
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 27, 2016

CURTISS-WRIGHT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	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
Charlotte, North Carolina
Address of Principal Executive Offices

28277
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):

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:

- 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 27, 2016, the Company issued a press release announcing financial results for the second quarter ended June 30, 2016. A conference call and webcast presentation will be held on July 28, 2016 at 9:00 am EDT for management to discuss the Company's second quarter 2016 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) 304-5753, while international callers can dial (623) 900-6008. 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 40973086

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 27, 2016

99.2 Presentation shown during investor and securities analyst webcast on July 28, 2016

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 27, 2016

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated July 27, 2016
99.2	Presentation shown during investor and securities analyst webcast on July 28, 2016

Curtiss-Wright Reports Second Quarter 2016 Financial Results; Maintains Full-Year EPS and Increases Free Cash Flow Guidance

CHARLOTTE, N.C.--(BUSINESS WIRE)--July 27, 2016--Curtiss-Wright Corporation (NYSE: CW) reported financial results for the second quarter and six months ended June 30, 2016.

Second Quarter 2016 Highlights

- Earnings per diluted share of \$0.88, exceeding expectations;
- Free cash flow increased 49% to \$79 million, resulting in free cash flow conversion of 199%, as defined in table below;
- Net sales of \$533 million;
- Operating income of \$68 million;
- Operating margin of 12.8%, up 80 basis points;
- Backlog of \$2.0 billion increased 6% from December 31, 2015; and
- Share repurchase of approximately \$25 million.

Business Outlook

- Increasing full-year 2016 operating margin guidance by 20 basis points to new range of 14.2% to 14.4%, despite lowering sales guidance;
- Increasing free cash flow guidance by \$10 million to new range of \$300 million to \$320 million; and
- Maintaining full-year 2016 expectations for diluted earnings per share (EPS) of \$4.00 to \$4.15.

“Our second quarter results were ahead of our expectations, as we continue to focus on ongoing margin improvement initiatives and generate significant value for our shareholders despite challenging market conditions,” said David C. Adams, Chairman and CEO of Curtiss-Wright Corporation. “Our performance was led by the Power segment, where we produced strong profitability aided by higher AP1000 program revenues, as we continue to support new nuclear power plant construction in the U.S. and China.”

“Looking to the balance of 2016, we continue to anticipate steady, sequential margin improvement as we advance our drive to top-quartile financial performance. We are maintaining our full-year diluted EPS guidance of \$4.00 to \$4.15, despite having modified our sales outlook based on slowing conditions affecting several of our businesses, particularly those with exposure to the energy markets. In addition, as a result of our on-going cost control actions aimed at mitigating the challenging end market conditions, we are increasing our full-year operating margin guidance by another 20 basis points to a new range of 14.2% to 14.4%, a 90 to 110 basis point improvement compared to pro forma 2015 results. In addition, as a result of strong first half free cash flow and efficient working capital management, we are raising our full-year guidance by \$10 million to a new range of \$300 to \$320 million.”

“We remain committed to increasing shareholder value by improving profitability, generating strong free cash flow and maintaining a balanced capital allocation strategy. Thus far in 2016, we have returned more than \$50 million to our shareholders through consistent share repurchases and dividend distributions. We continue to actively repurchase shares under our buyback program and expect to repurchase at least \$100 million this year.”

Second Quarter 2016 Operating Results from Continuing Operations

<i>(In thousands)</i>	<u>2Q-2016</u>	<u>2Q-2015</u>	<u>% Change</u>
Sales	\$ 532,766	\$ 545,194	(2%)
Operating income	68,089	65,442	4%
Operating margin	12.8%	12.0%	80 bps

Sales

Sales of \$533 million in the second quarter decreased \$12 million, or 2%, compared to the prior year, primarily reflecting a \$10 million decrease in organic sales as well as \$2 million, or less than 1%, in unfavorable foreign currency translation. Second quarter 2016 sales primarily reflect continued lower demand in the energy sector within the Commercial/Industrial segment, as well as lower international ground defense sales in the Defense segment. Those decreases were partially offset by higher AP1000 program and naval defense revenues in the Power segment.

From an end market perspective, sales to the defense markets increased 1%, while sales to the commercial markets decreased 4%, compared to 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 \$68 million, an increase of \$3 million, or 4%, compared to the prior year. In the Power segment, our results reflect a solid improvement in operating income resulting from higher AP1000 program revenues and prior year AP1000 testing and design costs that did not recur in 2016. This improvement was partially offset by lower international ground defense sales in the Defense segment, as well as lower operating income in the Commercial/Industrial segment resulting from lower sales volumes.

Operating margin was 12.8%, an increase of 80 basis points over the prior year, primarily reflecting higher overall segment operating income, led by the strong performance in the Power segment, as well as the benefits of our ongoing margin improvement initiatives, despite lower sales.

