
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 26, 2017

CURTISS-WRIGHT CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

<u>Delaware</u>	1-134	13-0612970
State or Other Jurisdiction of Incorporation or Organization	Commission File Number	IRS Employer Identification No.

13925 Ballantyne Corporate Place, Suite 400 <u>Charlotte, North Carolina</u> Address of Principal Executive Offices	<u>28277</u> Zip Code
---	--------------------------

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

(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))

SECTION 2 – FINANCIAL INFORMATION

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On Wednesday, July 26, 2017, the Company issued a press release announcing financial results for the second quarter ended June 30, 2017. A conference call and webcast presentation will be held on July 27, 2017 at 9:00 am EDT for management to discuss the Company's second quarter 2017 performance. David C. Adams, Chairman and CEO, and Glenn E. Tynan, Vice President and CFO, will host the call. A copy of the press release and the webcast slide presentation are attached hereto as Exhibits 99.1 and 99.2.

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. In addition, the Listen-Only dial-in number for domestic callers is (844) 220-4970, while international callers can dial (262) 558-6349. For those unable to participate live, 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 45844131

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 26, 2017

99.2 Presentation shown during investor and securities analyst webcast on July 27, 2017

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 26, 2017

EXHIBIT INDEX

Exhibit
Number

Description

99.1	Press Release dated July 26, 2017
99.2	Presentation shown during investor and securities analyst webcast on July 27, 2017

Curtiss-Wright Reports Second Quarter 2017 Financial Results; Raises Full-Year Sales and EPS Guidance; Declares 15% Increase in Quarterly Dividend

CHARLOTTE, N.C.--(BUSINESS WIRE)--July 26, 2017--Curtiss-Wright Corporation (NYSE: CW) reports financial results for the second quarter and six months ended June 30, 2017.

Second Quarter 2017 Highlights

- Diluted earnings per share (EPS) of \$1.13, ahead of expectations, and up 28% compared with the prior year;
- Net sales of \$568 million, up 7%, including 5% organic growth;
- Operating income of \$83 million, up 22%;
- Operating margin of 14.7%, up 190 basis points, despite 50 basis point dilution from acquisitions;
- New orders of \$548 million, up 5%;
- Backlog of \$2.1 billion increased 7% from December 31, 2016;
- Free cash flow of \$73 million, resulting in free cash flow conversion of 144%, as defined in table below; and
- Share repurchases of approximately \$14 million.

Full-Year 2017 Business Outlook

- Increasing sales guidance by \$20 million to new range of \$2.19 to \$2.23 billion, primarily due to improved outlook in industrial markets;
- Increasing operating income guidance by \$5 million, primarily due to improved industrial outlook and lower amortization estimates associated with the Teletronics Technology Corporation (TTC) acquisition;
- Increasing operating margin guidance by 10 basis points to new range of 14.7% to 14.8%;
- Increasing EPS guidance by \$0.05 to new range of \$4.45 to \$4.55;
- Increasing quarterly dividend by 15% to fifteen cents (\$0.15) per share; and
- Maintaining free cash flow guidance range of \$260 million to \$280 million.

“Our second quarter results were ahead of our expectations driven by robust 7% top-line growth and improved profitability that generated stronger than anticipated EPS of \$1.13,” said David C. Adams, Chairman and CEO of Curtiss-Wright Corporation. “We achieved higher sales and operating income growth in each of our segments, particularly in our Power segment. This drove overall operating margin up 190 basis points to 14.7%. In addition, the incremental benefits of our ongoing margin improvement initiatives enabled us to more than offset the first-year purchase accounting costs associated with the TTC acquisition.”

“As a result of our strong start and improved performance in several of our industrial businesses, we are increasing our full-year 2017 guidance for sales, operating income, operating margin and EPS. We remain committed to increasing shareholder value by delivering solid profitability and free cash flow, maintaining a balanced capital allocation strategy and driving for top-quartile financial performance in our key financial metrics.”

Second Quarter 2017 Operating Results from Continuing Operations

<i>(In thousands)</i>	2Q-2017		2Q-2016		Change
Sales	\$	567,653	\$	532,766	7%
Operating income		83,271		68,089	22%
Operating margin		14.7%		12.8%	190 bps

Sales

Sales of \$568 million in the second quarter increased \$35 million, or 7%, compared with the prior year, reflecting a \$27 million, or 5%, increase in organic sales, and a \$13 million, or 3%, contribution from acquisitions, partially offset by \$5 million, or (1%), in unfavorable foreign currency translation.

Higher organic sales were principally driven by strong AP1000 revenues in the Power segment and improved industrial demand in the Commercial/Industrial segment. Higher Defense segment sales primarily reflect the contribution from our acquisition of TTC.

From an end market perspective, sales to the defense markets increased 4%, while sales to the commercial markets increased 8%, compared with the prior year. Please refer to the accompanying tables for a breakdown of sales by end market.

