

GOODRICH CORP
Form PRER14A
December 06, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Goodrich Corporation

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: common stock, par value \$5 per share

(2) Aggregate number of securities to which transaction applies: 125,222,805 outstanding shares of common stock and awards (including options to purchase shares) for which 6,040,198 shares of common stock are issuable.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \$127.50 per outstanding share of common stock plus \$575,213,056 in the aggregate to cash out options to purchase shares of common stock and other awards.

(4) Proposed maximum aggregate value of transaction: \$16,541,120,694

(5) Total fee paid: \$1,895,613

Fee paid previously with preliminary materials.

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY COPY

[], 2011

Dear Fellow Shareholders:

You are cordially invited to attend a special meeting of shareholders of Goodrich Corporation, which is referred to as Goodrich, to be held on [], at [] (Eastern Time), at Goodrich's headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina, unless postponed to a later date.

At the special meeting, we will ask you to (1) adopt a merger agreement among Goodrich, United Technologies Corporation, which is referred to as UTC, and Charlotte Lucas Corporation, a wholly owned subsidiary of UTC, (2) approve a merger-related named executive officer compensation proposal, and (3) adjourn the special meeting, if necessary, in order to further solicit proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement. If the merger agreement is adopted and the merger is completed, Goodrich will become a wholly owned subsidiary of UTC and each of your shares of Goodrich common stock will be converted into the right to receive \$127.50 in cash, without interest.

The proxy statement accompanying this letter is furnished in connection with the solicitation by the Board of Directors of Goodrich of proxies to be used at the special meeting.

The Board of Directors of Goodrich, which is referred to as the Board, has carefully reviewed and considered the terms and conditions of the proposed merger. Based on its review, the Board has determined that the merger is fair to and in the best interests of Goodrich and its shareholders. **Accordingly, the Board has unanimously approved the merger agreement and unanimously recommends that you vote FOR the adoption of the merger agreement, FOR approval of the merger-related named executive officer compensation proposal and, if necessary, FOR the adjournment proposal.**

Your vote is very important. The merger cannot be completed unless holders of at least two-thirds of the shares of Goodrich common stock outstanding and entitled to vote at the special meeting vote to adopt the merger agreement.

Only holders of record of shares of Goodrich common stock at the close of business on [], 2011, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements thereof.

Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and return it promptly in the enclosed postage-paid return envelope, or give your proxy by telephone or over the Internet by following the instructions on the proxy card. You may revoke the proxy at any time prior to its exercise at the special meeting in the manner described in the proxy statement accompanying this letter. Completing a proxy now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. Your vote in person at the special meeting will supersede any previously submitted proxy.

If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the special meeting.

If you fail to return your proxy or to attend the special meeting in person, your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a

vote AGAINST the adoption of the merger agreement.

The proxy statement accompanying this letter explains the proposed merger, the merger agreement and the merger-related named executive officer compensation proposal, and provides specific information concerning the special meeting. Please read the entire proxy statement carefully.

Sincerely,

[Marshall O. Larsen]
[Chairman & Chief Executive Officer]

This Proxy Statement is dated [], 2011, and is first being mailed to Goodrich shareholders on or about [], 2011.

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**Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217**

NOTICE TO SHAREHOLDERS

A special meeting of shareholders of Goodrich Corporation, which is referred to as Goodrich, will be held at [] (Eastern Time), on [], at Goodrich's headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina, unless postponed to a later date. The special meeting is being held to consider and vote upon the following proposals:

1. To adopt the Agreement and Plan of Merger, dated as of September 21, 2011, as such agreement may be amended from time to time in accordance with its terms, by and among Goodrich, United Technologies Corporation, which is referred to as UTC, and Charlotte Lucas Corporation, a wholly owned subsidiary of UTC. If the merger agreement is adopted and the merger is completed, Goodrich will become a wholly owned subsidiary of UTC and each outstanding share of Goodrich common stock will be converted into the right to receive \$127.50 in cash, without interest.
2. To approve, on a non-binding advisory basis, the compensation to be paid to Goodrich's named executive officers that is based on or otherwise relates to the merger, discussed under the section entitled "The Merger - Interests of Goodrich's Directors and Executive Officers in the Merger - Potential Payments Upon a Termination of Employment in Connection with a Change of Control," beginning on page [] (we refer to this proposal as the merger-related named executive officer compensation proposal).
3. To approve adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

Only holders of record of shares of Goodrich common stock at the close of business on [], 2011, the record date for the special meeting, are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements thereof. Each share of common stock is entitled to vote on all matters that properly come before the special meeting and is entitled to one vote on each matter properly brought before the special meeting.

