UNITED STATES
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 31, 2019

CURTISS-WRIGHT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-134	13-0612970
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

130 Harbour Place Drive, Suite 300 Davidson, North Carolina	28036
(Address of Principal Executive Offices)	(Zip Code)

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

Not applicable
(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))

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. ☐

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

SECTION 2 – FINANCIAL INFORMATION

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION .

On Wednesday, July 31, 2019, the Company issued a press release announcing financial results for the second quarter ended June 30, 2019. A conference call and webcast presentation will be held on Thursday, August 1, 2019 at 9:00 am EDT for management to discuss the Company's second quarter 2019 performance as well as updates to 2019 financial 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 3281937

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 31, 2019

99.2 Presentation shown during investor and securities analyst webcast on August 1, 2019

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 31, 2019

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated July 31, 2019
99.2	Presentation shown during investor and securities analyst webcast on August 1, 2019

Exhibit 99.1

Curtiss-Wright Reports Second Quarter 2019 Financial Results and Reaffirms Full-Year 2019 Guidance

DAVIDSON, N.C.--(BUSINESS WIRE)--July 31, 2019--Curtiss-Wright Corporation (NYSE: CW) reports financial results for the second quarter ended June 30, 2019.

Second Quarter 2019 Highlights:

- Reported diluted earnings per share (EPS) of $1.86, with Adjusted diluted EPS of $1.90 (defined below), up 11% and 6%, respectively, compared with the prior year;
- Net sales of $639 million, up 3%;
- Reported operating income of $106 million, with Adjusted operating income of $108 million;
- Reported operating margin of 16.5%, with Adjusted operating margin of 16.8%;
- Reported free cash flow of $76 million, with Adjusted free cash flow of $80 million; and
- Share repurchases of approximately $13 million.

Maintaining Full-Year Adjusted 2019 Business Outlook (compared with Adjusted full-year 2018):

- Sales growth of 4 - 6%
- Adjusted operating income growth of 6 - 9%
- Adjusted operating margin range of 16.2% to 16.3%, up 40 - 50 basis points
- Adjusted diluted EPS range of $7.00 to $7.15, up 10 - 12%; and
- Adjusted free cash flow range of $330 to $340 million, representing a free cash flow conversion rate of approximately 110%.

“Our second quarter results were led by strong 11% sales growth in our defense markets, improved profitability in the Commercial/Industrial and Power segments, and the benefits of our ongoing margin improvement initiatives,” said David C. Adams, Chairman and CEO of Curtiss-Wright Corporation. “Our results also included a $4 million planned ramp up in research and development investments to support our long-term organic growth.”

“Looking ahead to the remainder of 2019, we are reaffirming our full-year guidance for sales, operating income, operating margin, diluted EPS and free cash flow. We are projecting another solid operational performance including higher sales in all end markets, strong margin expansion and solid free cash flow generation, as we continue to deliver significant long-term value to our shareholders.”

Second Quarter 2019 Operating Results

(In millions)	**2Q-2019**	**2Q-2018**	**Change**
Sales	$ 639.0	$ 620.3	3%
Reported operating income	$ 105.7	$ 102.1	4%
Adjustments (1)	2.0	7.0	
Adjusted operating income (1)	$ 107.7	$ 109.1	(1%)
Adjusted operating margin (1)	16.8%	17.6%	(80 bps)

(1) Adjusted results exclude one-time inventory step-up, backlog amortization and transaction costs for current and prior year acquisitions of TCG in 2019 (Defense segment) and DRG in 2018 (Power segment), respectively, and one-time transition and IT security costs associated with the relocation of our DRG business.

- Sales of $639 million, up $19 million, or 3%, compared with the prior year (3% organic, 1% acquisitions, 1% unfavorable foreign currency translation);
- From an end market perspective, total sales to the defense markets increased 11%, or 10% organically, led by strong growth in ground and naval defense, while total sales to the commercial markets decreased 3%, as higher commercial aerospace sales were more than offset by reduced power generation sales, compared with the prior year. Please refer to the accompanying tables for a breakdown of sales by end market;
- Reported operating income was $106 million, up 4% compared with the prior year, while reported operating margin was flat at 16.5%;
- Adjusted operating income of $108 million, nearly flat compared with the prior year, principally reflects higher defense revenues in the Commercial/Industrial and Power segments, offset by reduced operating income on flat sales in the Defense segment and higher non-segment expenses;
- Adjusted operating margin of 16.8%, down 80 basis points compared with the prior year, primarily reflects reduced profitability and higher research and development expenses in the Defense segment, partially offset by favorable overhead absorption on higher naval defense revenues in the Power segment, as well as increased operating income and the benefits of our ongoing margin improvement initiatives in the Commercial/Industrial segment;
- Operating results included a gain on the sale of a building that was originally expected in the third quarter of 2019 and provided a $4 million benefit to current quarter results; and
- Non-segment expenses of $10 million increased by $3 million compared with the prior year, primarily due to higher corporate expenses.

Net Earnings and Diluted EPS

(In millions, except EPS)	2Q-2019	2Q-2018	Change
Reported net earnings	$ 80.1	$ 74.8	7%
Adjustments (1)	2.0	7.0	
Tax impact on Adjustments (1)	(0.5)	(1.6)	
Adjusted net earnings (1)	$ 81.6	$ 80.2	2%
Reported diluted EPS	$ 1.86	$ 1.68	11%
Adjustments (1)	0.05	0.16	
Tax impact on Adjustments (1)	(0.01)	(0.04)	
Adjusted diluted EPS (1)	$ 1.90	$ 1.80	6%

(1) Adjusted results exclude one-time inventory step-up, backlog amortization and transaction costs for current and prior year acquisitions, and one-time transition and IT security costs associated with the relocation of our DRG business.

- Reported net earnings of $80 million, up $5 million, or 7%, reflecting higher segment operating income and lower interest expense, partially offset by higher corporate expenses;
- Reported diluted EPS of $1.86, up $0.18, or 11%, compared with the prior year, reflecting higher segment operating income, lower interest expense and a lower share count, partially offset by higher corporate expenses;
- Adjusted net earnings of $82 million, up $2 million, or 2%, and Adjusted diluted EPS of $1.90, up $0.10, or 6%, compared with the prior year; and
- Effective tax rate (ETR) of 22.7% was essentially flat with the prior year quarter.

