

GOODRICH CORP  
Form DEFA14A  
October 19, 2011

**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): October 13, 2011**

**GOODRICH CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**New York**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-892**  
**(Commission**

**File Number)**

**34-0252680**  
**(IRS Employer**

**Identification No.)**

**Four Coliseum Centre,**

**28217**

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2730 West Tyvola Road,

Charlotte, North Carolina

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (704) 423-7000

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:

- ☐ 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 13, 2011, Goodrich Corporation ( Goodrich ) and Terrence G. Linnert entered into an amendment to the Management Continuity Agreement between Goodrich and Mr. Linnert to remove certain mandatory retirement provisions.

A copy of the amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

The information contained in Item 5.02 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit Number | Description                                                                                             |
|----------------|---------------------------------------------------------------------------------------------------------|
| 10.1           | First Amendment to Management Continuity Agreement between Goodrich Corporation and Terrence G. Linnert |

**SIGNATURE**

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

**GOODRICH CORPORATION**

By: /s/ Scott E. Kuechle  
Scott E. Kuechle  
Executive Vice President and Chief Financial  
Officer

Date: October 19, 2011

**EXHIBIT INDEX**

| Exhibit Number | Description                                                                                                |
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