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

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): March 2, 2022

**CURTISS-WRIGHT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-134  (Commission File Number)	13-0612970  (IRS Employer Identification No.)
130 Harbour Place Drive, Suite 300 Davidson, North Carolina (Address of principal executive offices)		28036 (Zip Code)

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

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Not applicable

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

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

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

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

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

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

Emerging growth company

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

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## ITEM 7.01 REGULATION FD DISCLOSURE

On March 2, 2022, Curtiss-Wright Corporation (the “Company”) issued a press release regarding the filing of the Company’s preliminary proxy statement with the U.S. Securities and Exchange Commission (“SEC”) in connection with the Company’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”). A copy of this press release is furnished herewith as Exhibit 99.1.

On March 2, 2022, Lynn M. Bamford, President and Chief Executive Officer of the Company, distributed a letter to senior leadership and a letter to all employees regarding the filing of the Company’s preliminary proxy statement. Copies of these internal communications are furnished herewith as Exhibits 99.2 and 99.3, respectively.

The information in Item 7.01, including the exhibits attached hereto, is furnished solely pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing of the registrant made pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

<b>Exhibit No.</b>	<b>Exhibit Description</b>	<b>Filed Herewith</b>
99.1	Press Release, dated March 2, 2022	X
99.2	Letter to Senior Leadership, dated March 2, 2022	X
99.3	Letter to Employees, dated March 2, 2022	X

### Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (a) projections of or statements regarding return on investment, future earnings, interest income, sales, volume, other income, earnings or loss per share, growth prospects, capital structure, liquidity requirements and other financial terms, (b) statements of plans and objectives of management, (c) statements of future economic performance and potential impacts from COVID-19, including the impacts to supply and demand, and measures taken by governments and private industry in response, (d) the effect of laws, rules, regulations, new accounting pronouncements, and outstanding litigation on the Company’s business and future performance, and (e) statements of assumptions, such as economic conditions underlying other statements. Such forward-looking statements can be identified by the use of forward-looking terminology such as “anticipates,” “believes,” “continue,” “could,” “estimate,” “expects,” “intend,” “may,” “might,” “outlook,” “potential,” “predict,” “should,” “will,” as well as the negative of any of the foregoing or variations of such terms or comparable terminology, or by discussion of strategy. No assurance may be given that the future results described by the forward-looking statements will be achieved. While the Company believes these forward-looking statements are reasonable, they are only predictions and are subject to known and unknown risks, uncertainties, and other factors, many of which are beyond the Company’s control, which could cause actual results, performance, or achievement to differ materially from anticipated future results, performance, or achievement expressed or implied by such forward-looking statements. These 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, the impact of a global pandemic or national epidemic, other factors that generally affect the business of aerospace, defense contracting, electronics, marine, and industrial companies, and the occurrence of any event, change or other circumstances that could give rise to disruption to the Company’s stock price, and the costs, fees, expenses and charges related to, and the distraction of management’s attention in connection with, any proxy contest or other stockholder related or similar matters, as well as those described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, prior and future filings with the SEC and other written and oral statements made or released by the Company. Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. These forward-looking statements speak only as of the date of this press release, and the Company assumes no obligation to update forward-looking statements to reflect actual results or changes in or additions to the factors affecting such forward-looking statements after the date of this press release.

### Important Stockholder Information and Where You Can Find It

The Company has filed a preliminary proxy statement and form of WHITE proxy card with the SEC in connection with the solicitation of proxies for the Annual Meeting (the “Preliminary Proxy Statement”). Details concerning the nominees of the Company’s Board for election at the Annual Meeting are included in the Preliminary Proxy Statement. BEFORE MAKING

ANY VOTING DECISION, INVESTORS AND STOCKHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC BY THE COMPANY, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT, ANY SUPPLEMENTS THERETO AND THE ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and stockholders are able to obtain a copy of the Preliminary Proxy Statement and other documents filed by the Company free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available free of charge on the Company's website at [www.curtisswright.com](http://www.curtisswright.com).