Non-segment Expense

Non-segment expenses were essentially flat compared with the prior year, as lower pension expenses were offset by higher corporate expenses.

Net Earnings

Second quarter net earnings were essentially flat compared to the prior year, as higher operating income was partially offset by higher interest expense, which increased by \$1 million compared to the prior year. In addition, the effective tax rate for the current quarter was 31.0%, an increase from 28.9% in the prior year, principally driven by increased foreign research and development tax benefits and favorable adjustments to certain valuation allowances in the prior year that did not recur.

Free Cash Flow

(In thousands)

Net cash generated from operating activities
Capital expenditures
Free cash flow

	<u>2Q-2016</u>	<u>2Q-2015</u>
	\$ 86,371	\$ 59,821
	(6,908)	(6,593)
	<u>\$ 79,463</u>	<u>\$ 53,228</u>

Free cash flow, defined as cash flow from operations less capital expenditures, was \$79 million for the second quarter of 2016, an increase of \$26 million compared to \$53 million in the prior year. Net cash generated from operating activities increased \$27 million to \$86 million, primarily driven by higher advanced payments related to the new China AP1000 order. Capital expenditures of \$7 million were essentially flat with the prior year.

New Orders and Backlog

New orders of \$524 million in the second quarter were essentially flat compared to the prior year, primarily due to lower orders within the Defense segment where a significant international ground defense contract was received in the prior year, partially offset by higher orders within the Commercial/Industrial and Power segments. Backlog of \$2.0 billion increased 6% from December 31, 2015, led by growth in our naval defense businesses.

Other Items – Share Repurchase

During the second quarter, the Company repurchased 315,500 shares of its common stock for approximately \$25 million.

Full-Year 2016 Guidance

The Company is updating its full-year 2016 financial guidance as follows:

	<u>Prior Guidance</u>	<u>Current Guidance</u>	<u>Chg vs. 2015</u>
Total sales	\$2.17 - \$2.22 billion	\$2.12 - \$2.17 billion	Down 1 - 3%
Operating income	\$304 - \$315 million	\$301 - \$313 million	Up 4 - 8%
Operating margin	14.0% - 14.2%	14.2% - 14.4%	Up 90 - 110 bps
Interest expense	\$38 - \$39 million	\$40 - \$41 million	
Diluted earnings per share	\$4.00 - \$4.15	No change	Up 7 - 11%
Diluted shares outstanding	46.0 million	45.2 million	
Free cash flow	\$290 - \$310 million	\$300 - \$320 million	Up 10 - 18%

Notes:

Full-year 2016 growth rates reflect comparisons to 2015 Pro Forma results, which exclude the one-time China AP1000 fee of \$20 million recognized in the fourth quarter of 2015.

Additionally, 2016 growth in free cash flow is comparable to adjusted free cash flow for 2015, which excludes the contribution to the Company's corporate defined benefit pension plan of \$145 million in 2015.

A more detailed breakdown of the Company's 2016 guidance by segment and by market can be found in the attached accompanying schedules.

Second Quarter 2016 Segment Performance

Commercial/Industrial

<i>(In thousands)</i>	<u>2Q-2016</u>	<u>2Q-2015</u>	<u>% Change</u>
Sales	\$ 290,046	\$ 304,465	(5%)
Operating income	38,957	45,253	(14%)
Operating margin	13.4%	14.9%	(150 bps)

Sales for the second quarter were \$290 million, a decrease of \$14 million, or 5%, over the prior year. Organic sales decreased 4% over the prior year, excluding \$2 million in unfavorable foreign currency translation. In the general industrial market, our results primarily reflect the expected reduction in sales of severe-service valves serving the oil and gas markets, as well as lower sales for industrial vehicle products. Within the commercial aerospace market, higher sales to Boeing for actuation systems and sensors and controls products were partially offset by lower sales of surface technology services to Airbus.

Operating income in the second quarter was \$39 million, down 14% from the prior year, while operating margin decreased 150 basis points to 13.4%. These results primarily reflect decreased profitability for industrial valves due to lower sales volumes, more than offsetting the benefit of higher sales of sensors and controls products. We also achieved higher operating margin for industrial vehicle products and surface treatment services, despite lower sales volumes, due to ongoing margin improvement initiatives. In addition, favorable foreign currency translation added \$1 million to current quarter results.

Defense

<i>(In thousands)</i>	<u>2Q-2016</u>	<u>2Q-2015</u>	<u>% Change</u>
Sales	\$ 113,961	\$ 119,651	(5%)
Operating income	18,609	24,391	(24%)
Operating margin	16.3%	20.4%	(410 bps)

Sales for the second quarter were \$114 million, a decrease of \$6 million, or 5%, from the prior year. Organic sales decreased 4% from the prior year, excluding \$1 million in unfavorable foreign currency translation. In the aerospace defense market, we experienced higher sales of embedded computing products on various fighter jet, helicopter and UAV programs, including the Global Hawk, Apache and P-8 programs, which were principally offset by lower foreign military sales. In the ground defense market, second quarter 2016 results primarily reflect lower turret drive stabilization systems sales. We also experienced lower revenues related to avionics and electronics equipment within the commercial aerospace market.

