ESTERLINE TECHNOLOGIES CORP Form SC 13D/A September 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

ESTERLINE TECHNOLOGIES CORPORATION

(Name of Issuer)

Common Stock, par value \$0.20 per share

(Title and Class of Securities)

297425100

(CUSIP Number)

J. Richard Atwood

First Pacific Advisors, LLC

11601 Wilshire Blvd.

Suite 1200

Los Angeles, CA 90025

(310) 473-0225

with a copy to:

Douglas A. Rappaport, Esq.

Akin Gump Strauss Hauer & Feld LLP

One Bryant Park

New York, NY 10036

(212) 872-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 27, 2016

(Date of Event Which Requires Filing of Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. x

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 (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			
(1)	Name of Rep	orting Persons:	
(2)		Advisors, LLC oppropriate Box if a Member of a Group (See Instructions):	
(3)	(a) " (b) SEC Use On		
(4)	Source of Fu	nds (See Instructions):	
(5)	OO Check if Dise	closure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	 Citizenship o	r Place of Organization:	
NUMB) SHA)		Sole Voting Power	
BENEFIC	(8)	0 Shared Voting Power	
OWNED BY			
		3,690,744 Solo Dispositivo Power	
	. ,	Sole Dispositive Lower	
		0	
EAG REPOR PERS	RTING (9)		

(11)	3,690,744 Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	3,690,774 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	12.6% (1) Type of Reporting Person (See Instructions):
	IA, OO
(1)	Based on 29,396,333 shares of common stock of Esterline Technologies Corporation (the Issuer) outstanding as of August 5, 2016, as reported in the Issuer s Form 10-Q filed with the Securities and Exchange Commission (the SEC) on August 9, 2016.

CUSIP No. 297425100			
(1)	Name of	Repo	orting Persons:
(2)	FPA Crescent Fund, a series of FPA Funds Trust Check the Appropriate Box if a Member of a Group (See Instructions):		
(3)	(a) " SEC Use		
(4)	Source o	f Fun	ds (See Instructions):
(5) (6)	WC Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):		
(0)	Citizensi	прог	Place of Organization:
NUMB!		e (7)	Sole Voting Power
BENEFIC	CIALLY	(0)	0 Shared Voting Power
OWNE	D BY	(8)	
EAG	СН		2.072.071
REPOR	RTING	(9)	2,863,871 Sole Dispositive Power
PERS	SON		

WITH:

0

(10) Shared Dispositive Power

Issuer s Form 10-Q filed with the SEC on August 9, 2016.

(11)	2,863,871 Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	2,863,871 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	9.7% (1) Type of Reporting Person (See Instructions):
	IV
(1) Ba	used on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the

CUSIP No. 297425100			
(1)	Name of Repo	orting Persons:	
(2)		Opportunity Fund, a series of FPA Hawkeye Fund, LLC propriate Box if a Member of a Group (See Instructions):	
(3)	(a) " (b) SEC Use Only		
(4)	Source of Fun	ds (See Instructions):	
(5)	WC Check if Disc	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	 Citizenship or	Place of Organization:	
NUMB!	, ,	Sole Voting Power	
BENEFIC	CIALLY	0	
OWNE	ED BY	Shared Voting Power	
EAG	СН		
REPOR	RTING (9)	125,459 Sole Dispositive Power	
PERSON			
WIT	ΓH:	0	

(10) Shared Dispositive Power

Issuer s Form 10-Q filed with the SEC on August 9, 2016.

	125,459
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:
(10)	125,459
(12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(12)	" Demont of Class Demosconted by Amount in Pays (11).
(13)	Percent of Class Represented by Amount in Row (11):
(14)	0.4% (1) Type of Reporting Person (See Instructions):
	00
(1)	Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the

CUSIP No. 297425100			
(1)	Name of Reporting Persons:		
(2)	FPA Select Drawdown Fund, L.P. Check the Appropriate Box if a Member of a Group (See Instructions):		
(3)	(a) " SEC Use		
(4)	Source o	f Fun	ds (See Instructions):
(5)	WC Check if	Disc	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):
(6)	 Citizensl	nip or	Place of Organization:
NUMBI SHAI		e (7)	Sole Voting Power
BENEFIC	CIALLY		0
OWNE	D BY	(8) BY	Shared Voting Power
EAG	CH		204,820
REPOR	TING	(9)	Sole Dispositive Power
PERS	SON		

WITH:

0

	204,820
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	204,820 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	0.7% (1) Type of Reporting Person (See Instructions):
	PN
	ased on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the suer s Form 10-Q filed with the SEC on August 9, 2016.