### **Participants in the Solicitation**

This communication does not constitute a solicitation of any vote or approval in connection with the Annual Meeting. Nonetheless, the Company, its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in connection with the Annual Meeting. Information regarding the Company's directors and executive officers is available in the Preliminary Proxy Statement filed with the SEC on March 2, 2022 and the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 24, 2022. To the extent holdings of the Company's securities by such participants reported in the Preliminary Proxy Statement or the Form 10-K have changed, such changes have been or will be reflected on Initial Statements of Beneficial Ownership on Form 3, Statements of Change in Ownership on Form 4 or Annual Statements of Changes in Beneficial Ownership on Form 5 filed with the SEC. These documents are or will be available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

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SIGNATURE

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

CURTISS-WRIGHT CORPORATION

By: /s/ K. Christopher Farkas

K. Christopher Farkas

Vice President and Chief Financial Officer

Date: March 2, 2022

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## EXHIBIT INDEX

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**CURTISS-WRIGHT FILES PRELIMINARY PROXY STATEMENT IN CONNECTION WITH ANNUAL MEETING***Discloses Receipt of Nominations from Saddle Point*

**DAVIDSON, N.C. – March 2, 2022** – Curtiss-Wright Corporation (NYSE: CW) (“Curtiss-Wright” or the “Company”) today filed a preliminary proxy statement, together with a preliminary form of WHITE proxy card, with the U.S. Securities and Exchange Commission (“SEC”) in connection with preparing for the Company’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”). SEC rules require that the Company file preliminarily in light of the Company having received, as described in the preliminary filing, formal notice from Saddle Point Management, L.P. (together with its affiliates, “Saddle Point”), which disclosed beneficial ownership of approximately 0.298% of Curtiss-Wright’s outstanding shares as of January 31, 2022, that Saddle Point intends to nominate four individuals to stand for election to the Curtiss-Wright Board of Directors at the Annual Meeting.

The Company commented: “Members of our Board and management team have engaged extensively with Saddle Point and thoroughly considered its ideas and perspectives. We are filing this preliminary proxy today in order to maintain our normal cadence for our Annual Meeting. We are open minded and believe that our Pivot to Growth strategy has us on the right track to deliver strong value for our stockholders. We urge Saddle Point to withdraw its nominees and return to a constructive dialogue, so we can focus on executing our plans and capturing the significant growth and stockholder value creation opportunities ahead.”

Highlights of the filing include:

- a. **The Curtiss-Wright Board is nominating 10 highly qualified directors to stand for reelection at the Annual Meeting.** The Curtiss-Wright nominees are a diverse group of individuals, with public company and senior executive experience, who collectively bring a broad range of expertise in areas relevant to Curtiss-Wright’s businesses, including the defense, aerospace, commercial and technology industries. The Board regularly reviews its composition to ensure a balance of continuity and fresh perspectives. As a result, five of Curtiss-Wright’s ten directors have joined the Board over the last five years. The Board is active, deeply engaged and shares the management team’s focus on positioning the Company for sustainable, long-term profitable growth and a robust capital deployment framework.
  - b. **The Company is successfully executing its Pivot to Growth strategy to drive stockholder value.** As part of this strategy the Company is taking a disciplined approach to M&A, investing in R&D to fuel its innovation pipeline, driving operational excellence and efficiency, and returning capital to stockholders. The Company’s strong 2021 financial results demonstrate that the strategy is working, as the Company delivered record operating margin of 17%, strong free cash flow, tremendous order growth and returned a record amount of capital to stockholders, including share repurchases of \$350 million in 2021 and approximately \$1 billion of repurchases since 2016, including at least \$50 million planned for 2022.
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- c. **Curtiss-Wright has a strong track record of stockholder value creation.** Since Lynn Bamford became President and Chief Executive Officer on January 1, 2021 through the close of yesterday's trading, Curtiss-Wright's total stockholder return of 32% has significantly outperformed its proxy peers and the S&P 400. Curtiss-Wright recently completed a comprehensive review of its proxy peers and has included additional defense companies to better reflect Curtiss-Wright's current mix of business. Since January 1, 2021, the median total stockholder return for Curtiss-Wright's proxy peers was 6%, and the total stockholder return for the S&P 400 was 13%.
- d. **The Board and management team regularly review Curtiss-Wright's portfolio of businesses with a view to enhance stockholder value and believes its combined portfolio is a key differentiator.** Curtiss-Wright's ability to leverage the technology, strength and resiliency of its integrated portfolio, underpinned by long-term stability in its defense business and agility in its commercial business, ensures steady and sustained free cash flow to drive our capital allocation strategy. Consistent with its Pivot to Growth strategy, the Company expects that moving forward, its portfolio will continue to reflect an increasing percentage of Defense, as evidenced by six of the last seven acquisitions, including the recently announced planned acquisition of the Safran arresting systems business, as well as our recent divestitures of non-Defense businesses.
- e. **The Company has engaged with Saddle Point and thoroughly evaluated Saddle Point's perspective on the Company.** Curtiss-Wright regularly engages with its stockholders and members of Curtiss-Wright's management team and Board have held numerous discussions with Saddle Point over the last two years. During these discussions, Saddle Point has been highly complimentary of the Curtiss-Wright management team and the financial performance of the Company. We are disappointed that Saddle Point has informed the Company that it intends to pursue the path of a contested election rather than continue to engage constructively with the Company.
- f. **The Board reviewed Saddle Point's director nominees and determined that adding them to the Board is not in the best interest of stockholders.** Members of the Board's Directors and Governance Committee reviewed the information submitted by Saddle Point regarding its four nominees and interviewed two of Saddle Point's proposed director candidates. Following this robust review, the Board determined that the Saddle Point nominees do not bring strengths to the Board that would merit replacing any of the existing directors.

The date of the 2022 Annual Meeting has not yet been announced. The Curtiss-Wright Board notes that stockholders are not required to take any action at this time and recommends that stockholders defer making any voting decisions until they receive definitive proxy materials from the Company.

Moelis & Company LLC is serving as financial advisor, and Simpson Thacher & Bartlett LLP is serving as legal advisor to the Company.

### **About Curtiss-Wright Corporation**

Curtiss-Wright Corporation (NYSE:CW) is a global integrated business that provides highly engineered products, solutions and services mainly to Aerospace & Defense markets, as well as critical technologies in demanding Commercial Power, Process and Industrial markets. We leverage a workforce of 7,800 highly skilled employees who develop, design and build what we

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believe are the best engineered solutions to the markets we serve. Building on the heritage of Glenn Curtiss and the Wright brothers, Curtiss-Wright has a long tradition of providing innovative solutions through trusted customer relationships. For more information, visit [www.curtisswright.com](http://www.curtisswright.com).

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### **Additional Information and Where to Find It**

The Company intends to file a proxy statement and WHITE proxy card with the SEC in connection with the solicitation of proxies for the 2022 Annual Meeting (the “Proxy Statement”). Details concerning the nominees of the Company’s Board for election at the 2022 Annual Meeting will be included in the Proxy Statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND STOCKHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE

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COMPANY'S DEFINITIVE PROXY STATEMENT, ANY SUPPLEMENTS THERETO AND THE ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and stockholders will be able to obtain a copy of the Proxy Statement (when it becomes available) and other documents filed by the Company free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available free of charge in the Investor Relations section on the Company's website at [www.curtisswright.com](http://www.curtisswright.com).