Operating income in the second quarter was \$19 million, a decrease of \$6 million, or 24%, compared to the prior year, while operating margin declined 410 basis points to 16.3%. The decrease was primarily driven by the transition from a development to a production contract for our turret drive stabilization systems, which provided a net one-time benefit of \$4 million in the prior year. These results also reflect lower sales volumes in our commercial avionics and electronics business. Favorable foreign currency translation added \$2 million to current quarter results.

Power

<i>(In thousands)</i>	<u>2Q-2016</u>	<u>2Q-2015</u>	<u>% Change</u>
Sales	\$ 128,759	\$ 121,078	6%
Operating income	16,114	1,454	1,008%
Operating margin	12.5%	1.2%	1,130 bps

Sales for the second quarter were \$129 million, an increase of \$8 million, or 6%, over the prior year. Within the power generation market, our results reflect higher production revenues from the U.S. and China AP1000 programs, which were partially offset by lower aftermarket sales primarily supporting domestic nuclear operating reactors. In the naval defense market, we experienced higher development sales of pumps and generators supporting the ramp-up on the new Ohio-class replacement submarine program, partially offset by lower sales of pumps and valves on the CVN-79 aircraft carrier program as production is nearing completion.

Operating income in the second quarter was \$16 million, an increase of \$15 million, or 1,008%, compared to the prior year, while operating margin increased 1,130 basis points to 12.5%. These results reflect higher AP1000 production revenues in the current year and approximately \$11 million in AP1000 testing and design costs incurred in the prior year to complete engineering and endurance testing that did not recur. These improvements were partially offset by reduced profitability in our aftermarket power generation business due to lower sales volumes.

Conference Call Information

The Company will host a conference call to discuss second quarter 2016 financial results at 9:00 a.m. EDT on Thursday, July 28, 2016. 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.

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	
	2016	2015	\$	%	2016	2015	\$	%
Product sales	\$ 427,324	\$ 439,871	\$ (12,547)	(3%)	\$ 830,242	\$ 885,558	\$ (55,316)	(6%)
Service sales	105,442	105,323	119	0%	206,031	205,835	196	0%
Total net sales	<u>532,766</u>	<u>545,194</u>	<u>(12,428)</u>	<u>(2%)</u>	<u>1,036,273</u>	<u>1,091,393</u>	<u>(55,120)</u>	<u>(5%)</u>
Cost of product sales	279,869	287,685	(7,816)	(3%)	544,604	580,694	(36,090)	(6%)
Cost of service sales	67,518	75,158	(7,640)	(10%)	134,387	137,252	(2,865)	(2%)
Total cost of sales	<u>347,387</u>	<u>362,843</u>	<u>(15,456)</u>	<u>(4%)</u>	<u>678,991</u>	<u>717,946</u>	<u>(38,955)</u>	<u>(5%)</u>
Gross profit	185,379	182,351	3,028	2%	357,282	373,447	(16,165)	(4%)
Research and development expenses	15,236	15,321	(85)	(1%)	30,396	30,583	(187)	(1%)
Selling expenses	29,126	29,105	21	0%	58,752	60,193	(1,441)	(2%)
General and administrative expenses	72,928	72,483	445	1%	142,782	144,394	(1,612)	(1%)
Operating income	68,089	65,442	2,647	4%	125,352	138,277	(12,925)	(9%)
Interest expense	(10,273)	(8,985)	(1,288)	14%	(20,206)	(17,981)	(2,225)	12%
Other income, net	101	(37)	138	NM	335	444	(109)	NM
Earnings before income taxes	57,917	56,420	1,497	3%	105,481	120,740	(15,259)	(13%)
Provision for income taxes	(17,954)	(16,299)	(1,655)	10%	(32,699)	(37,396)	4,697	(13%)
Earnings from continuing operations	<u>\$ 39,963</u>	<u>\$ 40,121</u>	<u>\$ (158)</u>	<u>(0%)</u>	<u>\$ 72,782</u>	<u>\$ 83,344</u>	<u>\$ (10,562)</u>	<u>(13%)</u>
Loss from discontinued operations, net of tax	-	(14,384)	14,384	NM	-	(41,616)	41,616	NM
Net earnings	<u>\$ 39,963</u>	<u>\$ 25,737</u>	<u>\$ 14,226</u>	<u>55%</u>	<u>\$ 72,782</u>	<u>\$ 41,728</u>	<u>\$ 31,054</u>	<u>74%</u>
Basic earnings per share								
Earnings from continuing operations	\$ 0.90	\$ 0.85			\$ 1.63	\$ 1.76		
Earnings from discontinued operations	-	(0.31)			-	(0.88)		
Total	<u>\$ 0.90</u>	<u>\$ 0.54</u>			<u>\$ 1.63</u>	<u>\$ 0.88</u>		
Diluted earnings per share								
Earnings from continuing operations	\$ 0.88	\$ 0.83			\$ 1.61	\$ 1.72		
Earnings from discontinued operations	-	(0.30)			-	(0.86)		
Total	<u>\$ 0.88</u>	<u>\$ 0.53</u>			<u>\$ 1.61</u>	<u>\$ 0.86</u>		
Dividends per share	<u>\$ 0.13</u>	<u>\$ 0.13</u>			<u>\$ 0.26</u>	<u>\$ 0.26</u>		
Weighted average shares outstanding:								
Basic	44,487	47,224			44,526	47,466		
Diluted	45,164	48,258			45,195	48,487		