Operating Income

Operating income in the second quarter was \$83 million, an increase of \$15 million, or 22%, compared with the prior year, due to strong increases in each of our segments. In the Commercial/Industrial segment, higher operating income was primarily driven by the benefits of our margin improvement initiatives. In the Defense segment, our results reflect higher profitability on our embedded computing products, partially offset by first-year purchase accounting costs from the TTC acquisition. Finally, in the Power segment, our results reflect a strong improvement in operating income resulting from higher revenues on the AP1000 China Direct program and higher profitability in the aftermarket business.

Operating margin was 14.7%, an increase of 190 basis points over the prior year, reflecting higher revenues and the benefits of our ongoing margin improvement initiatives, partially offset by 50 basis points in margin dilution from acquisitions.

Non-segment Expense

Non-segment expenses increased by approximately \$1 million compared with the prior year, due to higher foreign currency transactional losses.

Net Earnings

Second quarter net earnings increased 27% compared with the prior year, as higher operating income was partially offset by higher interest expense. In addition, the effective tax rate for the current quarter was 30.3%, a decrease from 31.0% in the prior year.

Free Cash Flow

(In thousands)

	<u>2Q-2017</u>	<u>2Q-2016</u>
Net cash provided by operating activities	\$ 85,873	\$ 86,371
Capital expenditures	(12,914)	(6,908)
Free cash flow	\$ 72,959	\$ 79,463

Free cash flow, defined as cash flow from operations less capital expenditures, was \$73 million for the second quarter of 2017, a decrease of \$6 million compared with the prior year. Net cash provided by operating activities of \$86 million was essentially flat, primarily due to higher cash earnings, partially offset by higher trade receivables on increased sales. Capital expenditures increased by \$6 million to \$13 million, primarily due to capital investments being made in each of our segments.

New Orders and Backlog

New orders of \$548 million in the second quarter increased 5% compared to the prior year, as higher orders within the Commercial/Industrial and Defense segments were partially offset by lower orders within the Power segment. Backlog of \$2.1 billion increased 7% from December 31, 2016, due to increases in all three segments.

Other Items – Share Repurchase

During the second quarter, the Company repurchased 151,552 shares of its common stock for approximately \$14 million.

Full-Year 2017 Guidance

The Company is updating its full-year 2017 financial guidance as follows:

	<u>Prior Guidance</u>	<u>Current Guidance</u>
Total sales	\$2.17 - \$2.21 billion	\$2.19 - \$2.23 billion
Operating income	\$316 - \$325 million	\$321 - \$329 million
Operating margin	14.6% - 14.7%	14.7% - 14.8%
Interest expense	\$40 - \$41 million	\$41 - \$42 million
Diluted earnings per share	\$4.40 - \$4.50	\$4.45 - \$4.55
Diluted shares outstanding	44.9 million	No change
Free cash flow	\$260 - \$280 million	No change

Notes:

- Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales to the Defense segment, and is now expected to be slightly accretive to operating income and earnings per share, including purchase accounting costs.
 - Full-year 2017 guidance reflects the impact of a discrete tax benefit of \$4.1 million from the adoption of ASU 2016-09 Improvements to Employee Share-Based Payment Accounting, which resulted in a \$0.10 increase to our EPS guidance as disclosed in our press release dated May 3, 2017.
 - A more detailed breakdown of the Company's 2017 guidance by segment and by market can be found in the accompanying schedules.
-

Second Quarter 2017 Segment Performance

Commercial/Industrial

<i>(In thousands)</i>	<u>2Q-2017</u>		<u>2Q-2016</u>		<u>Change</u>
Sales	\$	291,599	\$	290,046	1%
Operating income		43,693		38,957	12%
Operating margin		15.0%		13.4%	160 bps

Sales for the second quarter were \$292 million, an increase of \$2 million, or 1%, over the prior year. Organic sales increased 2%, excluding \$4 million, or (1%), in unfavorable foreign currency translation. In the general industrial market, we experienced solid sales growth for industrial vehicle products, while sales of severe-service valves to the energy markets were flat with the prior year but demonstrated sequential quarterly improvement. Elsewhere, our results reflect a decline in the commercial aerospace market, primarily due to reduced sales to Boeing on the 747 and 787 programs, despite higher sales on the 737 program. In the naval defense market, we experienced lower revenues on the Virginia-class submarine program, based on the timing of production.

Operating income in the second quarter was \$44 million, up 12% from the prior year, while operating margin improved 160 basis points to 15.0%. This performance principally reflects increased profitability resulting from our ongoing margin improvement initiatives, most notably for facility consolidations, as well as higher profitability for industrial vehicle products, driven by higher sales volumes.