The Board of Directors of Goodrich, which is referred to as the Board, unanimously recommends that Goodrich shareholders vote FOR the adoption of the merger agreement. Goodrich cannot complete the merger unless the merger agreement is adopted by the affirmative vote of the holders of at least two-thirds of the shares of Goodrich common stock outstanding and entitled to vote at the special meeting.

The Board also unanimously recommends that Goodrich shareholders vote FOR the merger-related named executive officer compensation proposal and FOR any adjournment of the special meeting to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

The attached proxy statement describes the proposed merger, the actions to be taken in connection with the merger and the merger-related named executive officer compensation proposal, and provides additional information about the parties involved. A proxy for use at the meeting in the form accompanying this Notice is hereby solicited on behalf of the Board from holders of Goodrich common stock.

Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and return it promptly in the enclosed postage-paid return envelope, or give your proxy by telephone or over the Internet by following the instructions on the proxy card. You may revoke the proxy at any time prior to its exercise at the special meeting in the manner described in the attached proxy statement. Completing a proxy

now will not prevent you from being able to vote at the special meeting by attending in person and casting a vote. Your vote at the special meeting will supersede any previously submitted proxy.

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If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the special meeting.

If you fail to return your proxy or to attend the special meeting in person, your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote AGAINST the adoption of the merger agreement.

Please do not send any stock certificates at this time.

By Order of the Board of Directors,

Frank A. DiPiero
Secretary

[], 2011

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ADDITIONAL INFORMATION

This document incorporates important business and financial information about Goodrich Corporation from documents that are not included in or delivered with this document. See **Additional Information** on page []. You can obtain documents incorporated by reference in this document by requesting them in writing or by telephone from Goodrich Corporation, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217, Attn: Corporate Secretary. You will not be charged for any of these documents that you request. If you wish to request documents, you should do so by [], 2011 in order to receive them before the special meeting.

If you have any questions about the merger or if you need additional copies of the proxy statement or the enclosed proxy card, you should contact us at: [], or you may contact Phoenix Advisory Partners, our proxy solicitor, at:

Phoenix Advisory Partners
110 Wall Street, 27th Floor
New York, NY 10005
Banks and Brokers Call: (212) 493-3910
All Others Call Toll Free: (877) 478-5038

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SUMMARY

This summary highlights selected information from this proxy statement and may not contain all of the information that is important to you. You should carefully read this entire proxy statement, including the attached annexes, and the other documents to which we have referred you. We sometimes make reference to Goodrich Corporation and its subsidiaries in this proxy statement by using the terms Goodrich, the Company, we, our or us. We have included references parenthetically to direct you to a more complete description of the topics presented in this summary.

Information About the Merger Parties

Goodrich Corporation

Goodrich, a New York corporation, is one of the largest worldwide suppliers of aerospace components, systems and services to the commercial and general aviation airplane markets. Goodrich is a leading supplier of systems and products to the global defense and space markets. Goodrich's principal offices are located at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217 (telephone 704-423-7000).

United Technologies Corporation

United Technologies Corporation, a Delaware corporation, which is referred to as UTC, is a diversified company providing high technology products and services to the global aerospace and building industries. UTC's products include Pratt & Whitney aircraft engines, Sikorsky helicopters, Carrier heating, air conditioning and refrigeration systems, Hamilton Sundstrand aerospace systems and industrial products, Otis elevators and escalators, UTC Fire & Security systems and UTC Power fuel cells. UTC's principal executive offices are located at One Financial Plaza, Hartford, Connecticut 06101 (telephone 860-728-7000).

Charlotte Lucas Corporation

Charlotte Lucas Corporation, a New York corporation, which is referred to as Merger Sub, is a wholly owned subsidiary of UTC formed solely for the purpose of effecting the merger with Goodrich. Merger Sub has not conducted any activities unrelated to its formation, the merger agreement or the merger with Goodrich since its organization. Merger Sub's principal executive offices are located at c/o United Technologies Corporation at One Financial Plaza, Hartford, Connecticut 06101 (telephone 860-728-7000).

The Special Meeting (page [])

We are furnishing this proxy statement to our shareholders as part of the solicitation of proxies by our Board of Directors, which is referred to as the Board, for use at the special meeting of shareholders of Goodrich, which we refer to as the special meeting.

Date, Time and Place

The special meeting will be held at [] (Eastern Time), on [], at Goodrich's headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina, unless postponed to a later date.

Purpose

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You will be asked to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of September 21, 2011, by and among UTC, Merger Sub and Goodrich, which is referred to as the merger agreement. The merger agreement provides that Merger Sub will merge with and into Goodrich, which is referred to as the merger, and Goodrich will become a wholly owned subsidiary of UTC. Each share of Goodrich common stock that you own immediately prior to the effective time of the merger will be converted into the right to receive \$127.50 in cash, without interest.