NM- not meaningful

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

	<u>June 30,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>	<u>Change</u> <u>%</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 383,151	\$ 288,697	33%
Receivables, net	477,018	566,289	(16%)
Inventories	397,562	379,591	5%
Other current assets	52,561	40,306	30%
Total current assets	<u>1,310,292</u>	<u>1,274,883</u>	3%
Property, plant, and equipment, net	393,909	413,644	(5%)
Goodwill	967,850	972,606	(0%)
Other intangible assets, net	292,498	310,763	(6%)
Other assets	14,631	17,715	(17%)
Total assets	<u>\$ 2,979,180</u>	<u>\$ 2,989,611</u>	(0%)
Liabilities			
Current liabilities:			
Current portion of long-term and short term debt	\$ 1,113	\$ 1,259	(12%)
Accounts payable	133,483	163,286	(18%)
Accrued expenses	108,796	131,863	(17%)
Income taxes payable	6,601	7,956	(17%)
Deferred revenue	190,825	181,671	5%
Other current liabilities	41,500	37,190	12%
Total current liabilities	<u>482,318</u>	<u>523,225</u>	(8%)
Long-term debt, net	966,451	951,946	2%
Deferred tax liabilities, net	58,870	54,447	8%
Accrued pension and other postretirement benefit costs	101,720	103,723	(2%)
Long-term portion of environmental reserves	14,512	14,017	4%
Other liabilities	81,038	86,830	(7%)
Total liabilities	<u>1,704,909</u>	<u>1,734,188</u>	(2%)
Stockholders' equity			
Common stock, \$1 par value	49,187	49,190	(0%)
Additional paid in capital	132,374	144,923	(9%)
Retained earnings	1,651,851	1,590,645	4%
Accumulated other comprehensive loss	(237,337)	(225,928)	5%
Less: cost of treasury stock	(321,804)	(303,407)	6%
Total stockholders' equity	<u>1,274,271</u>	<u>1,255,423</u>	2%
Total liabilities and stockholders' equity	<u>\$ 2,979,180</u>	<u>\$ 2,989,611</u>	(0%)

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2016	2015	Change %	2016	2015	Change %
Sales:						
Commercial/Industrial	\$ 290,046	\$ 304,465	(5%)	\$ 564,773	\$ 602,352	(6%)
Defense	113,961	119,651	(5%)	219,352	233,151	(6%)
Power	128,759	121,078	6%	252,148	255,890	(1%)
Total sales	\$ 532,766	\$ 545,194	(2%)	\$ 1,036,273	\$ 1,091,393	(5%)
Operating income (expense):						
Commercial/Industrial	\$ 38,957	\$ 45,253	(14%)	\$ 69,009	\$ 88,542	(22%)
Defense	18,609	24,391	(24%)	35,454	42,418	(16%)
Power	16,114	1,454	1008%	30,742	20,966	47%
Total segments	\$ 73,680	\$ 71,098	4%	\$ 135,205	\$ 151,926	(11%)
Corporate and other	(5,591)	(5,656)	1%	(9,853)	(13,649)	28%
Total operating income	\$ 68,089	\$ 65,442	4%	\$ 125,352	\$ 138,277	(9%)
Operating margins:						
Commercial/Industrial	13.4%	14.9%		12.2%	14.7%	
Defense	16.3%	20.4%		16.2%	18.2%	
Power	12.5%	1.2%		12.2%	8.2%	
Total Curtiss-Wright	12.8%	12.0%		12.1%	12.7%	
Segment margins	13.8%	13.0%		13.0%	13.9%	