Free Cash Flow

(In millions)	**2Q-2019**	**2Q-2018**	**Change**
Net cash used for operating activities	$ 92.2	$ 97.9	(6%)
Capital expenditures	(16.4)	(10.9)	(51%)
Reported free cash flow	$ 75.8	$ 87.1	(13%)
Adjustment to capital expenditures (DRG facility investment) (1)	4.0	-	-
Adjusted free cash flow (1)	$ 79.8	$ 87.1	(8%)

(1) Adjusted free cash flow excludes second quarter 2019 capital spending in accordance with the Company's planned $20 million capital investment related to the new, state-of-the-art naval facility principally for DRG.

- Reported free cash flow of $76 million, defined as cash flow from operations less capital expenditures, decreased $11 million, or 13%, compared with the prior year, primarily driven by timing of supplier payments and higher capital expenditures;
- Capital expenditures increased by approximately $6 million to $16 million compared with the prior year, primarily due to higher capital investments within the Power segment, including a $4 million investment related to the new, state-of-the-art naval facility for the DRG business; and
- Adjusted free cash flow, which excludes the facility investment in the current period, decreased $7 million to $80 million, principally due to the timing of supplier payments.

New Orders and Backlog

- Year-to-date, new orders of $1.3 billion increased 3% compared with the prior year period, led by strong organic growth in naval defense orders; and
- Backlog of $2.2 billion increased 10% from December 31, 2018.

Other Items – Share Repurchase

- During the second quarter, the Company repurchased 109,436 shares of its common stock for approximately $13 million; and
- Year-to-date, the Company repurchased 216,708 shares for approximately $25 million.

Second Quarter 2019 Segment Performance

Commercial/Industrial

(In millions)	**2Q-2019**	**2Q-2018**	**Change**
Sales	$ 318.3	$ 312.5	2%
Reported operating income	$ 56.2	$ 51.7	9%
Reported operating margin	17.7%	16.6%	110 bps

- Sales of $318 million, up $6 million, or 2%, compared with the prior year (3% organic, 1% unfavorable foreign currency translation);
- Strong sales growth in the aerospace and naval defense markets was led by higher sales of actuation systems on the F-35 program and higher sales of valves on the Virginia class submarine program, respectively;
- Commercial aerospace market sales growth was led by higher OEM sales of sensors;
- Lower power generation market sales reflect reduced international sales of surface technology services and valves;
- General industrial market sales were essentially flat, as solid demand for industrial valves and industrial controls were offset by reduced sales of surface treatment services; and
- Reported operating income was $56 million, up 9%compared with the prior year, while reported operating margin increased 110 basis points to 17.7%, principally driven by the benefits of our ongoing margin improvement initiatives and the aforementioned gain on the sale of a building, partially offset by increased research and development expenses and the impact from tariffs.

Defense

(In millions)	**2Q-2019**	**2Q-2018**	**Change**
Sales	$ 145.0	$ 146.2	(1%)
Reported operating income	$ 29.7	$ 38.6	(23%)
Adjustments (1)	0.9	-	-
Adjusted operating income (1)	$ 30.5	$ 38.6	(21%)
Adjusted operating margin (1)	21.0%	26.4%	(540 bps)

(1) Adjusted results exclude one-time backlog amortization and transaction costs for current year acquisition.

- Sales of $145 million, down $1 million, or 1%, compared with the prior year ((3%) organic, 3% acquisition, 1% unfavorable foreign currency translation);
- Aerospace defense market sales were essentially flat, as higher sales of tactical data link equipment (TCG acquisition) were offset by lower sales of embedded computing equipment on various programs;
- Ground defense market revenues increased principally due to higher sales on the Abrams tank platform;
- Lower naval defense market revenues were the result of reduced sales of embedded computing equipment on various programs;
- Lower general industrial market revenues reflect reduced industrial controls sales due to the timing of an automotive contract completed last year;
- Reported operating income was $30 million, with Reported operating margin of 20.5%; and
- Adjusted operating income of $31 million, down $8 million, or 21%, compared with the prior year, while Adjusted operating margin decreased 540 basis points to 21.0%, reflecting unfavorable mix and higher research and development expenses in the current year, as well as favorable contract adjustments within our naval defense business in the prior year which did not recur.

Power

(In millions)	**2Q-2019**	**2Q-2018**	**Change**
Sales	$ 175.8	$ 161.7	9%
Reported operating income	$ 30.1	$ 19.2	57%
Adjustments (1)	1.2	7.0	
Adjusted operating income (1)	$ 31.2	$ 26.2	19%
Adjusted operating margin (1)	17.8%	16.2%	160 bps

(1) Adjusted results exclude one-time Inventory Step-up, Backlog Amortization and Transaction costs for prior year acquisition, and one-time transition and IT security costs associated with the relocation of our DRG business.

- Sales of $176 million, up $14 million, or 9%, compared with the prior year;
- Strong naval defense market sales were driven by higher Virginia class submarine and CVN-80 aircraft carrier revenues, as well as solid spares and service center revenues;
- Reduced power generation market sales reflect timing of production on the China Direct AP1000 program and lower domestic aftermarket revenues;
- Reported operating income was $30 million, with Reported operating margin of 17.1%; and
- Adjusted operating income was $31 million, up $5 million, or 19% compared with the prior year, while Adjusted operating margin increased 160 basis points to 17.8%, principally reflecting favorable overhead absorption on higher naval defense revenues.

Full-Year 2019 Guidance

The Company is reaffirming its full-year 2019 financial guidance as follows:

(In millions, except EPS)	**2019E Adjusted Guidance (Current) (1)**	**2019E Change vs 2018 Adjusted (1)**
Total Sales	$2,510 - $2,550	Up 4 - 6%
Operating Income	$406 - $415	Up 6 - 9%
Operating Margin	16.2% - 16.3%	Up 40 - 50 bps
Effective Tax Rate	23.0%	
Diluted EPS	$7.00 - $7.15	Up 10 - 12%
Diluted Shares Outstanding	43.3	
Free Cash Flow (2)	$330 - $340	Up 0 - 2%

(1) 2019 Adjusted guidance excludes one-time backlog amortization and transaction costs associated with the acquisition of TCG in the Defense segment, and one-time transition and IT security costs associated with the relocation of our DRG business in the Power segment.
(2) 2019 Adjusted free cash flow guidance excludes a $20 million capital investment in the Power segment related to the new, state-of-the-art naval facility principally for DRG.