You will also be asked to vote to approve, on a non-binding advisory basis, the compensation to be paid to Goodrich's named executive officers that is based on or otherwise relates to the merger, which is referred to

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as the merger-related named executive officer compensation proposal. As an advisory vote, the result will not be binding on Goodrich or on UTC, or on the board of directors or compensation committee of Goodrich or UTC. Therefore, if the merger is approved by the shareholders of Goodrich and completed, the compensation based on or otherwise relating to the merger will be paid to the Goodrich named executive officers regardless of whether the shareholders of Goodrich approve this proposal.

You may also be asked to vote to approve adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

Record Date; Shareholders Entitled to Vote

You are entitled to vote at the special meeting if you owned shares of Goodrich common stock as of the close of business on [], 2011, the record date for the special meeting. As of the record date, there were [] shares of Goodrich common stock outstanding. You will have one vote on each matter submitted to a vote at the special meeting for each share of Goodrich common stock that you owned as of the close of business on the record date.

Voting and Proxies

Shareholders have a choice of voting by proxy over the Internet, by using a toll-free telephone number or by completing a proxy card and mailing it in the postage-paid envelope provided. See and read carefully *Proposals to be Considered at the Special Meeting* *Voting* *Voting and Proxies* beginning on page []. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you. Please be aware that if you vote over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible. The Internet and telephone voting facilities for shareholders of record will close at [] Eastern Time on [].

The Internet and telephone proxy submission procedures have been set up for your convenience and have been designed to authenticate your identity, allow you to give voting instructions and confirm that those instructions have been recorded properly.

Proxies for shares of Goodrich common stock will also represent shares held under our Dividend Reinvestment Plan. Proxies will also be considered to be voting instructions to the plan trustee with respect to shares held in accounts under the Goodrich Corporation Employees Savings Plan. Goodrich has been advised that voting instructions from plan participants must be received by not later than [] Eastern Time on [] in order to be included in the final voting instruction tabulation provided to the plan trustee.

Brokers or banks holding shares of Goodrich common stock in street name may vote your shares of Goodrich common stock only if you provide instructions on how to vote. Brokers or banks will provide you with directions on how to instruct the broker or bank to vote your shares of Goodrich common stock, and you should carefully follow these instructions.

You may revoke your proxy at any time prior to the vote at the special meeting by delivering to Goodrich's Corporate Secretary a written notice of revocation or submitting a later-dated, signed proxy (either manually, telephonically or over the Internet) following the instructions provided on the proxy card. You also may revoke your proxy by attending the special meeting and voting in person. Attendance at the special meeting will not, in and of itself, result in the revocation of a proxy or cause your shares of Goodrich common stock to be voted.

If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the special meeting.

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Quorum

A quorum of shareholders is necessary to hold a valid meeting. Under our By-Laws, the holders of record of a majority of the shares of Goodrich common stock entitled to vote at the special meeting, present in person or by proxy, constitute a quorum.

If a quorum is not present, the special meeting will be postponed until the holders of the number of shares of Goodrich common stock required to constitute a quorum attend.

If you submit a properly executed proxy card, even if you abstain from voting, your shares of Goodrich common stock will be counted for purposes of determining whether a quorum is present at the special meeting. If additional votes must be solicited to adopt the merger agreement, it is expected that the special meeting will be adjourned to solicit additional proxies.

Vote Required

Adoption of the merger agreement requires the affirmative vote of the holders of at least two-thirds of the shares of Goodrich common stock outstanding and entitled to vote at the special meeting.

The approval, on a non-binding advisory basis, of the merger-related named executive officer compensation proposal requires the affirmative vote of a majority of the votes cast by holders of shares of Goodrich common stock present or represented by proxy at the special meeting and entitled to vote thereon.

A proposal to approve an adjournment of the special meeting, whether or not a quorum is present, requires the affirmative vote of holders of a majority of the shares of Goodrich common stock present or represented by proxy at the special meeting and entitled to vote thereon.

As of the record date, there were [] shares of Goodrich common stock outstanding.