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2016	2015	Change %	2016	2015	Change %
Defense markets:						
Aerospace	\$ 76,167	\$ 75,766	1%	\$ 137,715	\$ 147,107	(6%)
Ground	19,886	24,233	(18%)	39,062	42,893	(9%)
Naval	104,509	100,117	4%	197,460	189,884	4%
Other	2,415	1,529	58%	3,669	3,550	3%
Total Defense	\$ 202,977	\$ 201,645	1%	\$ 377,906	\$ 383,434	(1%)
Commercial markets:						
Commercial Aerospace	\$ 104,062	\$ 98,889	5%	\$ 206,249	\$ 200,078	3%
Power Generation	95,768	94,242	2%	195,618	207,478	(6%)
General Industrial	129,959	150,418	(14%)	256,500	300,403	(15%)
Total Commercial	\$ 329,789	\$ 343,549	(4%)	\$ 658,367	\$ 707,959	(7%)
Total Curtiss-Wright	\$ 532,766	\$ 545,194	(2%)	\$ 1,036,273	\$ 1,091,393	(5%)

Use of Non-GAAP Financial Information

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, 2016 vs 2015								
Commercial/Industrial		Defense		Power		Total Curtiss-Wright		
Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income	
Organic	(4%)	(16%)	(4%)	(30%)	6%	1011%	(2%)	0%
Acquisitions	0%	0%	0%	0%	0%	0%	0%	0%
Foreign Currency	(1%)	2%	(1%)	6%	(0%)	(3%)	(0%)	4%
Total	(5%)	(14%)	(5%)	(24%)	6%	1008%	(2%)	4%

Six Months Ended June 30, 2016 vs 2015								
Commercial/Industrial		Defense		Power		Total Curtiss-Wright		
Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income	
Organic	(6%)	(24%)	(5%)	(25%)	(1%)	47%	(5%)	(13%)
Acquisitions	1%	1%	0%	0%	0%	0%	1%	0%
Foreign Currency	(1%)	1%	(1%)	9%	(0%)	0%	(1%)	4%
Total	(6%)	(22%)	(6%)	(16%)	(1%)	47%	(5%)	(9%)

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 June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Net cash provided by operating activities	\$ 86,371	\$ 59,821	\$ 156,631	\$ (111,270)
Capital expenditures	(6,908)	(6,593)	(15,733)	(15,689)
Free cash flow	<u>\$ 79,463</u>	<u>\$ 53,228</u>	<u>\$ 140,898</u>	<u>\$ (126,959)</u>
Pension Payment	-	-	-	145,000
Adjusted free cash flow	<u>\$ 79,463</u>	<u>\$ 53,228</u>	<u>\$ 140,898</u>	<u>\$ 18,041</u>
Free Cash Flow Conversion	<u>199%</u>	<u>133%</u>	<u>194%</u>	<u>22%</u>

CURTISS-WRIGHT CORPORATION
2016 Guidance (from Continuing Operations)
As of July 27, 2016
(\$'s in millions, except per share data)

	2015 Reported	2015 Pro Forma*	2016 Guidance (Current)	
			Low	High
Sales:				
Commercial/Industrial	\$ 1,185	\$ 1,185	\$ 1,130	\$ 1,155
Defense	477	477	475	485
Power	543	523	515	530
Total sales	\$ 2,206	\$ 2,186	\$ 2,120	\$ 2,170
Operating income:				
Commercial/Industrial	\$ 172	\$ 172	\$ 165	\$ 170
Defense	99	99	92	96
Power	75	55	68	71
Total segments	345	325	325	337
Corporate and other	(35)	(35)	(24)	(25)
Total operating income	\$ 311	\$ 291	\$ 301	\$ 313
Interest expense	\$ (36)	\$ (36)	\$ (40)	\$ (41)
Earnings before income taxes	275	255	262	272
Provision for income taxes	(83)	(77)	(81)	(84)
Net earnings	\$ 192	\$ 178	\$ 181	\$ 188
Reported diluted earnings per share	\$ 4.04	\$ 3.74	\$ 4.00	\$ 4.15
<i>Diluted shares outstanding</i>	47.6	47.6	45.2	45.2
<i>Effective tax rate</i>	30.1%	30.1%	31.0%	31.0%
Operating margins:				
Commercial/Industrial	14.5%	14.5%	14.6%	14.8%
Defense	20.7%	20.7%	19.5%	19.7%
Power	13.8%	10.5%	13.2%	13.4%
Total operating margin	14.1%	13.3%	14.2%	14.4%

Note: Full year amounts may not add due to rounding

* Excludes the one-time China AP1000 fee of \$20 million recognized as revenue and operating income in the fourth quarter of 2015. This affects the Power segment and Total Curtiss-Wright.