A more detailed breakdown of the Company's 2019 guidance by segment and by market can be found in the accompanying schedules.

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Conference Call & Webcast Information

The Company will host a conference call to discuss its second quarter financial results and business outlook at 9:00 a.m. EDT on Thursday, August 1, 2019. 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 June 30,		Change		Six Months Ended June 30,		Change	
	2019	2018	$	%	2019	2018	$	%
Product sales	$ 532,253	$ 511,676	$ 20,577	4%	$ 1,003,852	$ 956,363	$ 47,489	5%
Service sales	106,743	108,622	(1,879)	(2%)	213,458	211,457	2,001	1%
Total net sales	638,996	620,298	18,698	3%	1,217,310	1,167,820	49,490	4%
Cost of product sales	342,726	324,184	18,542	6%	654,682	623,495	31,187	5%
Cost of service sales	66,226	69,614	(3,388)	(5%)	135,711	136,634	(923)	(1%)
Total cost of sales	408,952	393,798	15,154	4%	790,393	760,129	30,264	4%
Gross profit	230,044	226,500	3,544	2%	426,917	407,691	19,226	5%
Research and development expenses	18,900	15,054	3,846	26%	36,141	30,995	5,146	17%
Selling expenses	30,693	32,665	(1,972)	(6%)	62,170	64,185	(2,015)	(3%)
General and administrative expenses	74,766	76,705	(1,939)	(3%)	150,876	145,937	4,939	3%
Operating income	105,685	102,076	3,609	4%	177,730	166,574	11,156	7%
Interest expense	7,960	9,566	(1,606)	(17%)	15,232	17,770	(2,538)	(14%)
Other income, net	5,871	3,971	1,900	48%	11,349	8,654	2,695	31%
Earnings before income taxes	103,596	96,481	7,115	7%	173,847	157,458	16,389	10%
Provision for income taxes	(23,524)	(21,693)	(1,831)	8%	(38,182)	(39,027)	845	(2%)
Net earnings	$ 80,072	$ 74,788	$ 5,284	7%	$ 135,665	$ 118,431	$ 17,234	15%
Net earnings per share:								
Basic earnings per share	$ 1.87	$ 1.69			$ 3.17	$ 2.68		
Diluted earnings per share	$ 1.86	$ 1.68			$ 3.15	$ 2.66		
Dividends per share	$ 0.17	$ 0.15			$ 0.32	$ 0.30		
Weighted average shares outstanding:								
Basic	42,758	44,124			42,776	44,144		
Diluted	43,024	44,553			43,038	44,604		

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

	June 30, 2019	December 31, 2018	Change %
Assets			
Current assets:			
Cash and cash equivalents	$ 216,344	$ 276,066	(22%)
Receivables, net	636,058	593,755	7%
Inventories, net	436,190	423,426	3%
Other current assets	48,060	50,719	(5%)
Total current assets	1,336,652	1,343,966	(1%)
Property, plant, and equipment, net	375,582	374,660	0%
Goodwill	1,112,781	1,088,032	2%
Other intangible assets, net	433,517	429,567	1%
Operating lease right-of-use assets, net	135,190	—	NM
Other assets	32,918	19,160	72%
Total assets	**$3,426,640**	**$ 3,255,385**	5%
Liabilities			
Current liabilities:			
Current portion of long-term and short-term debt	$ —	$ 243	(100%)
Accounts payable	173,791	232,983	(25%)
Accrued expenses	138,278	166,954	(17%)
Income taxes payable	8,521	5,811	47%
Deferred revenue	243,053	236,508	3%
Other current liabilities	74,226	44,829	66%
Total current liabilities	637,869	687,328	(7%)
Long-term debt	761,476	762,313	0%
Deferred tax liabilities, net	49,929	47,121	6%
Accrued pension and other postretirement benefit costs	97,334	101,227	(4%)
Long-term operating lease liability	117,789	—	NM
Long-term portion of environmental reserves	16,411	15,777	4%
Other liabilities	93,536	110,838	(16%)
Total liabilities	1,774,344	1,724,604	3%
Stockholders' equity			
Common stock, $1 par value	49,187	49,187	0%
Additional paid in capital	116,835	118,234	(1%)
Retained earnings	2,339,703	2,191,471	7%
Accumulated other comprehensive loss	(302,490)	(288,447)	(5%)
Less: cost of treasury stock	(550,939)	(539,664)	(2%)
Total stockholders' equity	1,652,296	1,530,781	8%
Total liabilities and stockholders' equity	**$3,426,640**	**$ 3,255,385**	5%

NM - not meaningful

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2019	**2018**	**Change %**	**2019**	**2018**	**Change %**
Sales:						
Commercial/Industrial	$318,267	$312,463	2%	$ 611,774	$ 609,104	0%
Defense	144,962	146,177	(1%)	265,984	265,078	0%
Power	175,767	161,658	9%	339,552	293,638	16%
Total sales	**$638,996**	**$620,298**	**3%**	**$1,217,310**	**$1,167,820**	**4%**
Operating income (expense):						
Commercial/Industrial	$ 56,236	$ 51,736	9%	$ 95,682	$ 90,961	5%
Defense	29,661	38,641	(23%)	47,314	58,369	(19%)
Power	30,069	19,201	57%	54,288	34,543	57%
Total segments	**$115,966**	**$109,578**	**6%**	**$ 197,284**	**$ 183,873**	**7%**
Corporate and other	(10,281)	(7,502)	(37%)	(19,554)	(17,299)	(13%)
Total operating income	**$105,685**	**$102,076**	**4%**	**$ 177,730**	**$ 166,574**	**7%**
Operating margins:						
Commercial/Industrial	17.7%	16.6%	110bps	15.6%	14.9%	70bps
Defense	20.5%	26.4%	(590bps)	17.8%	22.0%	(420bps)
Power	17.1%	11.9%	520bps	16.0%	11.8%	420bps
Total Curtiss-Wright	**16.5%**	**16.5%**	**0bps**	**14.6%**	**14.3%**	**30bps**
Segment margins	18.1%	17.7%	40bps	16.2%	15.7%	50bps