Effect of Abstentions and Broker Non-Votes on Voting

Abstentions and shares not in attendance at the special meeting and not voted by proxy will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. Abstentions and shares not in attendance at the special meeting and not voted by proxy will have no effect on the merger-related named executive officer compensation proposal. Abstentions will have the same effect as a vote **AGAINST** the proposal to adjourn the special meeting, if necessary, but shares not in attendance at the special meeting and not voted by proxy will have no effect on the proposal to adjourn the special meeting, if necessary. Because brokers or banks holding shares of Goodrich common stock in street name may vote your shares of Goodrich common stock on the adoption of the merger agreement, the merger-related named executive officer compensation proposal, or adjournments of the special meeting, if necessary, only if you provide instructions on how to vote, your failure to provide instructions will result in your shares not being present at the meeting and not being voted on those proposals. Consequently, there cannot be any broker non-votes occurring in connection with these proposals at the special meeting. It is very important that **ALL** of our shareholders vote their shares of Goodrich common stock, so please promptly complete and return the enclosed proxy card.

Expenses of Proxy Solicitation

Our directors, officers and other employees may solicit proxies in person, by telephone, electronically, by mail or other means, but they will not be specifically compensated for these services. Brokers, banks and other persons will be reimbursed by us for expenses they incur in forwarding proxy materials to obtain voting instructions from beneficial

shareholders. We have also hired Phoenix Advisory Partners to assist in the solicitation of proxies. The total cost of solicitation of proxies will be borne by us. For a description of the costs and expenses to us of soliciting proxies, see *Proposals to be Considered at the Special Meeting Solicitation Costs* on page [].

Shareholders should not send in their stock certificates with their proxies. A letter of transmittal with instructions for the surrender of certificates representing shares of Goodrich common stock will be mailed to shareholders if the merger is completed.

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Board Recommendation (page [])

The Board has found and declared that the merger agreement and the merger are fair to and in the best interests of Goodrich and its shareholders, has unanimously approved and adopted the merger agreement and unanimously recommends that our shareholders vote **FOR** the adoption of the merger agreement. The Board considered many factors in reaching its conclusion, including, without limitation, the value that shareholders would realize in the merger compared to the value likely to be realized by shareholders in the event Goodrich remained independent, the current and historical market prices of Goodrich shares relative to the \$127.50 per share merger consideration, and the fact that the merger consideration consists entirely of cash. See and read carefully *The Merger* Goodrich's Reasons for the Merger beginning on page [].

The Board also unanimously recommends that Goodrich shareholders vote **FOR** the merger-related named executive officer compensation proposal and **FOR** any adjournment of the special meeting to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

The Merger and the Merger Agreement (pages [])

The rights and obligations of the parties to the merger agreement are governed by the specific terms and conditions of the merger agreement and not by any summary or other information in this proxy statement. Therefore, the information in this proxy statement regarding the merger agreement and the merger is qualified in its entirety by reference to the merger agreement, a copy of which is attached as Annex A to this proxy statement. We encourage you to read the merger agreement carefully and in its entirety because it is the principal legal agreement that governs the merger.

Structure of the Merger

At the effective time of the merger, Merger Sub, a wholly owned subsidiary of UTC, will be merged with and into Goodrich. Goodrich will continue as the surviving corporation of the merger and become a wholly owned subsidiary of UTC.

Goodrich Common Stock

At the effective time of the merger, each outstanding share of Goodrich common stock, including shares purchased pursuant to the Goodrich Corporation 2008 Global Employee Stock Purchase Plan, will be converted into the right to receive \$127.50 in cash, without interest, less any applicable withholding tax. After the effective time of the merger, shares of Goodrich common stock will no longer be publicly traded or listed on the New York Stock Exchange, which is referred to as the NYSE.

Goodrich Equity and Equity-Based Awards

Stock Options

At the effective time of the merger, each outstanding stock option to acquire shares of Goodrich common stock under Goodrich's equity compensation plans granted prior to September 21, 2011, whether or not vested or exercisable, will be adjusted under the applicable plan and converted into the right of the holder to receive an amount in cash, without interest, less any applicable withholding tax, equal to the product of:

the total number of shares of Goodrich common stock covered by the option, multiplied by

the excess, if any, of \$127.50 over the per share exercise price of the option.

Restricted Share Units

At the effective time of the merger, each outstanding time-based vesting restricted share unit granted prior to September 21, 2011 will be adjusted under the applicable plan and converted into the right of the holder to receive an amount in cash, without interest, less any applicable withholding tax, equal to the product of \$127.50 multiplied by the number of shares of Goodrich common stock underlying the restricted share unit.

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Performance Units

At the effective time of the merger, each outstanding performance unit award granted prior to September 21, 2011 will be adjusted under the applicable plan and converted into the right of the holder to receive an amount in cash, without interest, determined under the award agreement for such award, less any applicable withholding tax.

Deferred Compensation Awards

At the effective time of the merger, each notional share under any deferred compensation plan will be adjusted under the applicable plan and converted into the right to receive \$127.50 in cash, without interest, less any applicable withholding tax.