CURTISS-WRIGHT CORPORATION
2016 Sales Growth Guidance by End Market (from Continuing Operations)
As of July 27, 2016

	(Prior) 2016 % Change vs 2015	(Current) 2016 % Change vs 2015
<u>Defense Markets</u>		
Aerospace	1 - 3%	Flat
Ground	4 - 6%	(2 - 4%)
Navy	0 - 2%	0 - 2%
Total Defense (Including Other Defense)	2 - 4%	Flat
<u>Commercial Markets</u>		
Commercial Aerospace	(2 - 4%)	Flat
Power Generation	4 - 6%	0 - 2%
General Industrial	(2 - 6%)	(5 - 9%)
Total Commercial	(1 - 3%)	(2 - 4%)
Total Curtiss-Wright Sales	Down 1% to Up 1%	Down 1% to 3%

Note: Full year amounts may not add due to rounding

*** The Company's full-year 2016 guidance reflects sales growth rates compared to 2015 Pro Forma results, which exclude the one-time China AP1000 fee of \$20 million recognized as revenue in the fourth quarter of 2015. This affects 2016 growth rates for Power Generation, Total Commercial and Total Curtiss-Wright sales.**

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 8,400 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, 2015, 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 2016 Earnings Conference Call

July 28, 2016



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.

2016 Second Quarter Performance and Business Outlook

2Q Highlights

- **Diluted EPS of \$0.88, ahead of expectations, reflecting:**
 - Strong performance in the Power segment
 - Benefits of operational improvement and cost control initiatives
- **Operating Income up 4%; Operating Margin up 80 bps to 12.8%**
- **Net Sales decreased 2%**
 - Influenced by lower energy demand, weaker global economic conditions
- **Strong Free Cash Flow (FCF) of \$79M, FCF conversion 199%**

FY 2016 Guidance Highlights

- **Raising full-year FCF guidance to \$300 - \$320M**
- **Increasing FY Operating Margin guidance to 14.2 - 14.4%**
 - Now expect 90 - 110 bps of margin improvement YOY
 - Improved execution driving margin expansion, despite reduced sales outlook
- **Maintaining full-year diluted EPS guidance of \$4.00 - \$4.15**

Second Quarter 2016 End Market Sales

	2Q'16 Change vs. PY	% of Total Sales
Aero Defense	1%	14%
Ground Defense	(18%)	4%
Naval Defense	4%	20%
Total Defense <small>Including Other Defense</small>	1%	38%
Commercial Aero	5%	20%
Power Generation	2%	18%
General Industrial	(14%)	24%
Total Commercial	(4%)	62%
Total Curtiss-Wright	(2%)	100%

2Q'16 Results:

- **Defense Markets +1%**
- **Commercial Markets (4%)**

Key Drivers:

- **Ground Defense:** Lower international sales of turret drive stabilization systems
- **Naval Defense:** Higher Ohio-class replacement submarine development revenues
- **Commercial Aerospace:** Higher sales to Boeing, offsetting lower shot peening sales to Airbus
- **Power Generation:**
 - Benefit of higher AP1000 revenues
 - Continued deferred maintenance spending in U.S. aftermarket
- **General Industrial:** Lower valve sales (weak O&G markets); sequentially higher than 1Q

Second Quarter 2016 Operating Income / Margin Drivers

(\$ in millions)	2Q'16	2Q'15	Change vs. 2015
Commercial / Industrial Margin	\$39.0 13.4%	\$45.2 14.9%	(14%) (150 bps)
Defense Margin	18.6 16.3%	24.4 20.4%	(24%) (410 bps)
Power Margin	16.1 12.5%	1.5 1.2%	1,008% 1,130 bps
Total Segments Operating Income	\$73.7	\$71.1	4%
Corp & Other	(\$5.6)	(\$5.7)	1%
Total CW Op Income Margin	\$68.1 12.8%	\$65.4 12.0%	4% 80 bps

Notes:

All figures presented on a continuing operations basis. Amounts may not add down due to rounding.

(\$ in millions, except EPS)	FY2016E (Prior)	FY2016E (Current)	Growth % vs 2015
Commercial / Industrial	\$1,145 - 1,170	\$1,130 - 1,155	(3 - 5%)
Defense	\$490 - 500	\$475 - 485	0 - 2%
Power	\$535 - 550	\$515 - 530	(2) - 1%
Total Sales	\$2,170 - 2,220	\$2,120 - 2,170	Down 1% to 3%
Commercial / Industrial Margin	\$168 - 173 14.6% - 14.8%	\$165 - 170 14.6% - 14.8%	(1 - 4%) +10 - 30 bps
Defense Margin	\$93 - 97 19.1% - 19.3%	\$92 - 96 19.5% - 19.7%	(3 - 7%) (100 - 120 bps)
Power Margin	\$69 - 72 12.9% - 13.1%	\$68 - 71 13.2% - 13.4%	23 - 30% +270 - 290 bps
Corporate and Other	(\$26 - 27)	(\$24 - 25)	29 - 32%
Total Operating Income CW Margin	\$304 - 315 14.0% - 14.2%	\$301 - 313 14.2% - 14.4%	4 - 8% +90 - 110 bps
Diluted EPS	\$4.00 - 4.15	No change	7 - 11%

* The Company's full-year 2016 guidance reflects growth rates compared to 2015 Pro Forma results, which excludes the one-time China AP1000 fee of \$20 million recognized in the fourth quarter of 2015 from sales and operating income.