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2019	**2018**	**Change %**	**2019**	**2018**	**Change %**
Defense markets:						
Aerospace	$ 104,426	$ 99,654	5%	$ 183,213	$ 178,808	2%
Ground	26,394	20,777	27%	47,151	43,296	9%
Naval	149,853	132,347	13%	280,941	235,835	19%
Total Defense	**$ 280,673**	**$ 252,778**	**11%**	**$ 511,305**	**$ 457,939**	**12%**
Commercial markets:						
Aerospace	$ 108,000	$ 104,617	3%	$ 211,222	$ 204,021	4%
Power Generation	93,171	102,316	(9%)	189,652	200,635	(5%)
General Industrial	157,152	160,587	(2%)	305,131	305,225	0%
Total Commercial	**$ 358,323**	**$ 367,520**	**(3%)**	**$ 706,005**	**$ 709,881**	**(1%)**
Total Curtiss-Wright	**$ 638,996**	**$ 620,298**	**3%**	**$1,217,310**	**$1,167,820**	**4%**

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 Company has elected to change the presentation of its financials and guidance to include an Adjusted (non-GAAP) view that excludes first year purchase accounting costs associated with its acquisitions, as well as one-time transition and IT security costs specifically associated with the relocation of the DRG business in the Power segment. Transition costs include relocation of employees and equipment as well as overlapping facility and labor costs associated with the relocation. We believe this Adjusted view will provide improved transparency to the investment community in order to better measure Curtiss-Wright's ongoing operating and financial performance and better comparisons of our key financial metrics to our peers. Reconciliations of "Reported" GAAP amounts to "Adjusted" non-GAAP amounts are furnished within this release.

The following definitions are provided:

Adjusted Operating Income, Operating Margin, Net Income and Diluted EPS

These Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions for current and prior year periods, specifically one-time inventory step-up, backlog amortization and transaction costs, as well as one-time transition and IT security costs associated with the relocation of a business in the current year period.

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,
2019 vs. 2018

	Commercial/Industrial		**Defense**		**Power**		**Total Curtiss-Wright**	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	3%	8%	(3%)	(25%)	9%	57%	3%	3%
Acquisitions	0%	0%	3%	0%	0%	0%	1%	0%
Foreign Currency	(1%)	1%	(1%)	2%	0%	0%	(1%)	1%
Total	2%	9%	(1%)	(23%)	9%	57%	3%	4%

Six Months Ended
June 30,
2019 vs. 2018

	Commercial/Industrial		**Defense**		**Power**		**Total Curtiss-Wright**	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	4%	0%	(21%)	8%	47%	3%	4%
Acquisitions	0%	0%	1%	(1%)	8%	10%	2%	2%
Foreign Currency	(2%)	1%	(1%)	3%	0%	0%	(1%)	1%
Total	0%	5%	0%	(19%)	16%	57%	4%	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. Adjusted free cash flow excludes a capital investment in the Power segment related to the new, state-of-the-art naval facility principally for DRG, and a voluntary contribution to the Company’s corporate defined benefit pension plan made in the first quarter of 2018. 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,	
	2019	2018	2019	2018
Net cash provided by operating activities	$ 92,244	$ 97,947	$40,386	$26,685
Capital expenditures	(16,437)	(10,881)	(33,471)	(19,852)
Free cash flow	$ 75,807	$ 87,066	$ 6,915	$ 6,833
Adjustment to capital expenditures (DRG facility investment)	4,039	—	9,162	—
Voluntary pension payment	—	—	—	50,000
Adjusted free cash flow	$ 79,846	$ 87,066	$16,077	$56,833
Free Cash Flow Conversion	100%	116%	12%	48%

CURTISS-WRIGHT CORPORATION
2019 Guidance
As of July 31, 2019
($'s in millions, except per share data)

	2018 Reported (GAAP)	2018 Adjustments (1) (Non-GAAP)	2018 Adjusted (Non-GAAP)	2019 Reported Guidance (2)(3)(4) (GAAP)		2019 Adjustments (1) (Non-GAAP)	2019 Adjusted Guidance (2)(3)(4) (Non-GAAP)		
				Low	High		Low	High	2019 Chg vs 2018 Adjusted
Sales:									
Commercial/Industrial	$ 1,209	$ -	$ 1,209	$ 1,255	$ 1,275	$ -	$ 1,255	$ 1,275	
Defense	554	-	554	575	585	-	575	585	
Power	648	-	648	680	690	-	680	690	
Total sales	**$ 2,412**	**$ -**	**$ 2,412**	**$ 2,510**	**$ 2,550**	**$ -**	**$ 2,510**	**$ 2,550**	**4 to 6%**
Operating income:									
Commercial/Industrial	$ 183	$ -	$ 183	$ 195	$ 200	$ -	$ 195	$ 200	
Defense	128	-	128	128	131	2	130	133	
Power	99	9	108	109	111	6	115	117	
Total segments	**410**	**9**	**419**	**432 -**	**442**	**8**	**440 -**	**450**	
Corporate and other	(36)	-	(36)	(34)	(36)	-	(34)	(36)	
Total operating income	**$ 374**	**$ 9**	**$ 382**	**$ 398**	**$ 407**	**$ 8**	**$ 406**	**$ 415**	**6 to 9%**
Interest expense	$ (34)	$ -	$ (34)	$ (33)	$ (33)	$ -	$ (33)	$ (33)	
Other income, net	17	-	17	19	19	-	19	19	
Earnings before income taxes	**356**	**9**	**365**	**385**	**393**	**8**	**393**	**401**	
Provision for income taxes	(81)	(2)	(83)	(88)	(90)	(2)	(90)	(92)	
Net earnings	**$ 276**	**$ 7**	**$ 282**	**$ 297**	**$ 303**	**$ 6**	**$ 303**	**$ 309**	
Diluted earnings per share	**$ 6.22**	**$ 0.15**	**$ 6.37**	**$ 6.86**	**$ 7.01**	**$ 0.14**	**$ 7.00**	**$ 7.15**	**10 to 12%**
Diluted shares outstanding	*44.3*		*44.3*	*43.3*	*43.3*		*43.3*	*43.3*	
Effective tax rate	*22.6%*		*22.6%*	*23.0%*	*23.0%*		*23.0%*	*23.0%*	
Operating margins:									
Commercial/Industrial	15.1%	-	15.1%	15.6%	15.7%	-	15.6%	15.7%	50 to 60 bps
Defense	23.2%	-	23.2%	22.2%	22.3%	+40 bps	22.6%	22.7%	(50 to 60 bps)
Power	15.2%	+140 bps	16.6%	16.0%	16.1%	+90 bps	16.9%	17.0%	30 to 40 bps
Total operating margin	**15.5%**	**+30 bps**	**15.8%**	**15.8%**	**15.9%**	**+40 bps**	**16.2%**	**16.3%**	**40 to 50 bps**
Free cash flow (5)	**$ 283**	**$ 50**	**$ 333**	**$ 310**	**$ 320**	**$ 20**	**$ 330**	**$ 340**	

Note: Full year amounts may not add due to rounding

(1) Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions for current and prior year periods, specifically one-time inventory step-up, backlog amortization and transaction costs, as well as one-time transition and IT security costs related to the relocation of the DRG business.

