration Status: On Plan](#)

Future Opportunities

- Implementation of various cost reduction initiatives

Phönix



Completed Tasks and Status

- Initiated detailed training of U.S.-based CW sales teams to represent Phönix in N. America (nuclear and oil & gas markets)
- [Integration Status: On Plan](#)

Future Opportunities

- Continued leverage of sales and marketing capabilities to expand Flow Control's global sales channels
- Exploit geographic sales synergies

Acquisition Integration Update

Cimarron



Completed Tasks and Status

- Revised previous out-sourcing plans - Direct production of Cimarron equipment at CW's existing vessel facility in Texas
- Safety record continues to improve with a reduction in incidents 50% YOY
- Excellent progress with Lean Manufacturing Implementation
- Implemented Computerized Maintenance Management System
- Record month for sales in June
- [Integration Status: Ahead of Plan](#)

Future Opportunities

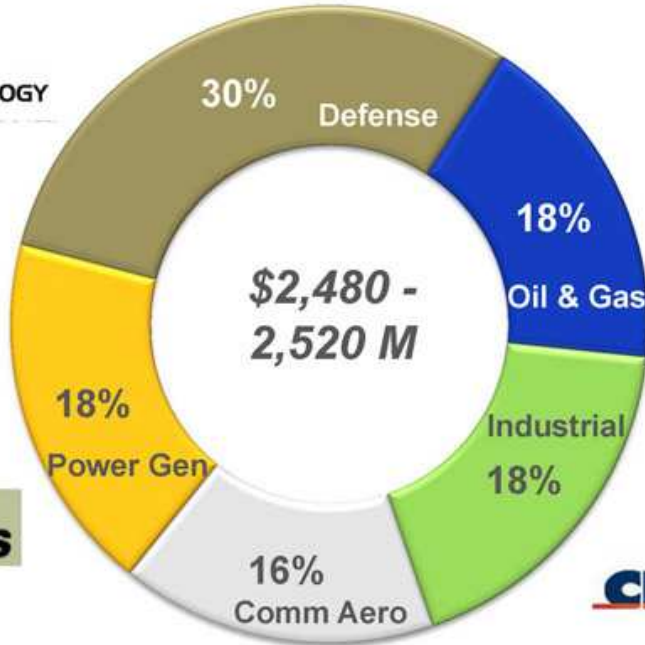
- Increased production of Cimarron equipment in CW's vessel facility (Currently in process)
 - Expanding value of underutilized, downstream focused CW facility
- Leverage spend with other CW facilities to improve material cost

Evolving Market Exposure

(2013E Guidance as of July 31, 2013)

YTD 2013 Sales:
70% Commercial
30% Defense

2013E with Acquisitions



Geographic Diversification • Balanced Market Offering

Second Quarter 2013

Outlook for 2013 and Closing Comments

- Increased guidance reflects outlook for strong, double-digit growth in sales, operating income and EPS
 - Solid growth anticipated in all commercial markets outweighs mixed performance in defense
- Continued improvements in profitability due to benefit of prior restructuring and cost reduction initiatives
- Remain focused on disciplined capital deployment strategy
- Improved working capital management driving higher free cash flow expectations
- Curtiss-Wright positioned for solid future growth organically and through strategic acquisitions

Appendix

Non-GAAP Reconciliation

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES

NON-GAAP FINANCIAL DATA (UNAUDITED)

(\$ in millions)

Three Months Ended June 30, 2013

	<u>Flow Control</u>			<u>Controls</u>			<u>Surface Technologies</u>			<u>Corporate & Other</u>			<u>Total Curtiss - Wright</u>		
	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg
Sales															
Organic	\$265.1	\$274.7	(3%)	\$176.4	\$181.1	(3%)	\$ 73.3	\$ 70.6	4%	\$ —	\$ —		\$514.9	\$ 526.4	(2%)
Incremental ⁽¹⁾	56.3	—		40.4	—		6.6	—		—	—		103.3	—	
Foreign Currency Fav (Unfav) ⁽²⁾	(0.4)	—		—	—		(0.2)	—		—	—		(0.5)	—	
Total	\$321.0	\$274.7	17%	\$216.9	\$181.1	20%	\$ 79.8	\$ 70.6	13%	\$ —	\$ —		\$617.7	\$ 526.4	17%
Operating Income															
Organic	\$25.8	\$18.6	39%	\$24.5	\$23.5	4%	\$ 14.5	\$ 5.9	145%	\$ (11.9)	\$ (7.5)	58%	\$52.9	\$ 40.5	30%
OI Margin %	9.7%	6.8%	290 bps	13.9%	13.0%	90 bps	19.8%	8.4%	1140 bps				10.3%	7.7%	260 bps
Incremental ⁽¹⁾	1.8	—		2.7	—		0.4	—		(0.2)	—		4.7	—	
Foreign Currency Fav (Unfav) ⁽²⁾	0.1	—		0.3	—		(0.2)	—		—	—		0.2	—	
Total	\$27.7	\$18.6	49%	\$27.4	\$23.5	17%	\$ 14.7	\$ 5.9	148%	\$ (12.1)	\$ (7.5)	60%	\$57.8	\$ 40.5	43%
OI Margin %	8.6%	6.8%	180 bps	12.6%	13.0%	-40 bps	18.5%	8.4%	1010 bps				9.4%	7.7%	170 bps