Notwithstanding the foregoing, any equity awards in respect of Goodrich common stock that are granted by Goodrich on or after September 21, 2011, which Goodrich is permitted by the merger agreement to do on certain terms and conditions if the effective time of the merger occurs after August 31, 2012, will be treated upon completion of the merger in the manner set forth in the applicable award agreements as agreed between Goodrich and UTC.

Opinion of Our Financial Advisors

Opinion of Credit Suisse Securities (USA) LLC

On September 21, 2011, Credit Suisse Securities (USA) LLC, which is referred to as Credit Suisse, rendered its oral opinion to the Board (which was subsequently confirmed in writing by delivery of Credit Suisse's written opinion dated the same date) to the effect that, as of September 21, 2011, the merger consideration to be received by the holders of Goodrich common stock other than UTC and its affiliates in the merger was fair, from a financial point of view, to such shareholders. **Credit Suisse's opinion was directed to the Board, and only addressed the fairness, from a financial point of view, to the holders of Goodrich common stock other than UTC and its affiliates of the merger consideration to be received by such shareholders in the merger and did not address any other aspect or implication of the merger. The summary of Credit Suisse's opinion in this proxy statement is qualified in its entirety by reference to the full text of its written opinion, which is included as Annex B to this proxy statement and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Credit Suisse in preparing its opinion. However, neither Credit Suisse's written opinion nor the summary of its opinion and the related analyses set forth in this proxy statement is intended to be, and they do not constitute, advice or a recommendation to any holder of Goodrich common stock as to how such shareholder should vote or act with respect to any matter relating to the merger. See The Merger Opinion of Our Financial Advisors beginning on page [].**

Opinion of Citigroup Global Markets Inc.

In connection with the merger, the Board received a written opinion, dated September 21, 2011, from Citigroup Global Markets Inc., which is referred to as Citi, as to the fairness, from a financial point of view and as of the date of the opinion, of the \$127.50 per share consideration to be received in the merger by holders of Goodrich's common stock (other than UTC, Merger Sub and their respective affiliates). The full text of Citi's written opinion, which is attached to this proxy statement as Annex C, sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken. **Citi's opinion was provided for the information of the Board (in its capacity as such) in its evaluation of the merger consideration from a financial point of view and did not address any other aspects or implications of the merger. Citi was not requested to consider, and its opinion did not address, the underlying business decision of Goodrich to effect the merger, the relative merits of the merger as compared to any alternative business strategies that might exist for Goodrich or the effect of any other**

transaction in which Goodrich might engage. Citi's opinion is not intended to be and does not constitute a recommendation to any shareholder as to how such shareholder should vote or act on any matters relating to the proposed merger or otherwise.

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Conditions to the Merger

Consummation of the merger is subject to the satisfaction or waiver of certain closing conditions, including, among others, (1) adoption of the merger agreement by Goodrich shareholders, (2) expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act, and other consents and approvals required under applicable antitrust or other regulatory laws, including, without limitation, Council Regulation No. 139/2004 and Commission Regulation No. 802/2004, as amended, which are referred to as the EC Merger Regulation, (3) the absence of any law, order or other legal restraint preventing or prohibiting the consummation of the merger, (4) the absence of certain governmental actions, (5) the absence of a material adverse effect on Goodrich, (6) subject to certain exceptions, the accuracy of representations and warranties of Goodrich, UTC and Merger Sub and (7) the performance or compliance by Goodrich, UTC and Merger Sub of or with their respective covenants and agreements. See and read carefully *The Merger Agreement Conditions of the Merger* beginning on page []. We can offer no assurance that all of the conditions will be satisfied or waived or that the merger will occur.

Termination of the Merger Agreement and Termination Fees

The merger agreement may be terminated by the mutual written consent of UTC, Merger Sub and Goodrich, and under certain specified circumstances by either Goodrich or UTC. Upon termination of the merger agreement under certain specified circumstances, we are required to pay a termination fee of \$500 million to UTC, and under other specified circumstances, to reimburse UTC for up to \$50 million of its out-of-pocket fees and expenses in connection with the merger and the merger agreement. See and read carefully *The Merger Agreement Termination* beginning on page [], *The Merger Agreement Termination Fee* beginning on page [] and *The Merger Agreement Effect of Termination* beginning on page [].