(2) Commercial/Industrial segment 2019 guidance reflects improved profitability due to higher sales and benefits of our ongoing margin improvement initiatives, partially offset by $4 million for tariffs and a $3 million increase in R&D investments.

(3) Defense segment 2019 Reported guidance reflects reduced profitability, despite higher sales, due to a $5 million increase in R&D investments. Adjusted guidance excludes $2 million in first year purchase accounting costs associated with the TCG acquisition.

(4) Power segment 2019 Reported guidance reflects improved profitability due to higher sales, partially offset by a $2 million increase in R&D investments. Adjusted guidance excludes $6 million in one-time transition and IT security costs related to the relocation of the DRG business.

(5) Free Cash Flow is defined as cash flow from operations less capital expenditures. 2018 Adjusted Free Cash Flow excludes a voluntary contribution to the Company's corporate defined benefit pension plan of $50 million. 2019 Adjusted Free Cash Flow guidance excludes a $20 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business.

CURTISS-WRIGHT CORPORATION
2019 Sales Growth Guidance by End Market
As of July 31, 2019

	2019 % Change vs 2018	
	(Prior)	**(Current)**
Defense Markets		
Aerospace	8 - 10%	9 - 11%
Ground	5 - 7%	1 - 2%
Navy	8 - 10%	8 - 10%
Total Defense	**8 - 10%**	**8 - 10%**
Commercial Markets		
Commercial Aerospace	4 - 6%	4 - 6%
Power Generation	1 - 3%	1 - 3%
General Industrial	1 - 3%	1 - 3%
Total Commercial	**1 - 3%**	**1 - 3%**
Total Curtiss-Wright Sales	**4 - 6%**	**4 - 6%**

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 9,000 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, 2018, and subsequent reports filed with the Securities and Exchange Commission.

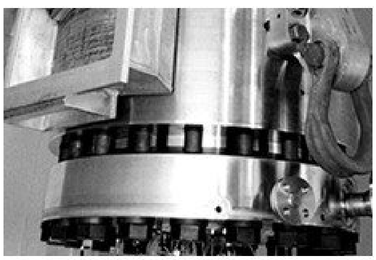
This press release and additional information are available at www.curtisswright.com.

Contacts

Jim Ryan
(704) 869-4621
Jim.Ryan@curtisswright.com

2Q 2019
Earnings Conference Call

August 1, 2019



NYSE: CW

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, our management’s ability to integrate our acquisition, 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 to GAAP financial measures 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.

2019 Second Quarter Performance and Full-Year Business Outlook

Second Quarter 2019 Highlights

- **Net Sales up 3% overall (3% organic)**
  - Strong growth in defense markets, up 11%, including contribution from TCG; 10% organic growth
- **Adjusted Operating Margin of 16.8% driven by improved profitability in C/I and Power segments**
  - Including benefits of ongoing margin improvement initiatives and $4M gain on sale of building
  - Partially offset by $4M overall increase in R&D investments and $1M in tariffs
- **Adjusted Diluted EPS of $1.90, up 6%**
  - Including benefits of lower interest expense and continued share repurchase
- **Adjusted Free Cash Flow of $80 million**

FY 2019 Guidance Highlights

- **Maintaining 2019 guidance reflecting higher YOY Sales, Operating Income, Operating Margin and EPS**
  - Expect sales growth of 4-6%, led by strong growth in aerospace defense and naval defense markets
  - Solid growth in operating income and continued margin expansion of 40-50 bps driving Adjusted diluted EPS growth of 10-12%
- **Maintaining Adjusted FCF guidance range of $330 to $340M; Adj. FCF conversion ~110%**

Notes:
- Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.
- Adjusted operating income, operating margin and diluted EPS for second quarter results and full-year 2019 guidance exclude first year purchase accounting costs associated with current and prior year acquisitions of TCG in 2019 (Defense segment) and DRG in 2018 (Power segment), respectively, specifically one-time inventory step-up, backlog amortization and transaction costs. Adjusted guidance also excludes one-time transition and IT security costs associated with the relocation of the DRG business in the Power segment.
- Free Cash Flow (FCF) is defined as cash flow from operations less capital expenditures. FCF conversion is defined as FCF divided by net earnings from continuing operations. Adjusted FCF guidance excludes a $20 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility. Adjusted FCF Conversion is calculated as Adjusted FCF divided by net earnings from continuing operations.

Second Quarter 2019 End Market Sales Growth

	2Q'19 Change	% of Total Sales
Aero Defense	5%	16%
Ground Defense	27%	4%
Naval Defense	13%	23%
Total Defense	**11%**	**44%**
Commercial Aero	3%	17%
Power Generation	(9%)	15%
General Industrial	(2%)	25%
Total Commercial	**(3%)**	**56%**
Total Curtiss-Wright	**3%**	**100%**

Key Drivers

Defense Markets: Up 11% overall, 10% organic

- **Aerospace Defense**: Higher F-35 sales and benefit of TCG, partially offset by lower defense electronics revenues on various programs
- **Ground Defense**: Higher revenues on Abrams tank platform
- **Naval Defense**: Higher VA class submarine, CVN-80 aircraft carrier, service centers and spares revenues

Commercial Markets: Down 3% overall, down 1% organic

- **Commercial Aerospace**: Higher sales of sensors on OEM platforms
- **Power Generation**: Lower CAP1000 program (timing), domestic aftermarket and surface treatment revenues
- **General Industrial**: Solid demand for industrial valves more than offset by lower sales of industrial controls and surface treatment services

Notes:
Percentages in chart relate to Second Quarter 2019 sales compared with the prior year. Amounts may not add due to rounding.
Any references to organic growth exclude the effects of foreign currency translation, acquisitions and divestitures, unless otherwise noted.