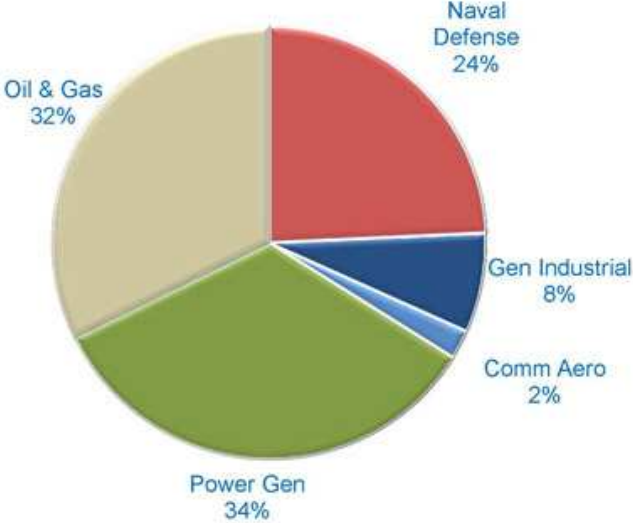
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(2) Organic results exclude the effects of current period foreign currency translation.

Note: Amounts may not add due to rounding



2Q 2013 Segment Review – Flow Control

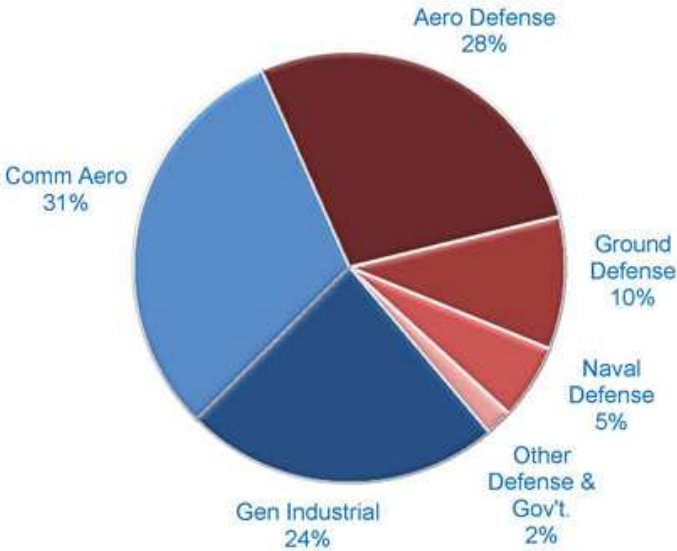


Segment Sales: \$321 M

Note: Percentages in chart relate to Second Quarter 2013 sales.



2Q 2013 Segment Review – Controls

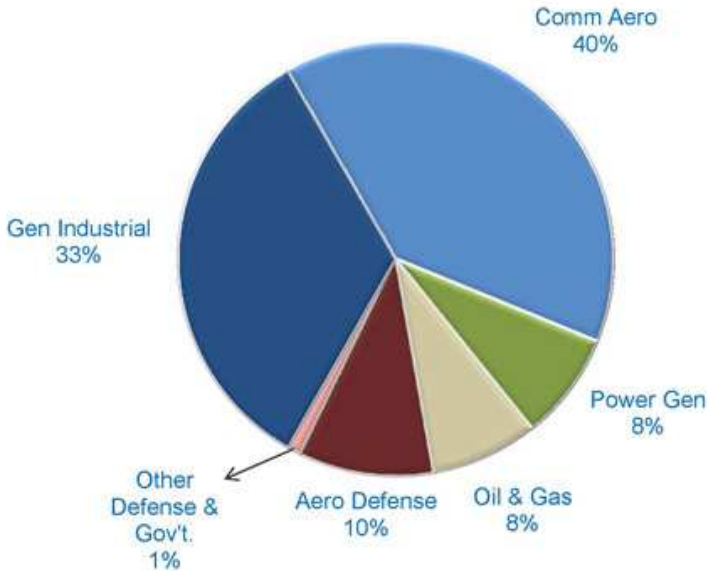


Segment Sales: \$217M

Note: Percentages in chart relate to Second Quarter 2013 sales.



2Q 2013 Segment Review – Surface Technologies



Segment Sales: \$80 M

Note: Percentages in chart relate to Second Quarter 2013 sales.



2013E Market Outlook (as of July 31, 2013)

Management Guidance	FY2013E (Prior)	FY2013E (Current)
Aero Defense	(9) - (13%)	(9) - (13%)
Ground Defense	(15) - (19%)	(15) - (19%)
Naval Defense	7 - 11%	7 - 11%
Total Defense Including Other Defense	Flat to Down 4%	Flat to Down 4%
Commercial Aero	7 - 11%	10 - 14%
Oil & Gas	70 - 74%	70 - 74%
Power Generation	3 - 7%	3 - 7%
General Industrial	66 - 70%	62 - 66%
Total Commercial	30 - 34%	30 - 34%
Total Curtiss-Wright	18 - 20%	18 - 20%