(\$ in millions, except EPS)	FY2016E (Prior)	FY2016E (Current)	Growth % vs 2015
Pension/401K Expense	~\$22	~\$20	
Interest Expense	\$38 - 39	\$40 - 41	
Effective Tax Rate	31.0%	No change	
Diluted EPS	\$4.00 - 4.15	No change	7 - 11%
Diluted Shares Outstanding	46.0	45.2	

* The Company's full-year 2016 guidance reflects growth rates compared to 2015 Pro Forma results, which excludes the one-time China AP1000 fee of \$20 million recognized in the fourth quarter of 2015 from sales and operating income.

(\$ in millions)	FY2016E (Prior)	FY2016E (Current)	Growth % vs 2015
Free Cash Flow ⁽¹⁾	\$290 - 310	\$300 - 320	10 - 18%
Free Cash Flow Conversion ⁽²⁾	158 - 163%	166 - 170%	
Depreciation & Amortization	\$100 - 110	No change	
Capital Expenditures	\$50 - 60	\$45 - 55	

(1) Free Cash Flow is defined as cash flow from operations less capital expenditures. 2016 growth rate is comparable to 2015 adjusted free cash flow of \$272 million, which excludes the contribution to the Company's corporate defined benefit pension plan of \$145 million in 2015.

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

AP1000 Program Highlights

Background



- Curtiss-Wright providing reactor coolant pump (RCP) technology on Westinghouse AP1000 nuclear power plants
- Began shipping RCPs to China in 4Q'15 (2007 contract)
- Began shipping U.S. RCPs in 1Q'16 (2008 contract)

Recent Highlights

- **China: 8 RCPs shipped and installed (4 each at Sanmen 1 and Haiyang 1)**
 - Successfully completed RCP start up and cold hydrostatic testing* at both locations; Conducting hot functional testing
 - 2 additional RCPs shipped to Sanmen 2; Remaining 6 RCPs to ship in 2H'16
- **U.S.: 4 RCPs shipped in 1H'16 (Vogtle plant)**
 - Remaining 12 RCPs to ship by mid-2017

Future Opportunities

- **Tremendous new build market opportunity in China and India**

* Hydrostatic tests are commonly used in pressure vessels to aid in visual leak detection and test the pressurization of a vessel above its normal operating pressure to ensure safe operating capability.

Strategic Focus on Margin Improvement

- Leveraging the benefits of ONE Curtiss-Wright
- Ongoing operational and productivity improvement initiatives
- Reclassifying & simplifying categories:



Operational Excellence

Supply Chain

Lean



Global Footprint

Consolidations

Low Cost Economies



Corporate Efficiency

Shared Services

Asset & Capital Efficiency

Goal: Maintain Top Quartile Performance

Positioned to Deliver Strong 2016 Results

- **Remain on track for continued operating margin expansion, up 90 - 110 bps to 14.2 - 14.4%***
 - Mitigating impact of reduced sales outlook
 - Benefit of operational improvement and cost control initiatives
 - Goal to remain in Top Quartile vs peers
- **Solid growth in diluted EPS, up 7 - 11%***
- **Strong free cash flow expectations (>\$300 million) driven by AP1000 and improved working capital management**
- **Committed to a balanced capital allocation strategy**

*The Company's full-year 2016 guidance reflects growth rates compared to 2015 Pro Forma results, which excludes the one-time China AP1000 fee of \$20 million recognized in the fourth quarter of 2015 from sales and operating income.

Appendix

Balanced Capital Allocation



- **Committed to steady return of capital to shareholders**
 - At least \$100M in expected share repurchases in 2016
 - \$300M in 2015 share repurchases
 - Steady dividend payout
- **Growth through strategic acquisitions**
- **Internal investment to support future organic growth**

2016E End Market Sales Outlook* (Guidance as of July 27, 2016) **Updated** (in blue)