No Solicitation

The merger agreement restricts our ability to solicit or engage in discussions or negotiations with third parties regarding takeover proposals (as defined in the section entitled *The Merger Agreement Covenants and Agreements No Solicitation; Board Recommendation*). However, subject to specified conditions, we may furnish information to, or enter into discussions or negotiations with a third party in response to an unsolicited takeover proposal from such third party if our Board determines in good faith (after consultation with its outside financial advisors and outside legal counsel) that the takeover proposal constitutes, or would be reasonably expected to lead to, a superior proposal (as defined in the section entitled *The Merger Agreement Covenants and Agreements No Solicitation; Board Recommendation*). See and read carefully *The Merger Agreement Covenants and Agreements No Solicitation; Board Recommendation* beginning on page [].

Governmental Review

The merger is subject to review under the HSR Act. Under the provisions of the HSR Act, the merger cannot be completed until the companies have made required notifications, given certain information and materials to the U.S. Federal Trade Commission, which is referred to as the FTC, and to the Antitrust Division of the U.S. Department of Justice, which is referred to as the Antitrust Division, and the applicable waiting period has expired or been terminated. Goodrich and UTC filed the notifications required under the HSR Act with the FTC and the Antitrust Division on October 11, 2011. In addition, Goodrich and UTC are required to make merger control filings, and may be required to make other regulatory filings or submissions, in various jurisdictions with respect to the merger, and in certain circumstances, including, without limitation, in respect of the EC Merger Regulation, receive their approval prior to consummation of the merger. We currently expect to complete the merger in mid-2012. See *The Merger Governmental and Regulatory Matters* beginning on page [].

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Material United States Federal Income Tax Consequences (page [])

In general, the receipt of cash in exchange for shares of Goodrich common stock pursuant to the merger will be a taxable transaction for United States federal income tax purposes.

You should read *The Merger* *Material United States Federal Income Tax Consequences* beginning on page [] for a more complete discussion of the material United States federal income tax consequences of the merger and consult your own tax advisor regarding the particular tax consequences of the merger to you (including the application and effect of any state, local, or foreign income and other tax laws).

Interests of Goodrich Directors and Executive Officers in the Merger (page [])

In considering the Board's recommendation to vote for the proposal to adopt the merger agreement, Goodrich shareholders should be aware that some of the directors and executive officers of Goodrich have interests in the merger that are different from, or in addition to, the interests of Goodrich shareholders generally and that may create potential conflicts of interest, including:

vesting of, and payment of the merger consideration for, stock options, performance units and restricted share units granted prior to September 21, 2011;

payment of severance and other benefits upon certain terminations of employment in connection with the merger; and

provision under the merger agreement of certain indemnification arrangements by UTC.

The Board was aware of these interests and considered them, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending the adoption of the merger agreement to Goodrich shareholders.

For a more detailed discussion of these interests, see *The Merger* *Interests of Goodrich Directors and Executive Officers in the Merger* beginning on page [].

No Dissenters' Rights

Pursuant to Section 910 of the Business Corporation Law of the State of New York, which is referred to as the NYBCL, Goodrich's shareholders will not be entitled to exercise dissenters' rights if the merger is adopted and consummated because our common stock was listed on the NYSE on the record date. Section 910 of the NYBCL provides that a dissenting shareholder's right to receive payment of the fair value of his, her or its shares under Section 623 of the NYBCL is not available to a holder of shares of any class or series of stock, which shares or depository receipts in respect thereof, were listed on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, at the record date fixed to determine the shareholders entitled to receive notice of the meeting of shareholders to vote upon the merger agreement.

Certain Litigation Related to the Merger (page [])

Eleven putative class-action complaints have been filed in the Supreme Court of the State of New York relating to the merger. Nine of these complaints were filed in the County of New York: *Rice v. Goodrich Corp., et al.*, Index No. 652619/2011, *New Jersey Carpenters Annuity Fund v. Goodrich Corp., et al.*, Index No. 652637/2011, *Louisiana*

Municipal Police Employees Retirement Sys. v. Goodrich Corp., et al., Index No. 652649/2011, *Pill v. Goodrich Corp., et al.*, Index No. 652655/2011, *IUE-CWA Local 475 Pension Plan v. Goodrich Corp., et al.*, Index No. 652661/2011, *Mass. Laborers Pension Fund v. Goodrich Corp., et al.*, Index No. 652664/2011, *Pifko v. Goodrich Corp., et al.*, Index No. 11111146, *Ruschel v. Goodrich Corp., et al.*, Index No. 652695/2011, and *Astor BK Realty Trust v. Larsen, et al.*, Index No. 652706/2011. On October 11, the Supreme Court for the County of New York consolidated these nine actions before it into *Rice*. Two additional putative class-action complaints were filed in Nassau County: *Casey v. Larsen, et al.*, Index No. 13699/2011, and *Minneapolis Retail Meat Cutters and Food Handlers Pension Fund v. Goodrich Corp., et al.*, Index No. 14366/2011. On October 11, the Supreme Court for Nassau County consolidated these

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two actions before it into *Casey*. The plaintiff in *Rice* has moved to transfer *Casey* to the County of New York and consolidate it with *Rice*. That motion is currently pending.