Defense

<i>(In thousands)</i>	<u>2Q-2017</u>		<u>2Q-2016</u>		<u>Change</u>
Sales	\$	126,361	\$	113,961	11%
Operating income		21,187		18,609	14%
Operating margin		16.8%		16.3%	50 bps

Sales for the second quarter were \$126 million, an increase of \$12 million, or 11%, from the prior year. These results primarily reflect a \$13 million contribution from the acquisition of TTC, partially offset by \$1 million in unfavorable foreign currency translation, while organic sales were flat compared with the prior year. In the aerospace defense market, our results reflect higher sales of data acquisition and flight test equipment from TTC, increased sales to unmanned aerial vehicle (UAV) programs and higher foreign military sales. These increases were offset by lower domestic vehicle product sales, most notably on the G/ATOR program, in the ground defense market.

Operating income in the second quarter was \$21 million, an increase of \$3 million, or 14%, compared with the prior year, while operating margin increased 50 basis points to 16.8%, despite 300 basis point dilution from TTC. These improvements in operating income and margin were primarily driven by favorable mix for our defense electronics products, as well as the benefits of our margin improvement initiatives. Favorable foreign currency translation also added approximately \$1 million to current quarter operating income.

Power

<i>(In thousands)</i>	<u>2Q-2017</u>		<u>2Q-2016</u>		<u>Change</u>
Sales	\$	149,693	\$	128,759	16%
Operating income		24,870		16,114	54%
Operating margin		16.6%		12.5%	410 bps

Sales for the second quarter were \$150 million, an increase of \$21 million, or 16%, from the prior year. These results primarily reflect higher sales in the power generation market, driven by higher revenues on the AP1000 program, primarily on the 2015 China Direct contract, as well as improved aftermarket sales supporting currently operating nuclear reactors, driven by seasonally high spring outages. In the naval defense market, higher revenues on the CVN-80 aircraft carrier program were mainly offset by lower revenues on the Virginia-class submarine program, based on the timing of production.

Operating income in the second quarter was \$25 million, an increase of \$9 million, or 54%, compared with the prior year, while operating margin increased 410 basis points to 16.6%. This performance reflects higher production on the AP1000 China Direct program, as well as improved profitability in the aftermarket business driven by higher sales and the benefits of our ongoing margin improvement initiatives.

Conference Call & Webcast Information

The Company will host a conference call to discuss second quarter 2017 financial results at 9:00 a.m. EDT on Thursday, July 27, 2017. A live webcast of the call and the accompanying financial presentation, as well as a replay of the call, 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	
	2017	2016	\$	%	2017	2016	\$	%
Product sales	\$ 459,774	\$ 427,324	\$ 32,450	8%	\$ 883,003	\$ 830,242	\$ 52,761	6%
Service sales	107,879	105,442	2,437	2%	208,241	206,031	2,210	1%
Total net sales	567,653	532,766	34,887	7%	1,091,244	1,036,273	54,971	5%
Cost of product sales	299,739	279,869	19,870	7%	586,231	544,604	41,627	8%
Cost of service sales	69,144	67,518	1,626	2%	135,468	134,387	1,081	1%
Total cost of sales	368,883	347,387	21,496	6%	721,699	678,991	42,708	6%
Gross profit	198,770	185,379	13,391	7%	369,545	357,282	12,263	3%
Research and development expenses	15,501	15,236	265	2%	30,799	30,396	403	1%
Selling expenses	28,560	29,126	(566)	(2%)	57,513	58,752	(1,239)	(2%)
General and administrative expenses	71,438	72,928	(1,490)	(2%)	146,735	142,782	3,953	3%
Operating income	83,271	68,089	15,182	22%	134,498	125,352	9,146	7%
Interest expense	10,750	10,273	477	5%	21,127	20,206	921	5%
Other income, net	190	101	89	NM	502	335	167	NM
Earnings before income taxes	72,711	57,917	14,794	26%	113,873	105,481	8,392	8%
Provision for income taxes	(22,061)	(17,954)	(4,107)	23%	(30,676)	(32,699)	2,023	(6%)
Net earnings	\$ 50,650	\$ 39,963	\$ 10,687	27%	\$ 83,197	\$ 72,782	\$ 10,415	14%
Net earnings per share:								
Basic earnings per share	\$ 1.15	\$ 0.90			\$ 1.88	\$ 1.63		
Diluted earnings per share	\$ 1.13	\$ 0.88			\$ 1.86	\$ 1.61		
Dividends per share	\$ 0.13	\$ 0.13			\$ 0.26	\$ 0.26		
Weighted average shares outstanding:								
Basic	44,213	44,487			44,221	44,526		
Diluted	44,807	45,164			44,825	45,195		

NM- not meaningful

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(\$'s in thousands, except par value)