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March 2, 2022

TO: Division and Functional Leadership

Today we filed our preliminary proxy statement with the SEC in connection with the Company's 2022 Annual Meeting of Stockholders. Within that filing, we disclosed that one of our stockholders, Saddle Point Management L.P., nominated four candidates to stand for election to our Board of Directors.

We regularly engage with stockholders, analysts and other members of the investor community. Many share their perspective regarding our strategies and performance, and sometimes offer suggestions. We take each one seriously. In this case, we engaged extensively with Saddle Point and our Board reviewed their director nominees. The Board determined not to accept them, as doing so would not be in the best interest of the Company or its stockholders.

We have assembled an experienced team of external advisors to assist us in this process – they are all experts in helping companies respond appropriately to investor outreach. The team includes financial, legal, communications, and share management professionals and they are providing us excellent support. I, the management team and the Board have already had multiple meetings with the advisory team and daily (sometimes hourly) contact; rest assured we are actively engaged.

#### **Your Role & Next Steps**

Our Board's decision with respect to Saddle Point and its nominees reflects its confidence in our team and our go forward strategy. Our teams can help by doing what they do best – executing their jobs to their full potential, serving our internal and external customers with the professionalism and dedication they have demonstrated in the past. Please relay that I and the entire management team have total confidence in them. And we need your help as leaders to keep them focused as we move forward.

It will be natural for our employees to have questions and wonder about the future of Curtiss-Wright. This is ok. It is our duty to listen to them, to understand their questions, and to reassure them that it is business as usual at Curtiss-Wright. We need them to know we are taking all necessary steps to do what is right for our Company, its stockholders, and all its stakeholders – including our employees.

I will also distribute a letter to our employees, explaining the situation and the steps we are taking. This is an advance notice so you are prepared to field any questions from your teams.

If you receive any calls from the media, financial community or other outside parties, please forward them to John Watts, 704.869.4650 or [jwatts@curtisswright.com](mailto:jwatts@curtisswright.com), who will coordinate a response on the Company's behalf. This information will be in the forthcoming letter to all employees.

Of course, please contact me at any time with additional questions or concerns. Thank you for your leadership and dedication to Curtiss-Wright. I appreciate all that you do.

Best Regards,

Lynn

March 2, 2022

Dear Colleagues,

As you may have seen, today we filed our preliminary proxy statement with the SEC in connection with the Company's 2022 Annual Meeting of Stockholders. Within that filing, we disclosed that one of our stockholders, Saddle Point Management L.P., nominated four candidates to be elected to our Board of Directors.

At Curtiss-Wright, we regularly engage with our stockholders regarding our performance and strategy. We listen to and appreciate diversity in perspective. Members of our team have been actively engaged in dialogue with Saddle Point and have had numerous discussions regarding our shared goal of driving enhanced value.

Our Board thoroughly evaluated Saddle Point's director nominees with the assistance of external advisors. Following this review, the Board determined not to add their director nominees to the Board. We are confident that our strategy is delivering results and we remain focused on capitalizing on the Company's strong momentum.

Curtiss-Wright has a strong track record of taking actions to promote growth and stockholder value creation and will continue that rigor going forward. Our Board and management team are committed to acting according to the best interests of the Company and our stockholders, and we will update you as much as is possible and appropriate moving forward.

I want to emphasize that it remains business as usual for us. We have a dedicated team handling this matter, including many highly experienced external advisors. We are counting on you to stay focused on your day-to-day responsibilities. If you receive any calls from the media, financial community or other outside parties, please forward them to John Watts, 704.869.4650 or [jwatts@curtisswright.com](mailto:jwatts@curtisswright.com), who will coordinate a response on the Company's behalf.

Thank you for your commitment to our strong values rooted in integrity and excellence and for continuing to provide critical state-of-the-art solutions through trusted customer relationships. On behalf of our Board and the management team, I want to reiterate our great confidence in the road ahead.

Kind Regards,

Lynn Bamford

*The information in this correspondence is for internal use and is the property of Curtiss-Wright Corporation*