Second Quarter 2019 Adjusted Operating Income / Margin Drivers

($ in millions)	2Q'19 Adjusted[1]	2Q'18 Adjusted[1]	Change vs. 2018 Adjusted[1]	Key Drivers
Commercial / Industrial	$56.2	$51.7	9%	▪ Includes gain on sale of building ▪ Benefit of Op margin improvement initiatives ▪ Partially offset by higher R&D and tariffs
Margin	17.7%	16.6%	110 bps	
Defense	30.5	38.6	(21%)	▪ Unfavorable mix (lower margin systems sales) ▪ Higher R&D ▪ Favorable non-recurring contract adjustments that benefited 2Q'18
Margin	21.0%	26.4%	(540 bps)	
Power	31.2	26.2	19%	▪ Higher revenues and favorable absorption in naval defense
Margin	17.8%	16.2%	160 bps	
Total Segments Adjusted Operating Income	**$118.0**	**$116.5**	**1%**	
Corp & Other	(10.3)	(7.5)	(37%)	▪ Higher FX and other corporate costs
Total CW Adjusted Op Income	**$107.7**	**$109.1**	**(1%)**	
Margin	**16.8%**	**17.6%**	**(80 bps)**	

Note: Amounts may not add down due to rounding.

1) Adjusted operating income and operating margin exclude first year purchase accounting costs, specifically one-time inventory step-up, backlog amortization and transaction costs for current and prior year acquisitions of TCG in 2019 (Defense segment) and DRG in 2018 (Power segment), respectively, and one-time transition and IT security costs of $6 million associated with the relocation of our DRG business in the Power segment.

2019E End Market Sales Growth (Guidance as of July 31, 2019)

Updated

	2019E (Prior)	2019E (Current)	2019E % of Total Sales
Aero Defense	8 - 10%	9 - 11%	16%
Ground Defense	5 - 7%	1 - 2%	4%
Naval Defense	8 - 10%	No change	21%
Total Defense	**8 - 10%**	**No change**	**41%**
Commercial Aero	4 - 6%	No change	17%
Power Generation	1 - 3%	No change	17%
General Industrial	1 - 3%	No change	25%
Total Commercial	**1 - 3%**	**No change**	**59%**
Total Curtiss-Wright	**4 - 6%**	**No change**	**100%**

Synchronized Growth Continues in 2019

Note: Amounts may not add down due to rounding.

CURTISS-WRIGHT

2019E Financial Outlook (Guidance as of July 31, 2019)

Re-Affirm Full-Year

($ in millions)	2019E Adjusted [(1)]	2019E Change vs 2018 Adjusted [(1)]
Commercial / Industrial	$1,255 - 1,275	*4 - 5%*
Defense	$575 - 585	*4 - 5%*
Power	$680 - 690	*5 - 7%*
Total Sales	**$2,510 - 2,550**	***4 - 6%***
Commercial / Industrial Margin	$195 - 200 15.6% - 15.7%	*7 - 10%* *+50 - 60 bps*
Defense Margin	$130 - 133 22.6% - 22.7%	*1 - 3%* *(50 - 60 bps)*
Power Margin	$115 - 117 16.9% - 17.0%	*7 - 9%* *30 - 40 bps*
Corporate and Other	($34 - 36)	*(0 - 5%)*
Total Op. Income **CW Margin**	**$406 - 415** **16.2% - 16.3%**	***6 - 9%*** ***+40 - 50 bps***
Diluted EPS	**$7.00 - 7.15**	***10 - 12%***

Note: Amounts may not add down due to rounding.

1) 2019 Adjusted guidance excludes first year purchase accounting costs of $2 million associated with the TCG acquisition in the Defense segment, specifically one-time backlog amortization and transaction costs, and one-time transition and IT security costs of $6 million associated with the relocation of our DRG business in the Power segment.

2019E Financial Outlook (Guidance as of July 31, 2019)

Re-Affirm Full-Year

($ in millions)	2019E Reported	Adjustments (2)	2019E Adjusted (2)
Free Cash Flow(1)	**$310 - 320**	**$20**	**$330 - 340**
Free Cash Flow Conversion(1)	~105%		~110%
Capital Expenditures	$75 - 85		$75 - 85
Depreciation & Amortization	$100 - 110		$100 - 110

Notes:

1) Free Cash Flow is defined as cash flow from operations less capital expenditures. Free Cash Flow Conversion is calculated as free cash flow divided by net earnings from continuing operations. Adjusted Free Cash Flow Conversion is calculated as adjusted free cash flow divided by net earnings from continuing operations.
2) 2019 Adjusted Free Cash Flow guidance excludes a $20 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business.

Assessing Impact of Various External Factors

Topic	Impact to CW	Level of concern
Boeing LTA Extension	▪ Recently signed agreement for actuation equipment	None
Tariffs (AP1000)	▪ Pertaining to 2015 CAP1000 order, tariffs not an issue; licensing granted to ship all RCPs to China	None
Tariffs (China)	▪ Guided for ($4M) impact to C/I segment operating income in 2019 (valves, vehicles) ▪ Increase prices where possible ▪ Utilize alternate sourcing, where appropriate	Low
AP1000 Sanmen 2	▪ TBD when Root Cause Analysis is complete ▪ CW maintains multi-year warranty on RCPs ▪ Liability limited to cost to repair or replace a part	TBD

Remain on Track to Deliver Strong 2019 Results

- Higher sales in all end markets driving overall growth of 4 - 6%
- Continued operating margin expansion, up 40 - 50 bps
  - Adjusted operating margin of 16.2% - 16.3%
  - Driven by improved sales outlook and benefit of ongoing margin improvement initiatives
  - Despite increased R&D investments ($10M) and tariffs ($4M)
- Solid growth in adjusted diluted EPS, up 10 - 12%
- Adjusted free cash flow remains solid; FCF conversion ~110%
  - Driven by higher earnings and efficient working capital management

Notes:
- Adjusted operating margin and diluted EPS guidance excludes first year purchase accounting costs associated with the TCG acquisition in the Defense segment, specifically one-time backlog amortization and transaction costs, and one-time transition and IT security costs associated with the relocation of our DRG business in the Power segment.
- Adjusted Free Cash Flow is defined as cash flow from operations less capital expenditures, and excludes a $20 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business.