	<u>June 30,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>	<u>Change</u> <u>%</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 342,711	\$ 553,848	(38%)
Receivables, net	502,216	463,062	8%
Inventories, net	396,245	366,974	8%
Other current assets	45,932	30,927	49%
Total current assets	<u>1,287,104</u>	<u>1,414,811</u>	(9%)
Property, plant, and equipment, net	390,520	388,903	0%
Goodwill	1,082,944	951,057	14%
Other intangible assets, net	345,991	271,461	27%
Other assets	14,715	11,549	27%
Total assets	<u>\$ 3,121,274</u>	<u>\$ 3,037,781</u>	3%
Liabilities			
Current liabilities:			
Current portion of long-term and short-term debt	\$ 150,820	\$ 150,668	0%
Accounts payable	157,088	177,911	(12%)
Accrued expenses	116,492	130,239	(11%)
Income taxes payable	10,578	18,274	(42%)
Deferred revenue	183,955	170,143	8%
Other current liabilities	34,858	28,027	24%
Total current liabilities	<u>653,791</u>	<u>675,262</u>	(3%)
Long-term debt	814,810	815,630	0%
Deferred tax liabilities, net	55,675	49,722	12%
Accrued pension and other postretirement benefit costs	103,181	107,151	(4%)
Long-term portion of environmental reserves	16,091	14,024	15%
Other liabilities	84,561	84,801	0%
Total liabilities	<u>1,728,109</u>	<u>1,746,590</u>	(1%)
Stockholders' equity			
Common stock, \$1 par value	49,187	49,187	0%
Additional paid in capital	122,584	129,483	(5%)
Retained earnings	1,825,697	1,754,907	4%
Accumulated other comprehensive loss	(244,161)	(291,756)	16%
Less: cost of treasury stock	(360,142)	(350,630)	(3%)
Total stockholders' equity	<u>1,393,165</u>	<u>1,291,191</u>	8%
Total liabilities and stockholders' equity	<u>\$ 3,121,274</u>	<u>\$ 3,037,781</u>	3%

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
SEGMENT INFORMATION (UNAUDITED)
(\$'s in thousands)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	Change %	2017	2016	Change %
Sales:						
Commercial/Industrial	\$ 291,599	\$ 290,046	1%	\$ 570,421	\$ 564,773	1%
Defense	126,361	113,961	11%	241,023	219,352	10%
Power	149,693	128,759	16%	279,800	252,148	11%
Total sales	\$ 567,653	\$ 532,766	7%	\$ 1,091,244	\$ 1,036,273	5%
Operating income expense:						
Commercial/Industrial	\$ 43,693	\$ 38,957	12%	\$ 74,314	\$ 69,009	8%
Defense	21,187	18,609	14%	32,342	35,454	(9%)
Power	24,870	16,114	54%	41,410	30,742	35%
Total segments	\$ 89,750	\$ 73,680	22%	\$ 148,066	\$ 135,205	10%
Corporate and other	(6,479)	(5,591)	(16%)	(13,568)	(9,853)	(38%)
Total operating income	\$ 83,271	\$ 68,089	22%	\$ 134,498	\$ 125,352	7%
Operating margins:						
Commercial/Industrial	15.0 %	13.4 %	160 bps	13.0 %	12.2 %	80 bps
Defense	16.8 %	16.3 %	50 bps	13.4 %	16.2 %	(280 bps)
Power	16.6 %	12.5 %	410 bps	14.8 %	12.2 %	260 bps
Total Curtiss-Wright	14.7 %	12.8 %	190 bps	12.3 %	12.1 %	20 bps
Segment margins	15.8 %	13.8 %	200 bps	13.6 %	13.0 %	60 bps

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
SALES BY END MARKET (UNAUDITED)
(\$'s in thousands)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	Change %	2017	2016	Change %
Defense markets:						
Aerospace	\$ 88,097	\$ 76,558	15%	\$ 153,880	\$ 138,107	11%
Ground	17,515	19,880	(12%)	37,251	39,055	(5%)
Naval	100,048	103,998	(4%)	191,018	196,950	(3%)
Other	5,964	2,541	135%	13,007	3,794	243%
Total Defense	\$ 211,624	\$ 202,977	4%	\$ 395,156	\$ 377,906	5%
Commercial markets:						
Aerospace	\$ 101,631	\$ 102,595	(1%)	\$ 200,455	\$ 204,781	(2%)
Power Generation	114,773	95,628	20%	220,325	195,518	13%
General Industrial	139,625	131,566	6%	275,308	258,068	7%
Total Commercial	\$ 356,029	\$ 329,789	8%	\$ 696,088	\$ 658,367	6%
Total Curtiss-Wright	\$ 567,653	\$ 532,766	7%	\$ 1,091,244	\$ 1,036,273	5%

Use of Non-GAAP Financial Information (Unaudited)

The Corporation supplements its financial information determined under U.S. generally accepted accounting principles (GAAP) with certain non-GAAP financial information. Curtiss-Wright believes that these non-GAAP measures provide investors with additional insight into the Company's ongoing business performance. These non-GAAP measures should not be considered in isolation or as a substitute for the related GAAP measures, and other companies may define such measures differently. Curtiss-Wright encourages investors to review its financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. The following definitions are provided:

Organic Revenue and Organic Operating Income

The Corporation discloses organic revenue and organic operating income because the Corporation believes it provides investors with insight as to the Company's ongoing business performance. Organic revenue and organic operating income are defined as revenue and operating income excluding the impact of foreign currency fluctuations and contributions from acquisitions made during the last twelve months.

