

Woodward, Inc.
Form 8-K
November 09, 2015

**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): November 9, 2015

Woodward, Inc.

(Exact Name of Registrant as Specified in Charter)

DE (State or Other Jurisdiction of Incorporation) **000-8408** (Commission File Number) **36-1984010** (I.R.S. Employer Identification Number)

1000 East Drake Road, Fort Collins, Colorado (Address of Principal Executive Offices) **80525** (Zip Code)
Registrant's telephone number, including area code: **970-482-5811**

(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 2.02. Results of Operations and Financial Condition.

On November 9, 2015 Woodward, Inc. (the "Registrant") reported its results of operations for its fourth quarter and fiscal year ended September 30, 2015. A copy of the news release issued by the Registrant concerning the foregoing results is furnished herewith as Exhibit 99.1 and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 Press Release of Woodward, Inc. dated November 9, 2015

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.

Date: November 9, 2015

Woodward, Inc.

By: /s/ A. CHRISTOPHER FAWZY

A. Christopher Fawzy

Corporate Vice President, General Counsel, Corporate Secretary
and Chief Compliance Officer**Exhibit Index****Exhibit No.**

99.1

Description

Press Release of Woodward, Inc. dated November 9, 2015

"30">

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 | 08/12/2010 | | M | | 203,000 | A | \$ 36.45 | 1,698,041.9143 <u>(1)</u> | D | |
| Common Stock, par value \$.01 | 08/12/2010 | | S | | 203,000 | D | \$ 81.5608 <u>(2)</u> | 1,495,041.9143 | D | |
| Common Stock, par value \$.01 | 08/13/2010 | | M | | 203,089 | A | \$ 36.45 | 1,698,130.9143 | D | |
| Common Stock, par value \$.01 | 08/13/2010 | | S | | 203,089 | D | \$ 81.35 <u>(3)</u> | 1,495,041.9143 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 36.45 | 08/12/2010 | | M | 203,000 | <u>(4)</u> 02/02/2011 | Common Stock 203,000 |
| Employee Stock Option (right to buy) | \$ 36.45 | 08/13/2010 | | M | 203,089 | <u>(4)</u> 02/02/2011 | Common Stock 203,089 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZUCKERMAN MORTIMER B C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET BOSTON, MA 02199 | X | | Chairman & CEO | |

Signatures

Kelli A. DiLuglio, as attorney-in-fact 08/16/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 169,9143 shares which the Reporting Person acquired in January 2010 pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan.

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- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$81.29 to \$82.04, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$81.00 to \$81.99, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) The options vested in three equal annual installments beginning February 2, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.