

ESTERLINE TECHNOLOGIES CORP

Form SC 13G/A

February 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 1)*

Esterline Technologies Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

297425100

(CUSIP Number)

December 31, 2015

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder
of this cover
page shall be
filled out for a
reporting
person's initial
filing on this

form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 297425100 13G

1 NAMES OF
REPORTING
PERSONS

MSD Capital, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

795,164

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

795,164

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

795,164

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES
CERTAIN SHARES*

11 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

2.7%1

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 29,629,812 shares of 1 Common Stock outstanding as of February 2, 2016 as disclosed in the Company's Form 10-Q filed with the U.S. Securities and Exchange Commission on February 5, 2016.

CUSIP NO. 29742510013G

1 NAMES OF
REPORTING
PERSONS

MSD Value
Investments, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

795,164

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

795,164

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

795,164

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

2.7%1

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 29742510013G

1 NAMES OF
REPORTING
PERSONS

Michael S. Dell

2 CHECK THE
APPROPRIATE BOX (a)
IF A MEMBER OF A
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

795,164

EACH
REPORTING
PERSON WITH
SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

795,164

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

795,164

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

2.7%1

12 TYPE OF
REPORTING
PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. 29742510013G

Item 1(a) Name of
Issuer:

The name of
the issuer is
Esterline
Technologies
Corporation
(the
"Company").

Item 1(b) Address of
Principal
Executive
Offices:

The Company's
principal
executive
office is
located at 500
108th Avenue
NE Bellevue,
Washington
98004.

Item 2(a) Name of
Person Filing:

This Schedule
13G is being
jointly filed by
and on behalf
of each of
MSD Capital,
L.P. ("MSD
Capital"), MSD
Value
Investments,
L.P. ("MSD
Value
Investments")
and Michael S.
Dell
(collectively,
the "Reporting

Persons"). MSD Value Investments is the direct owner of the securities covered by this statement.

MSD Capital is the general partner of, and may be deemed to beneficially own securities beneficially owned by MSD Value Investments. MSD Capital Management, LLC ("MSD Capital Management") is the general partner of, and may be deemed to beneficially own securities beneficially owned by MSD Capital.

Each of Glenn R. Fuhrman and Marc R. Lisker is a manager of, and may be deemed to be beneficially owned by MSD Capital Management. Michael S. Dell is the controlling member of, and may be deemed to beneficially own securities

beneficially
owned by
MSD Capital
Management.

The Reporting
Persons have
entered into a
Joint Filing
Agreement,
dated February
16, 2016, a
copy of which
is filed with
this Schedule
13G as Exhibit
99.2, pursuant
to which the
Reporting
Persons have
agreed to file
this statement
jointly in
accordance
with the
provisions of
Rule
13d-1(k)(1)
under the Act.

Neither the
filing of this
statement nor
anything herein
shall be
construed as an
admission that
any person
other than the
Reporting
Persons is, for
the purposes of
Section 13(d)
or 13(g) of the
Act or any
other purpose,
the beneficial
owner of any
securities
covered by this
statement.

Item 2(b) Address of
Principal
Business
Office or, if
none,
Residence:

The address of
the principal
business office
of each of
MSD Capital
and MSD
Value
Investments is
645 Fifth
Avenue, 21st
Floor, New
York, New
York 10022.

The address of
the principal
business office
of Mr. Dell is
c/o Dell, Inc.,
One Dell Way,
Round Rock,
Texas, 78682.

Item 2(c) Citizenship:

Each of MSD
Capital, L.P.
and MSD
Value
Investments is
organized as a
limited
partnership
under the laws
of the State of
Delaware.

Michael S.
Dell is a citizen
of the United
States.

Item 2(d)

Title of Class
of Securities:

Common Stock

Item 2(e) CUSIP No.:

297425100

If this
statement is
filed pursuant
to Rules

Item 3 13d-1(b), or
13d-2(b),
check whether
the person
filing is a:

Not
applicable.

Item 4 Ownership:

A. MSD Capital, L.P.

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

B. MSD Value Investments, L.P.

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

C. Michael S. Dell

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

D. MSD Capital Management, LLC

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

E. Glenn R. Fuhrman

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

F. Marc R. Lisker

(a) Amount beneficially owned: 795,164

(b) Percent of class: 2.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 795,164

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 795,164

Item 5 Ownership of
Five Percent
or Less of a
Class:

If this
statement is
being filed to
report the fact
that as of the
date hereof
each of the
Reporting
Persons has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,
check the
following [X].

Item 6 Ownership of
More Than
Five Percent
on Behalf of
Another
Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not

held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable 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.

Date: February 16, 2016

MSD Capital, L.P.

MSD Value Investments, L.P.

By: MSD Capital Management, LLC
Its: General Partner

By: MSD Capital, L.P.
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: MSD Capital Management, LLC
Its: General Partner

Michael S. Dell

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Attorney-in-Fact

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Power of Attorney (incorporated herein by reference to Exhibit 24.1 to the Schedule 13G filed by MSD Capital, MSD Energy Investments, L.P. and Michael S. Dell with the Securities and Exchange Commission on February 22, 2011 relating to the common units of Atlas Energy, L.P.).

99.2 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.2

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

MSD Capital, L.P.

MSD Value Investments, L.P.

By: MSD Capital Management, LLC
Its: General Partner

By: MSD Capital, L.P.
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: MSD Capital Management, LLC
Its: General Partner

Michael S. Dell

By: /s/ Marc R. Lisker

Name: Marc R. Lisker

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Attorney-in-Fact

Title: Manager