Three Months Ended June 30, 2017 vs. 2016

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	12%	0%	14%	16%	54%	5%	22%
Acquisitions	0%	0%	12%	(7%)	0%	0%	3%	(2%)
Foreign Currency	(1%)	0%	(1%)	7%	0%	0%	(1%)	2%
Total	1%	12%	11%	14%	16%	54%	7%	22%

Six Months Ended June 30, 2017 vs. 2016

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	7%	0%	8%	11%	35%	4%	12%
Acquisitions	0%	0%	11%	(20%)	0%	0%	2%	(6%)
Foreign Currency	(1%)	1%	(1%)	3%	0%	0%	(1%)	1%
Total	1%	8%	10%	(9%)	11%	35%	5%	7%

Free Cash Flow and Free Cash Flow Conversion

The Corporation discloses free cash flow because it measures cash flow available for investing and financing activities. Free cash flow represents cash available to repay outstanding debt, invest in the business, acquire businesses, return capital to shareholders and make other strategic investments. Free cash flow is defined as cash flow provided by operating activities less capital expenditures. The Corporation discloses free cash flow conversion because it measures the proportion of net earnings converted into free cash flow and is defined as free cash flow divided by net earnings from continuing operations.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
NON-GAAP FINANCIAL DATA (UNAUDITED)
(\$'s in thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Net cash provided by operating activities	\$ 85,873	\$ 86,371	\$ 60,932	\$ 156,631
Capital expenditures	<u>(12,914)</u>	<u>(6,908)</u>	<u>(23,288)</u>	<u>(15,733)</u>
Free cash flow	<u>\$ 72,959</u>	<u>\$ 79,463</u>	<u>\$ 37,644</u>	<u>\$ 140,898</u>
Free Cash Flow Conversion	<u>144%</u>	<u>199%</u>	<u>45%</u>	<u>194%</u>

CURTISS-WRIGHT CORPORATION
2017 Guidance (from Continuing Operations)
As of July 26, 2017
(\$'s in millions, except per share data)

	2016	2017 Guidance	
	Reported	Low	High
Sales:			
Commercial/Industrial	\$ 1,119	\$ 1,120	\$ 1,140
Defense	467	540	550
Power	524	525	535
Total sales	\$ 2,109	\$ 2,185	\$ 2,225
Operating income:			
Commercial/Industrial	\$ 157	\$ 161	\$ 166
Defense	98	106	109
Power	76	77	79
Total segments	331	343	353
Corporate and other	(23)	(22)	(24)
Total operating income	\$ 308	\$ 321	\$ 329
Interest expense	\$ 41	\$ 41	\$ 42
Earnings before income taxes	268	281	288
Provision for income taxes	(79)	(82)	(84)
Net earnings	\$ 189	\$ 200	\$ 204
Reported diluted earnings per share	\$ 4.20	\$ 4.45	\$ 4.55
<i>Diluted shares outstanding</i>	45.0	44.9	44.9
<i>Effective tax rate</i>	29.3 %	29.1 %	29.1 %
Operating margins:			
Commercial/Industrial	14.0 %	14.3 %	14.5 %
Defense	21.1 %	19.6 %	19.7 %
Power	14.6 %	14.6 %	14.7 %
Total operating margin	14.6 %	14.7 %	14.8 %

Note: Full year amounts may not add due to rounding

(1) Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales to the Defense segment and is now expected to be slightly accretive to operating income and earnings per share, including purchase accounting costs.

(2) Full-year 2017 guidance reflects the impact of a discrete tax benefit of \$4.1 million from the adoption of Accounting Standards Update (ASU) 2016-09 regarding the accounting for share-based payments. This change resulted in a \$0.10 increase to our EPS guidance as disclosed in our press release dated May 3, 2017.

CURTISS-WRIGHT CORPORATION
2017 Sales Growth Guidance by End Market (from Continuing Operations)
As of July 26, 2017

	2017 % Change vs 2016
<u>Defense Markets</u>	
Aerospace	23 - 25%
Ground	Flat
Navy	(1 - 3%)
Total Defense	7 to 9%
(Including Other Defense)	
<u>Commercial Markets</u>	
Commercial Aerospace	Flat
Power Generation	3 - 5%
General Industrial	2 - 4%
Total Commercial	1 to 3%
Total Curtiss-Wright Sales	4 to 6%

Note: Full year amounts may not add due to rounding

Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales, primarily to the aerospace defense market and to a lesser extent to the commercial aerospace market.