CUSIP No. 297425100			
(1)	Name of Repo	orting Persons:	
(2)		and, a series of FPA Hawkeye Fund, LLC propriate Box if a Member of a Group (See Instructions):	
(3)	(a) " (b) SEC Use Only		
(4)	Source of Fun	ds (See Instructions):	
(5)	WC Check if Disc	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	 Citizenship or	Place of Organization:	
NUMB) SHA)		Sole Voting Power	
BENEFIC	(8)	0 Shared Voting Power	
EAC REPOR		13,665 Sole Dispositive Power	
PERS		200 210p00m, 010m0	
WIT	ГН:	0	

(11)	13,665 Aggregate Amount Beneficially Owned by Each Reporting Person:
(11)	Augitegate Amount Beneficiary Owned by Lacit Reporting Person.
(12)	13,665 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(10)	Toront or class rispressives of ramount in rich (22).
(14)	Less than 0.1% (1) Type of Reporting Person (See Instructions):
(14)	Type of Reporting Person (See Histractions).
	00
(1)	Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the
(1)	Issuer s Form 10-Q filed with the SEC on August 9, 2016.

CUSIP No. 297425100			
(1)	Name of Repo	orting Persons:	
(2)		artners Fund, a series of FPA Hawkeye Fund, LLC propriate Box if a Member of a Group (See Instructions):	
(3)	(a) " (b) SEC Use Only		
(4)	Source of Fun	nds (See Instructions):	
(5)	WC Check if Disc	losure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	 Citizenship or	Place of Organization:	
NUMB) SHA)		Sole Voting Power	
BENEFIC	(8)	0 Shared Voting Power	
EAC		20,574 Sola Dignositiva Power	
REPOR PERS	. ,	Sole Dispositive Power	
WIT	TH:	0	

(11)	20,574 Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	20,574 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	0.1% (1) Type of Reporting Person (See Instructions):
	00
	Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer s Form 10-Q filed with the SEC on August 9, 2016.

CUSIP No. 297425100							
(1)	Name of Reporting Persons:						
(2)	FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC Check the Appropriate Box if a Member of a Group (See Instructions):						
(3)	(a) " (b) " SEC Use Only:						
(4)	Source of Funds (See Instructions):						
(5)	WC Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):						
(6)	Citizenship or Place of Organization:						
Delaware NUMBER OF (7) SHARES		e (7)	Sole Voting Power				
BENEFICIALLY			0				
OWNE		(8)	Shared Voting Power				
EACH							
REPORTING		(9)	83,561 Sole Dispositive Power				
PERSON							

WITH:

0

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	83,561 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	0.3% (1) Type of Reporting Person (See Instructions):
	00
	Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer s Form 10-Q filed with the SEC on August 9, 2016.

CUSIP N	lo. 2974251	.00			
(1)	Name of Reporting Persons:				
(2)	FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC Check the Appropriate Box if a Member of a Group (See Instructions):				
(3)	(a) " (b) " SEC Use Only:				
(4)	Source of Funds (See Instructions):				
(5)	WC Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):				
(6)	Citizenship or Place of Organization:				
Delaware NUMBER OF (7) Sole V SHARES		(7)	Sole Voting Power		
BENEFICIALLY OWNED BY		(8)	0 Shared Voting Power		
EACH					
REPORTING		(9)	117,415 Sole Dispositive Power		
PERSON		(-)			
WITH:			0		

(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	117,415 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	0.4% (1) Type of Reporting Person (See Instructions):
	00
	eased on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the sum of Section 10-Q filed with the SEC on August 9, 2016.

CUSIP No. 297425100						
(1)	Name of Reporting Persons:					
(2)	J. Richard Atwood Check the Appropriate Box if a Member of a Group (See Instructions):					
(3)	(a) " (b) " SEC Use Only:					
(4)	Source of Funds (See Instructions):					
(5)	OO Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):					
(6)	Citizenship or Place of Organization:					
United Sta NUMBER OF (SHARES		tates (7)				
BENEFICIALLY			0			
OWNE	D BY	(8)	Shared Voting Power			
EACH			3,690,774			
REPOR	RTING	(9)				
PERSON						

WITH:

0

	3,690,774
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	3,690,774 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	12.6% (1) Type of Reporting Person (See Instructions):
	IN, HC
	Based on 29,396,333 shares of common stock of the Issuer outstanding as of August 5, 2016, as reported in the Issuer s Form 10-Q filed with the SEC on August 9, 2016.

CI	ICI	ID	No	. 297	7/124	51 A	٦
vι	J . 7 I	lГ	INO	. 47	142.	, , , ,	.,

(1) Name of Reporting Persons:

Steven T. Romick

(2) Check the Appropriate Box if a Member of a Group (See Instructions):