

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 3, 2014**

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**CIRCOR INTERNATIONAL, INC.**

(Exact name of registrant as specified in charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-14962**  
(Commission file number)

**04-3477276**  
(IRS employer  
identification no.)

**30 CORPORATE DRIVE, SUITE 200**  
**BURLINGTON, MASSACHUSETTS 01803-4238**  
(Address of principal executive offices) (Zip Code)

**(781) 270-1200**  
(Registrant's telephone number, including area code)

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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))

**Item 5.02(b) Departure of Named Executive Officer**

On March 3, 2014 the employment of Michael Ross Dill, the Group Vice President - CIRCOR Aerospace & Defense, terminated.

**Item 5.02(e) Entry into a Material Contract with Named Executive Officer**

In connection with Mr. Dill's departure, Mr. Dill, upon execution of a waiver and release of claims satisfactory to the Company is entitled to certain benefits under the terms of that certain Retention Agreement dated as of April 9, 2013 and attached as an exhibit to the Company's quarterly report on form 10-Q filed with the Securities Exchange Commission on August 1, 2013. These benefits include the following:

- Mr. Dill shall receive continuation pay for a period of twelve months from the cessation of his employment at his current annual base salary of \$283,542.
- Mr. Dill shall receive a one-time payment equal to a pro-rata (based on the portion of 2014 for which he is employed by the Company) amount of the bonus that he would have received pursuant to the terms and conditions of the Company's 2014 Short-Term Incentive Plan (the "Bonus Plan") if he were employed by the Company on the date such bonus is determined and paid. Under the terms of the Bonus Plan, Mr. Dill's target bonus is 55% of his current base salary of \$283,542. Payout under the Bonus Plan can range from 0% to 200% of target depending upon the Company's achievement against certain financial goals previously established by the Compensation Committee of the Board of Directors; as such, the value of this benefit to Mr. Dill on the pro-rata basis potentially ranges from \$0 to \$52,125.

Mr. Dill will receive continuation of health care benefits for a period of twelve months from the date of employment termination.

Mr. Dill will be entitled to reimbursement of up to \$20,000 of outplacement services.

**Item 7.01 Regulation FD Disclosure**

On March 6, 2014, the Company issued a press release announcing the hiring of Vincent Sandoval as Group President - CIRCOR Aerospace & Defense. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	CIRCOR International, Inc Press Release dated March 6, 2014

## **SIGNATURE**

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

Date: March 7, 2014

**CIRCOR INTERNATIONAL, INC.**

/s/ Alan J. Glass

By: Alan J. Glass

Vice President, General Counsel and Secretary

# Press Release

## **CIRCOR Names Vincent Sandoval President of CIRCOR Aerospace & Defense**

*Former TransDigm and Parker-Hannifin Leader Brings Strong Global Industry, Operations and General Management Experience*

BURLINGTON, Mass.- March 6, 2014-[CIRCOR International, Inc.](http://www.circor.com) (NYSE: CIR), a leading provider of valves and other highly engineered products for markets including oil & gas, power generation and aerospace & defense, today announced that Vincent Sandoval will join the Company as Group President- CIRCOR Aerospace & Defense effective March 19, 2014. Mr. Sandoval currently is the President of TransDigm Group, Inc.'s Semco Instruments subsidiary, which designs and manufactures sensors and harnesses for use on various commercial and military airframe and engine platforms. Prior to joining TransDigm in 2010, Mr. Sandoval served 20 years in positions of increasing responsibility with Parker-Hannifin Corporation. He replaces Michael Dill who is leaving the Company to pursue other opportunities.

"I'm excited to welcome Vince to CIRCOR," said President and CEO Scott Buckhout. "Vince has a proven track record of improving the operational performance and organic growth of global businesses under his command. I am confident that he is the right person to take the reins at CIRCOR Aerospace & Defense, as we continue to pursue our goal of improving operating margins, improving customer relationships and leveraging our existing businesses in this key segment."

"I also would like to thank Michael Dill for his years of dedicated service to CIRCOR and wish him well in his future endeavors," concluded Buckhout.

Sandoval said, "In joining CIRCOR, I see a tremendous opportunity to leverage my aerospace experience and expertise in building upon a strong foundation to drive improved operating results. CIRCOR Aerospace & Defense produces equipment on a number of exciting platforms with key customers that I believe we can leverage into significant additional growth. I also look forward to working with the entire CIRCOR team to execute on the Company's growth and operations strategy."

### **About CIRCOR International, Inc.**

CIRCOR International, Inc. designs, manufactures and markets valves and other highly engineered products for markets including oil & gas, power generation and aerospace & defense. With more than 7,000 customers in over 100 countries, CIRCOR has a diversified product portfolio with recognized, market-leading brands that fulfill its customers' unique application needs. The Company's strategy is to grow organically and through complementary acquisitions; simplify CIRCOR's operations; achieve world class operational excellence; and attract and retain top industry talent. For more information, visit the Company's investor relations web site at <http://investors.circor.com>

### **Safe Harbor Statement**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors, which are, in some cases, beyond the control of CIRCOR. Any statements in this press release that are not statements of historical fact are forward-looking statements, including, but not limited to, those relating to CIRCOR's future performance. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. BEFORE MAKING ANY INVESTMENT DECISIONS REGARDING OUR COMPANY, WE STRONGLY ADVISE YOU TO READ THE SECTION ENTITLED "RISK FACTORS" IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K AND SUBSEQUENT REPORTS ON FORMS 10-Q, WHICH CAN BE ACCESSED UNDER THE

"INVESTORS" LINK OF OUR WEBSITE AT [WWW.CIRCOR.COM](http://WWW.CIRCOR.COM). We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Contact:**

CIRCOR International

Rajeev Bhalla, 781-270-1200

Executive Vice President & Chief Financial Officer