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 8,000 people worldwide. For more information, visit www.curtisswright.com.

Certain statements made in this press 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 the Company's 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 the 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, 2016, and subsequent reports filed with the Securities and Exchange Commission.

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

CONTACT:

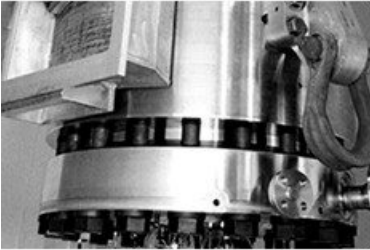
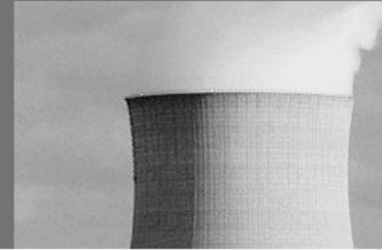
Curtiss-Wright Corporation
Jim Ryan, 704-869-4621
Jim.Ryan@curtisswright.com

**CURTISS -
WRIGHT**



2Q 2017 Earnings Conference Call

July 27, 2017



NYSE: CW

**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 website 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. This presentation also includes certain non-GAAP financial measures with reconciliations being made available in the earnings release that is posted to our website and furnished with the SEC. 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.

2017 Second Quarter Performance and Business Outlook

2Q'17 Highlights

- **Diluted EPS of \$1.13, ahead of expectations, reflecting:**
 - Higher sales and profitability in all three segments
- **Net Sales up 7% overall (5% organic)**
 - Strong power generation sales and improved industrial demand
 - Benefit of TTC acquisition (\$13M)
- **Operating Income up 22%; Operating Margin up 190 bps to 14.7%**
 - Benefits of operational and margin improvement initiatives
 - Despite 50 bps of dilution from acquisitions (TTC purchase accounting costs)
- **Solid Free Cash Flow (FCF) of \$73M, FCF conversion 144%**

FY 2017 Guidance Highlights

- **Increasing FY Operating Margin guidance to 14.7% - 14.8%**
 - Driven by improved industrial sales demand
 - TTC to be modestly accretive (lower amortization, benefit of synergies)
- **Raising full-year diluted EPS guidance to \$4.45 - \$4.55**

Note:
Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.

Second Quarter 2017 End Market Sales

	2Q'17 Change	% of Total Sales
Aero Defense	15%	16%
Ground Defense	(12%)	3%
Naval Defense	(4%)	18%
Total Defense <small>Including Other Defense</small>	4%	37%
Commercial Aero	(1%)	18%
Power Generation	20%	20%
General Industrial	6%	25%
Total Commercial	8%	63%
Total Curtiss-Wright	7%	100%

Key Drivers

Defense Markets (4% sales growth, (1%) organic)

- **Aerospace Defense:** Higher flight test (TTC acquisition) and embedded computing sales on UAVs and ISR programs
- **Ground Defense:** Higher int'l turret drive stabilization systems sales more than offset by lower domestic sales
- **Naval Defense:** Higher aircraft carrier revenues, more than offset by lower Virginia-class submarine revenues

Commercial Markets (8% sales growth, 9% organic)

- **Commercial Aerospace:** Lower actuation systems sales on widebody platforms
- **Power Generation:** Higher AP1000 program and nuclear aftermarket revenues
- **General Industrial:** Improved demand for industrial vehicle products (truck, ag and construction markets)

Notes:

Percentages in chart relate to Second Quarter 2017 sales compared with the prior year.

All figures presented on a continuing operations basis.

Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.

Second Quarter 2017 Operating Income / Margin Drivers

(\$ in millions)	2Q'17	2Q'16	Change vs. 2016
Commercial / Industrial Margin	\$43.7 15.0%	\$39.0 13.4%	12% 160 bps
Defense Margin	\$21.2 16.8%	\$18.6 16.3%	14% 50 bps
Power Margin	\$24.9 16.6%	\$16.1 12.5%	54% 410 bps
Total Segments Operating Income	\$89.8	\$73.7	22%
Corp & Other	(\$6.5)	(\$5.6)	(16%)
Total CW Op Income Margin	\$83.3 14.7%	\$68.1 12.8%	22% 190 bps

2Q'17 Margin ex.
TTC acquisition
dilution:

19.8%

15.2%

Notes: All figures presented on a continuing operations basis. Amounts may not add down due to rounding. Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.