Each of the above-captioned complaints has been brought on behalf of a putative class of Goodrich shareholders and each names Goodrich, its directors, UTC and Merger Sub as defendants. Each complaint generally alleges that, in approving the proposed transaction, the Goodrich directors breached their fiduciary duties of care, good faith and fair dealing and loyalty owed to the putative class. The complaints further allege that UTC, Merger Sub and Goodrich aided and abetted the Goodrich directors in the breach of their fiduciary duties. In addition to damages, the complaints seek, among other things, injunctive relief barring the named defendants from consummating the merger, as well as attorneys' fees and costs.

Goodrich and its directors believe that these lawsuits and the underlying claims are without merit.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

The Merger

Q. Why am I receiving this proxy statement?

- A. UTC has agreed to acquire Goodrich under the terms of the merger agreement that is described in this proxy statement. A copy of the merger agreement is attached to this proxy statement as Annex A.

In order to complete the merger, our shareholders must vote to adopt the merger agreement. We are seeking to obtain this approval at the special meeting to be held on []. The approval of this proposal by our shareholders is a condition to the effectiveness of the merger. See The Merger Agreement Conditions of the Merger beginning on page [].

You are also being asked to vote on a proposal to approve, on a non-binding advisory basis, the merger-related named executive officer compensation proposal and on a proposal to adjourn the special meeting, if necessary, in order to further solicit proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

This proxy statement, which you should read carefully, contains important information about the merger, the merger agreement and the special meeting. The enclosed voting materials allow you to vote your shares without attending the special meeting.

Your vote is very important. We encourage you to vote as soon as possible.

Q. What is the position of the Board regarding the merger?

- A. The Board has unanimously approved and adopted the merger agreement and has determined that the merger is fair to and in the best interests of Goodrich and its shareholders. The Board unanimously recommends that Goodrich shareholders vote **FOR** the proposal to adopt the merger agreement at the special meeting. See The Merger Goodrich's Reasons for the Merger beginning on page [].

Q. What vote of Goodrich shareholders is required to adopt the merger agreement?

- A. The adoption of the merger agreement requires the affirmative vote of the holders of at least two-thirds of the shares of Goodrich common stock outstanding and entitled to vote at the special meeting. If a Goodrich shareholder does not attend and does not vote by proxy, it will have the same effect as a vote **AGAINST** the adoption of the merger agreement.

UTC owns 770,000 shares of our common stock entitled to vote at the special meeting, representing less than 1.0% of our outstanding shares of common stock.

Q. How do Goodrich directors and executive officers intend to vote their shares of Goodrich common stock in respect of adoption of the merger agreement?

- A. All of our directors and all of our executive officers, who collectively own approximately [1.1]% of the shares of our common stock entitled to vote at the special meeting, have informed us that they currently intend to vote all

of their shares of Goodrich common stock **FOR** the adoption of the merger agreement. Consequently, approximately [65.6]% of our shares of common stock, or approximately [82,139,555] shares of common stock, not held by directors or executive officers must be voted in favor of adoption of the merger agreement for this proposal to be approved.

Q. When does Goodrich expect the merger to be completed?

A. Goodrich is working to complete the merger as quickly as reasonably practical. In addition to obtaining shareholder approval, we must satisfy all other closing conditions, including, without limitation, the expiration or termination of applicable regulatory waiting periods and the receipt of other required regulatory approvals. We currently expect to complete the merger in mid-2012.

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Q. What will happen to my shares of Goodrich common stock after the merger?

- A. Upon completion of the merger, each issued and outstanding share of Goodrich common stock will automatically be converted into the right to receive \$127.50 in cash, without interest, which is referred to as the merger consideration.

Q. Should I send in my stock certificates now?

- A. No. Please do not send in your stock certificates with your proxy. If the merger is completed, within five business days of the effective date of the merger a separate letter of transmittal with instructions for the surrender of your Goodrich stock certificates will be mailed to you. Shareholders can expect to receive payment following receipt by the paying agent of a completed and duly executed letter of transmittal and the certificate(s) representing the shares of Goodrich common stock owned by such shareholder.