Appendix

Non-GAAP Financial Results

The company reports its financial performance in accordance with accounting principles generally accepted in the United States of America ("GAAP"). This press release refers to "Adjusted" amounts, which are Non-GAAP financial measures described below.

We utilize a number of different financial measures in analyzing and assessing the overall performance of our business, and in making operating decisions, forecasting and planning for future periods. We consider the use of the non-GAAP measures to be helpful in assessing the performance of the ongoing operation of our business. We believe that disclosing non-GAAP financial measures provides useful supplemental data that, while not a substitute for financial measures prepared in accordance with GAAP, allows for greater transparency in the review of our financial and operational performance.

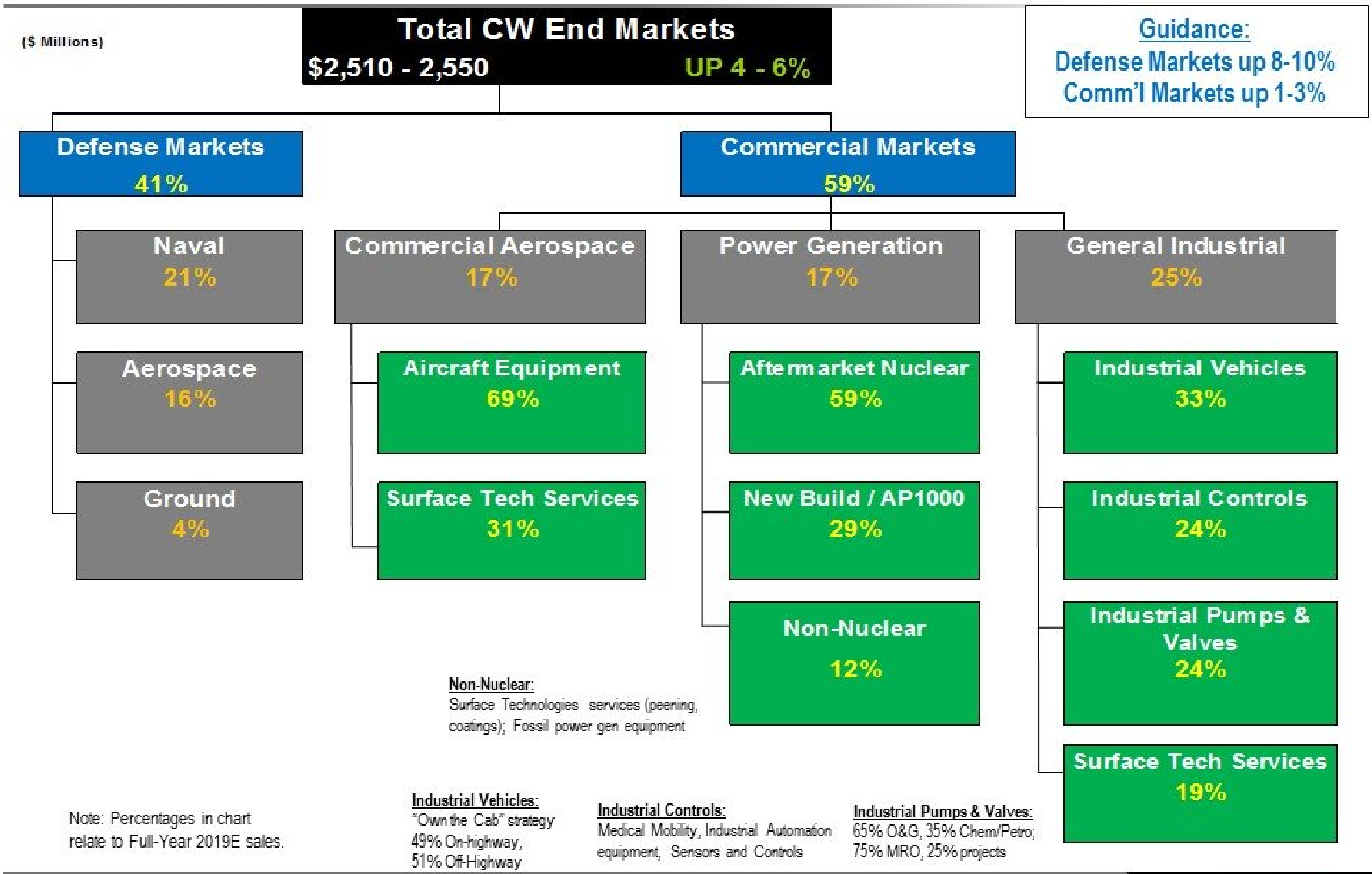
The Company has elected to change the presentation of its financials and guidance to include an Adjusted (non-GAAP) view that excludes first year purchase accounting costs associated with its acquisitions, as well as one-time transition and IT security costs specifically associated with the relocation of the DRG business in the Power segment. Transition costs include relocation of employees and equipment as well as overlapping facility and labor costs associated with the relocation. We believe this Adjusted view will provide improved transparency to the investment community in order to better measure Curtiss-Wright's ongoing operating and financial performance and better comparisons of our key financial metrics to our peers.

Reconciliations of "Reported" GAAP amounts to "Adjusted" non-GAAP amounts are furnished with this presentation. All per share amounts are reported on a diluted basis.

The following definitions are provided:

Adjusted Operating Income, Operating Margin, Net Income and Diluted EPS
These Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions for current and prior year periods, specifically one-time inventory step-up, backlog amortization and transaction costs, as well as one-time transition and IT security costs associated with the relocation of a business in the current year period.