2017E End Market Sales Growth Outlook⁽¹⁾ (Guidance as of July 26, 2017)

Updated (in blue)

	FY2017E (Prior)	FY2017E (Current)	% of Total Sales
Aero Defense	23 - 25%	No change	17%
Ground Defense	Flat	No change	4%
Naval Defense	(1 - 3%)	No change	18%
Total Defense Including Other Defense	7 - 9%	No change	39%
Commercial Aero	Flat	No change	18%
Power Generation	3 - 5%	No change	19%
General Industrial	(1 - 3%)	2 - 4%	24%
Total Commercial	0 - 2%	1 - 3%	61%
Total Curtiss-Wright	3 - 5%	4 - 6%	100%

(1) Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales, primarily to the aerospace defense market and to a lesser extent to the commercial aerospace market.

2017E Financial Outlook⁽¹⁾ (Guidance as of July 26, 2017)

Updated (in blue)

(\$ in millions, except EPS)	FY2017E (Prior)	FY2017E (Current)	Change vs 2016
Commercial / Industrial	\$1,100 - 1,120	\$1,120 - 1,140	0 - 2%
Defense	\$540 - 550	No change	16 - 18%
Power	\$525 - 535	No change	0 - 2%
Total Sales	\$2,165 - 2,205	\$2,185 - 2,225	4 - 6%
Commercial / Industrial Margin	\$158 - 163 14.3% - 14.5%	\$161 - 166 14.3% - 14.5%	3 - 6% +30 - 50 bps
Defense Margin	\$103 - 106 19.0% - 19.2%	\$106 - 109 19.6% - 19.7%	8 - 10% (140 - 150 bps)
Power Margin	\$77 - 79 14.6% - 14.7%	\$77 - 79 14.6% - 14.7%	0 - 3% +0 - 10 bps
Corporate and Other	(\$21 - 23)	(\$22 - 24)	-
Total Oper. Income	\$316 - 325	\$321 - 329	4 - 7%
CW Margin	14.6% - 14.7%	14.7% - 14.8%	+10 - 20 bps

(1) Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales to the Defense segment and is now expected to be slightly accretive to operating income, including purchase accounting costs.

(\$ in millions, except EPS)	FY2017E (Prior)	FY2017E (Current)	Change vs 2016
Total Operating Income	\$316 - 325	\$321 - 329	4 - 7%
Pension/401K Expense	\$17 - 18	No change	
Interest Expense	\$40 - 41	\$41 - 42	
Provision for Income Taxes ⁽²⁾	(\$81 - 83)	(\$82 - 84)	
Effective Tax Rate ⁽²⁾	29.1%	No change	
Diluted EPS⁽²⁾	\$4.40 - 4.50	\$4.45 - 4.55	6 - 8%
Diluted Shares Outstanding	44.9	No change	

(1) Full-year 2017 guidance includes the acquisition of TTC, which adds \$65 million in sales to the Defense segment and is now expected to be slightly accretive to operating income and earnings per share, including purchase accounting costs.

(2) Reflects the 1Q'17 adoption of Accounting Standards Update (ASU) 2016-09 "Improvements to Employee Share-Based Payment Accounting", which resulted in a discrete tax benefit of \$4.1 million. The adoption was on a prospective basis and therefore had no impact on prior years' results. This change resulted in a \$0.10 increase to our EPS guidance as disclosed in our press release dated May 3, 2017.

(\$ in millions)	FY2017E (Prior)	FY2017E (Current)
Free Cash Flow ⁽¹⁾	\$260 - 280	No change
Free Cash Flow Conversion ⁽²⁾	132 - 139%	130 - 137%
Capital Expenditures	\$45 - 55	No change
Depreciation & Amortization	\$105 - 115	No change

(1) Free Cash Flow is defined as cash flow from operations less capital expenditures.

(2) Free Cash Flow Conversion is calculated as free cash flow divided by net earnings from continuing operations.

Positioned to Deliver Solid 2017 Results

- **Expect solid sales growth in commercial and defense markets**
 - Improving trends in general industrial markets
- **Continued organic operating margin expansion, up ~50bps (excluding TTC)**
 - Led by operational and margin improvement initiatives
 - Mitigating impact of TTC acquisition dilution (purchase accounting)
 - Goal to remain in Top Quartile of our peer group for key financial metrics
- **Solid growth in diluted EPS, up 6 - 8%**
- **Free cash flow remains solid, driven by efficient working capital management**
- **Committed to a balanced capital allocation strategy**

Note:
Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.

Appendix

Non-GAAP Reconciliation

Three Months Ended June 30 2017 vs 2016

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	12%	0%	14%	16%	54%	5%	22%
Acquisitions	0%	0%	12%	(7%)	0%	0%	3%	(2%)
Foreign Currency	(1%)	0%	(1%)	7%	(0%)	(0%)	(1%)	2%
Total	1%	12%	11%	14%	16%	54%	7%	22%

