

**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): July 31, 2013**

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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 Principal Financial Officer.**

On July 31, 2013, Frederic M. Burditt announced that he will be retiring as our Vice President and Chief Financial Officer. Mr. Burditt will remain in his position until his successor has been identified and joins the Company (the “Retirement Date”). Mr. Burditt has served as the Company's Chief Financial Officer since February 2008.

**Item 5.02(e) Entry into a Material Contract with Principal Financial Officer.**

In connection with Mr. Burditt's announced retirement plans, we have entered into an Agreement (the “Agreement”) with Mr. Burditt which provides certain benefits to Mr. Burditt. The purpose of the Agreement is to ensure a smooth transition to Mr. Burditt's successor (once a successor has been identified) and to recognize Mr. Burditt for his valuable service to the Company. More specifically, provided that Mr. Burditt continues to satisfactorily perform his duties, facilitates a smooth transition to his successor, and does not, without Company consent, voluntarily terminate his employment with the Company prior to the transition to his successor, and provided that Mr. Burditt's employment is not otherwise terminated by the Company prior to such date “for cause” as defined in the Agreement, Mr. Burditt will be entitled to the following benefits to which he would not otherwise be entitled:

- Mr. Burditt shall receive continuation pay for a period of twelve months from the cessation of his employment at his current annual base salary of \$350,893.
- Mr. Burditt shall receive a one-time payment equal to a pro-rata (based on the portion of 2013 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 2013 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. Burditt's target bonus is 55% of his current base salary of \$350,893. 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. Burditt potentially ranges from \$0 to \$385,982.
- Mr. Burditt shall receive an additional lump sum bonus payment equal to \$205,000.
- For a period of twelve months from the cessation of his employment with the Company, if Mr. Burditt elects to continue health insurance coverage under COBRA, the Company shall continue to pay the share of the premium for such coverage that the Company is paying during such period for active and similarly situated employees who receive the same type of coverage.
- Vesting of certain stock option and restricted stock unit awards (RSUs) previously granted to Mr. Burditt shall be accelerated as follows:

Award Date	Nature of Award	#Options / RSUs	Exercise Price (\$)	Original Vesting / Exercise Date	Accelerated Vesting / Exercise Date
2/28/2011	Stock Options	8,203	39.00	2/28/2014	Retirement Date
3/5/2012	Stock Options	2,911	32.76	3/5/2014	Retirement Date
2/28/2011	RSUs	1,212	N/A	2/28/2014	Retirement Date
3/5/2012	RSUs	1,259	N/A	3/5/2014	Retirement Date
3/4/2013	RSUs	1,528	N/A	3/4/2014	Retirement Date

In consideration of the benefits extended to Mr. Burditt under the Agreement, Mr. Burditt will be obligated to refrain for a two-year period (i) from providing services to or otherwise having a material ownership interest in any business that competes with the Company and (ii) soliciting for employment any Company employees.

**Item 7.01            Regulation FD Disclosure**

On August 1, 2013, the Company issued a press release announcing the retirement of Mr. Burditt as our Vice President and Chief Financial Officer. 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 August 1, 2013

## **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: August 5, 2013

**CIRCOR INTERNATIONAL, INC.**

/s/ Alan J. Glass

By: Alan J. Glass  
Vice President, General Counsel and Secretary

# Press Release

## **CIRCOR Announces Planned Retirement of Chief Financial Officer Frederic M. Burditt**

*Initiates Search for Successor; Burditt to Remain with CIRCOR until Successor is Named*

**BURLINGTON, Mass. - August 1, 2013** - CIRCOR International, Inc. (CIR), a leading provider of valves and other highly engineered products for the energy, aerospace and industrial markets, today announced that Frederic M. Burditt, Vice President and Chief Financial Officer, will be retiring from the Company. Mr. Burditt, 62, will continue in his role until his successor is named and intends to work closely with CIRCOR management to ensure a smooth and successful transition of his responsibilities.

The CIRCOR Board has initiated a search process and has retained a leading executive search firm to identify a new CFO.

“On behalf of the Board of Directors and everyone at CIRCOR, I want to thank Fred for his leadership and significant contributions to our growth and success,” said Scott Buckhout, CIRCOR's President and Chief Executive Officer. “Fred has been an invaluable member of the CIRCOR team over the last five and a half years and has developed a strong finance organization. In particular, he was instrumental in resolving the Leslie asbestos liability issues, expanding our visibility with the investment community, strengthening our banking relationships and initiating the restructuring actions. We look forward to an orderly and seamless transition of responsibilities to his successor and wish him all the best.”

“I am proud to have been part of the CIRCOR team, working alongside many talented professionals,” said Mr. Burditt. “I look forward to the prospect of enjoying my retirement, and I am confident it is the right time to transition CIRCOR's financial leadership function and do it seamlessly.”

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

CIRCOR International, Inc. designs, manufactures and markets valves and other highly engineered products for the energy, aerospace and industrial markets. With more than 7,500 customers in over 100 countries, CIRCOR has a diversified product portfolio with recognized, market-leading brands. CIRCOR's culture, built on the CIRCOR Business System, is defined by the Company's commitment to attracting, developing and retaining the best talent and pursuing continuous improvement in all aspects of its business and operations. The Company's strategy includes growing organically by investing in new, differentiated products; adding value to component products; and increasing the development of mission-critical subsystems and solutions. CIRCOR also plans to leverage its strong balance sheet to acquire strategically complementary businesses. For more information, visit the Company's investor relations web site at <http://investors.circor.com>.

Contact:  
CIRCOR International  
Frederic M. Burditt, 781-270-1200  
Chief Financial Officer