FY2019E End Market Sales Waterfall (Guidance as of July 31, 2019)



CURTISS-WRIGHT

Non-GAAP Reconciliation – Organic Results

Three Months Ended
June 30,
2019 vs. 2018

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	3%	8%	(3%)	(25%)	9%	57%	3%	3%
Acquisitions	0%	0%	3%	0%	0%	0%	1%	0%
Foreign Currency	(1%)	1%	(1%)	2%	0%	0%	(1%)	1%
Total	2%	9%	(1%)	(23%)	9%	57%	3%	4%

Six Months Ended
June 30,
2019 vs. 2018

	Commercial/Industrial		Defense		Power		Total Curtiss-Wright	
	Sales	Operating income	Sales	Operating income	Sales	Operating income	Sales	Operating income
Organic	2%	4%	0%	(21%)	8%	47%	3%	4%
Acquisitions	0%	0%	1%	(1%)	8%	10%	2%	2%
Foreign Currency	(2%)	1%	(1%)	3%	0%	0%	(1%)	1%
Total	0%	5%	0%	(19%)	16%	57%	4%	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

CURTISS-WRIGHT

Non-GAAP Reconciliations – 2Q 2019 Results

(In millions, except EPS)	2Q-2019	2Q-2018	Change
Sales	**$ 639.0**	**$ 620.3**	**3%**
Reported operating income (GAAP)	**$ 105.7**	**$ 102.1**	**4%**
Adjustments (1)	2.0	7.0	-
Adjusted operating income (Non-GAAP)	**$ 107.7**	**$ 109.1**	**(1%)**
Adjusted operating margin (Non-GAAP)	**16.8%**	**17.6%**	**(80 bps)**
Reported net earnings (GAAP)	**$ 80.1**	**$ 74.8**	**7%**
Adjustments (1)	2.0	7.0	-
Tax impact on Adjustments (1)	(0.5)	(1.6)	-
Adjusted net earnings (Non-GAAP)	**$ 81.6**	**$ 80.2**	**2%**
Reported diluted EPS (GAAP)	**$ 1.86**	**$ 1.68**	**11%**
Adjustments (1)	$0.05	$0.16	-
Tax impact on Adjustments (1)	($0.01)	($0.04)	-
Adjusted diluted EPS (Non-GAAP)	**$ 1.90**	**$ 1.80**	**6%**

(1) Adjusted operating income, operating margin, net income and diluted EPS results exclude first year purchase accounting costs associated with current and prior year acquisitions, and one-time transition and IT security costs of $6 million associated with the relocation of our DRG business in the Power segment.

CURTISS-WRIGHT

Non-GAAP Reconciliation – 2019 vs. 2018 Adjusted

CURTISS-WRIGHT CORPORATION
2019 Guidance
As of July 31, 2019
($'s in millions, except per share data)

	2018 Reported (GAAP)	2018 Adjustments [1] (Non-GAAP)	2018 Adjusted (Non-GAAP)	2019 Reported Guidance [2][3][4] (GAAP) Low	2019 Reported Guidance (GAAP) High	2019 Adjustments [1] (Non-GAAP)	2019 Adjusted Guidance [2][3][4] (Non-GAAP) Low	2019 Adjusted Guidance (Non-GAAP) High	2019 Chg vs 2018 Adjusted
Sales:									
Commercial/Industrial	$ 1,209	$ -	$ 1,209	$ 1,255	$ 1,275	$ -	$ 1,255	$ 1,275	
Defense	554	-	554	575	585	-	575	585	
Power	648	-	648	680	690	-	680	690	
Total sales	**$ 2,412**	**$ -**	**$ 2,412**	**$ 2,510**	**$ 2,550**	**$ -**	**$ 2,510**	**$ 2,550**	**4 to 6%**
Operating income:									
Commercial/Industrial	$ 183	$ -	$ 183	$ 195	$ 200	$ -	$ 195	$ 200	
Defense	128	-	128	128	131	2	130	133	
Power	99	9	108	109	111	6	115	117	
Total segments	**410**	**9**	**419**	**432**	**442**	**8**	**440**	**450**	
Corporate and other	(36)	-	(36)	(34)	(36)	-	(34)	(36)	
Total operating income	**$ 374**	**$ 9**	**$ 382**	**$ 398**	**$ 407**	**$ 8**	**$ 406**	**$ 415**	**6 to 9%**
Interest expense	$ (34)	$ -	$ (34)	$ (33)	$ (33)	$ -	$ (33)	$ (33)	
Other income, net	17	-	17	19	19	-	19	19	
Earnings before income taxes	**356**	**9**	**365**	**385**	**393**	**8**	**393**	**401**	
Provision for income taxes	(81)	(2)	(83)	(88)	(90)	(2)	(90)	(92)	
Net earnings	**$ 276**	**$ 7**	**$ 282**	**$ 297**	**$ 303**	**$ 6**	**$ 303**	**$ 309**	
Diluted earnings per share	**$ 6.22**	**$ 0.15**	**$ 6.37**	**$ 6.86**	**$ 7.01**	**$ 0.14**	**$ 7.00**	**$ 7.15**	**10 to 12%**
Diluted shares outstanding	*44.3*		*44.3*	*43.3*	*43.3*		*43.3*	*43.3*	
Effective tax rate	*22.6%*		*22.6%*	*23.0%*	*23.0%*		*23.0%*	*23.0%*	
Operating margins:									
Commercial/Industrial	15.1%	-	15.1%	15.6%	15.7%	-	15.6%	15.7%	50 to 60 bps
Defense	23.2%	-	23.2%	22.2%	22.3%	+40 bps	22.6%	22.7%	(50 to 60 bps)
Power	15.2%	+140 bps	16.6%	16.0%	16.1%	+90 bps	16.9%	17.0%	30 to 40 bps
Total operating margin	**15.5%**	**+30 bps**	**15.8%**	**15.8%**	**15.9%**	**+40 bps**	**16.2%**	**16.3%**	**40 to 50 bps**
Free cash flow [5]	**$ 283**	**$ 50**	**$ 333**	**$ 310**	**$ 320**	**$ 20**	**$ 330**	**$ 340**	

Note: Full year amounts may not add due to rounding

(1) Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions for current and prior year periods, specifically one-time inventory step-up, backlog amortization and transaction costs, as well as one-time transition and IT security costs related to the relocation of the DRG business.

(2) Commercial/Industrial segment 2019 guidance reflects improved profitability due to higher sales and benefits of our ongoing margin improvement initiatives, partially offset by $4 million for tariffs and a $3 million increase in R&D investments.

(3) Defense segment 2019 Reported guidance reflects reduced profitability, despite higher sales, due to a $5 million increase in R&D investments. Adjusted guidance excludes $2 million in first year purchase accounting costs associated with the TCG acquisition.

(4) Power segment 2019 Reported guidance reflects improved profitability due to higher sales, partially offset by a $2 million increase in R&D investments. Adjusted guidance excludes $6 million in one-time transition and IT security costs related to the relocation of the DRG business.

(5) Free Cash Flow is defined as cash flow from operations less capital expenditures. 2018 Adjusted Free Cash Flow excludes a voluntary contribution to the Company's corporate defined benefit pension plan of $50 million. 2019 Adjusted Free Cash Flow guidance excludes a $20 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business.