Six Months Ended June 30 2017 vs 2016

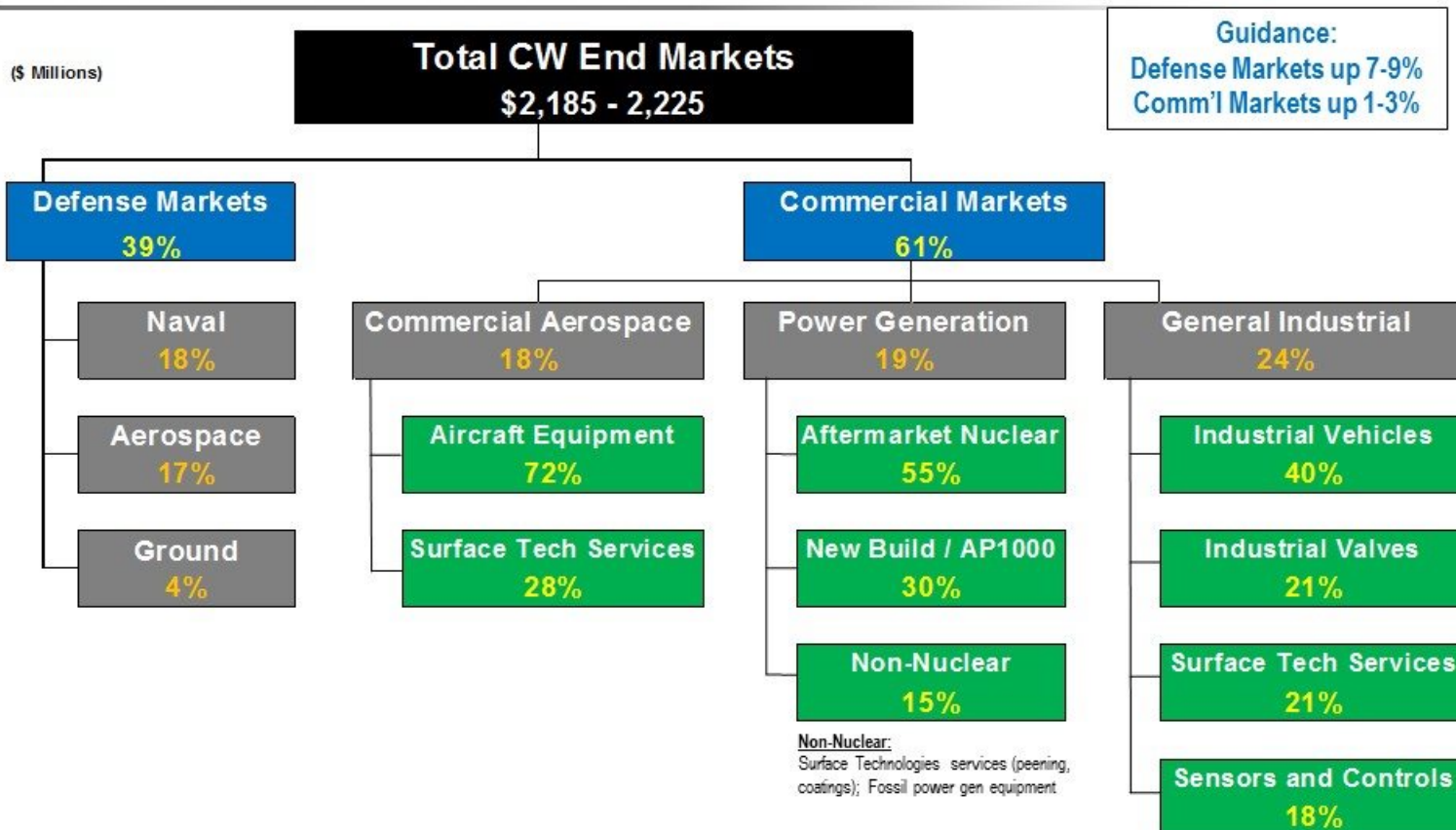
	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	7%	0%	8%	11%	35%	4%	12%
Acquisitions	0%	0%	11%	(20%)	0%	0%	2%	(6%)
Foreign Currency	(1%)	1%	(1%)	3%	0%	(0%)	(1%)	1%
Total	1%	8%	10%	(9%)	11%	35%	5%	7%

Organic Revenue and Organic Operating Income

The Corporation discloses organic revenue and organic operating income because the Corporation believes it provides investors with insight as to the Company's ongoing business performance. Organic revenue and organic operating income are defined as revenue and operating income excluding the impact of foreign currency fluctuations and contributions from acquisitions made during the last twelve months.

Note: Amounts may not add due to rounding

2017 End Market Sales Waterfall (Guidance as of July 26, 2017)



Non-Nuclear:
 Surface Technologies services (peening, coatings); Fossil power gen equipment

Industrial Vehicles:
 "Own the Cab" strategy
 40% On-highway, 35% Off-Highway,
 25% Medical

Industrial Valves:
 65% O&G, 35% Chem/Petro;
 75% MRO, 25% projects

Sensors and Controls:
 Sensors, controls and industrial
 automation equipment

Note: Percentages in chart relate to Full-Year 2017 sales