Q. Who can help answer my questions about the merger?

- A. If you have any questions about the merger or if you need additional copies of this proxy statement or the enclosed proxy card, you should contact us at: [], or you may contact Phoenix Advisory Partners, our proxy solicitor, at:

Phoenix Advisory Partners
110 Wall Street, 27th Floor
New York, NY 10005
Banks and Brokers Call: (212) 493-3910
All Others Call Toll Free: (877) 478-5038

Other Special Meeting Proposals

Q. On what other proposals am I being asked to vote at the special meeting?

- A. At the special meeting, in addition to voting on the adoption of the merger agreement, Goodrich shareholders are being asked to approve, on a non-binding advisory basis, the merger-related named executive officer compensation proposal and may be asked to approve an adjournment of the special meeting, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

Q. What vote is necessary to approve the merger-related named executive officer compensation proposal?

- A. The approval, on a non-binding advisory basis, of the merger-related named executive officer compensation proposal requires the affirmative vote of a majority of the votes cast by holders of shares of Goodrich common stock present or represented by proxy at the special meeting entitled to vote on the proposal. If a Goodrich shareholder does not attend and does not vote by proxy, it will have no effect on the outcome of any vote on the merger-related named executive officer compensation proposal.

Q. What vote is necessary to approve an adjournment of the special meeting?

- A. Whether or not a quorum is present, a proposal to approve an adjournment of the special meeting requires the affirmative vote of holders of a majority of the shares of Goodrich common stock entitled to vote on the proposal

present or represented by proxy at the special meeting. If a Goodrich shareholder does not attend and does not vote by proxy, it will have no effect on the outcome of any vote to adjourn the special meeting.

Procedures

Q. When and where is the special meeting?

- A. The special meeting will be held at [] (Eastern Time), on [], at Goodrich's headquarters, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina, unless postponed to a later date.

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Q. If I am going to attend the special meeting, should I return my proxy card(s)?

A. Yes. Returning your signed and dated proxy card(s) ensures that your shares will be represented and voted at the special meeting. You may revoke your proxy at any time prior to the vote at the special meeting by delivering to our Corporate Secretary a signed notice of revocation or submitting a later-dated, signed proxy (either manually, telephonically or over the Internet) following the instructions provided on the proxy card. You also may revoke your proxy by attending the special meeting and voting in person. See Summary The Special Meeting Voting and Proxies on page [].

Q. If my Goodrich shares are held in street name by my broker or bank, will my broker or bank vote my shares for me?

A. Your broker or bank will vote your shares of Goodrich common stock for you on the adoption of the merger agreement, approval of the merger-related named executive officer compensation proposal, and approval of an adjournment of the special meeting, if necessary, only if you provide instructions on how to vote. You should follow the directions provided by your broker or bank regarding how to instruct your broker or bank to vote your shares of Goodrich common stock. If you do not provide instructions to your bank or broker, your shares of Goodrich common stock will not be voted on any of the proposals, which will have the effect of a vote **AGAINST** the adoption of the merger agreement and no effect on the outcome of the merger-related named executive officers compensation proposal or a proposal to adjourn the special meeting, if necessary.

Q. Where can I find more information about Goodrich?

A. You can find more information about us from various sources described in Additional Information on page [].

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FORWARD-LOOKING STATEMENTS MAY PROVE INACCURATE

This document contains forward-looking statements within the meaning of the federal securities laws.

Forward-looking statements are not based on historical facts but instead reflect Goodrich's expectations, estimates or projections concerning future results or events. These statements generally can be identified by the use of forward-looking words or phrases such as believe, expect, anticipate, may, could, intend, intent, belief, likely, will, should or similar words or phrases. These statements are not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results, performance or achievements to differ materially from those expressed or indicated by those statements. We cannot assure you that any of our expectations, estimates or projections will be achieved.

The forward-looking statements included in this document are only made as of the date of this document and we disclaim any obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances.

Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation: demand for and market acceptance of new and existing products; our ability to extend our commercial OE contracts beyond the initial contract periods; cancellation or delays of orders or contracts by customers or with suppliers; our ability to obtain price adjustments pursuant to certain of our long-term contracts; the financial viability of key suppliers and the ability of our suppliers to perform under existing contracts; the extent to which we are successful in integrating and achieving expected operating synergies for recent and future acquisitions; successful development of products and advanced technologies; the impact of bankruptcies and/or consolidations in the airline industry; the health of the commercial aerospace industry, including the large commercial, regional, business and general aviation aircraft manufacturers; global demand for aircraft spare parts and aftermarket services; changing priorities or reductions in the defense budgets in the U.S. and other countries, U.S. foreign policy and the level of activity in military flight operations; the possibility of restructuring and consolidation actions; threats and events associated with and efforts to combat terrorism; the extent to which changes in regulations and/or assumptions result in changes to expenses relating to employee and retiree medical and pension benefits; competitive product and pricing pressu