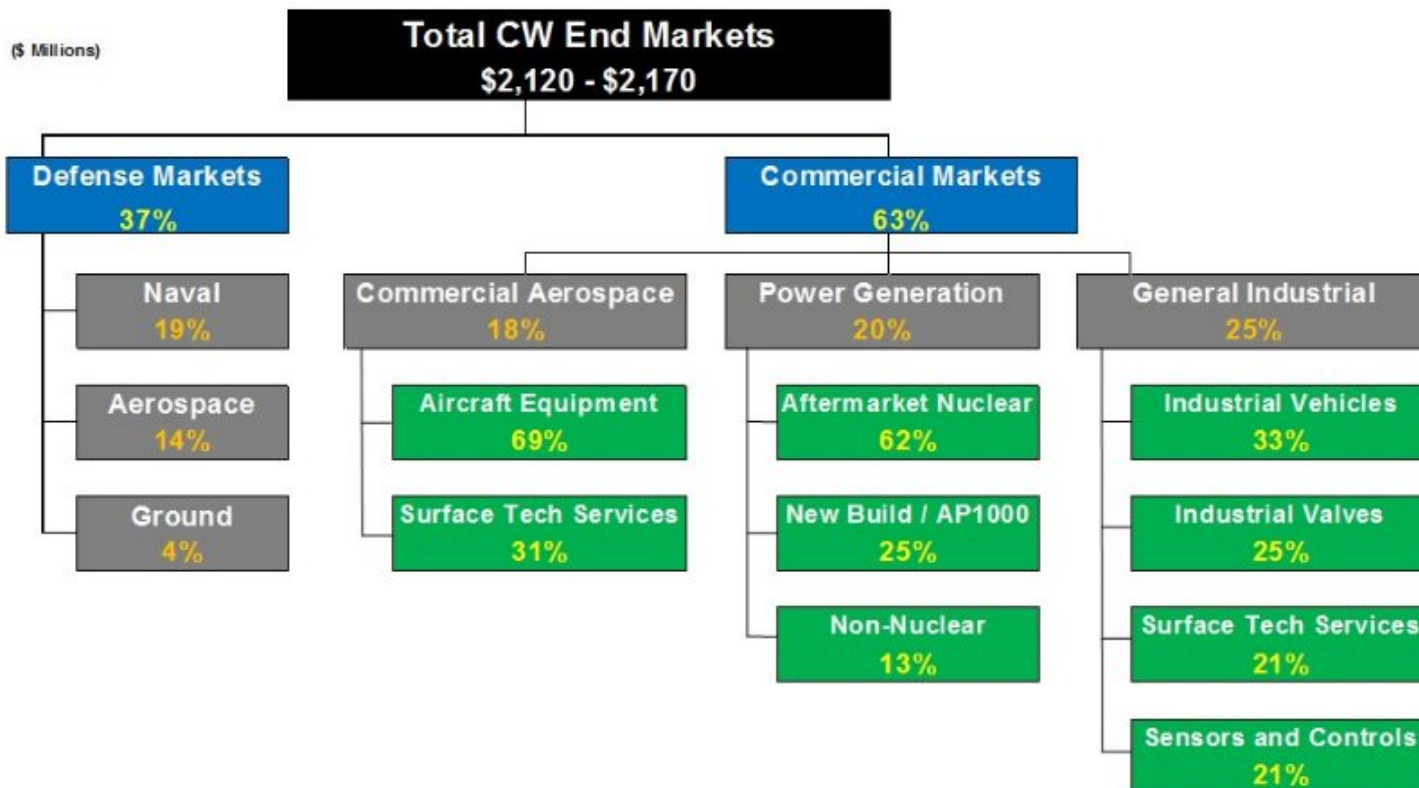
	FY2016E (Prior)	FY2016E (Current)	% of Total Sales
Aero Defense	1 - 3%	Flat	14%
Ground Defense	4 - 6%	(2 - 4%)	4%
Naval Defense	0 - 2%	No change	19%
Total Defense Including Other Defense	Up 2% to 4%	Flat	37%
Commercial Aero	(2 - 4%)	Flat	18%
Power Generation	4 - 6%	0 - 2%	20%
General Industrial	(2 - 6%)	(5 - 9%)	25%
Total Commercial	Down 1% to 3%	Down 2% to 4%	63%
Total Curtiss-Wright	Down 1% to Up 1%	Down 1% to 3%	100%

Total Oil & Gas
exposure: <5% of
CW sales

*The Company's full-year 2016 guidance reflects growth rates compared to 2015 Pro Forma results, which excludes the one-time China AP1000 fee of \$20 million recognized in the fourth quarter of 2015. This affects 2016 growth rates for Power Generation, Total Commercial and Total Curtiss-Wright sales.

2016 End Market Sales Waterfall (Guidance as of July 27, 2016)

Updated



Note: Percentages in chart relate to Full-Year 2016 sales

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

Sensors and Controls:
Sensors, controls and industrial automation equipment

Non-GAAP Reconciliation

Three Months Ended
June 30,
2016 vs 2015

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	(4%)	(16%)	(4%)	(30%)	6%	1011%	(2%)	0%
Acquisitions	0%	0%	0%	0%	0%	0%	0%	0%
Foreign Currency	(1%)	2%	(1%)	6%	(0%)	(3%)	(0%)	4%
Total	(5%)	(14%)	(5%)	(24%)	6%	1008%	(2%)	4%

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