

MOOG INC.
Form SC 13D/A
February 01, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

MOOG INC.
(Name of Issuer)
Class B Common Stock, \$1.00 per share
(Title of class of securities)

CUSIP NO. 615394301
(CUSIP number)
Donald R. Fishback
Vice President-Finance and Chief Financial Officer
400 Jamison Road
East Aurora, New York 14052-0018
Telephone: (716)-652-2000
(Name, address, and telephone number of person authorized to receive notices and communications)

Copies to:
Robert T. Brady
740 W. Palomino Dr.
Jackson, Wyoming 83001
Telephone: (716) 652-2000
January 30, 2019
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☒ [X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
NO. SCHEDULE
615394301 13D

NAMES OF REPORTING
PERSONS:

1 Moog Inc. Stock Employee
Compensation Trust, as
amended and restated effective
August 13, 2014, Robert T.
Brady, as Trustee

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(See Instructions)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC, BK

5 CHECK IF DISCLOSURE
OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE
OF ORGANIZATION

New York

NUMBER	SOLE
OF 7	VOTING
SHARES	POWER
BENEFICIALLY	0
OWNED	SHARED
BY	VOTING
EACH 8	POWER
REPORTING	
PERSON	793,892
WITH	SOLE
	DISPOSITIVE
9	POWER
	0
10	SHARED
	DISPOSITIVE
	POWER

	793,892
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	793,892
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	19.15% ¹ TYPE OF REPORTING PERSON (See Instructions)
	EP, OO

¹ Based on 4,145,636 voting shares of the Issuer's Class B Stock outstanding on January 22, 2019, as provided by the Issuer.

CUSIP
NO. SCHEDULE
615394301 13D

NAMES OF REPORTING
PERSONS:

1 Robert T. Brady, as Trustee

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP
(See Instructions)
(a) ☐
(b) ☐
3 SEC USE ONLY
4 SOURCE OF FUNDS
SC, BK
5 CHECK IF DISCLOSURE
OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) ☐
6 CITIZENSHIP OR PLACE
OF ORGANIZATION

U.S.

7 SOLE
VOTING
POWER

8
NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH
10
87,843
SHARED
VOTING
POWER
793,892
SOLE
DISPOSITIVE
POWER
87,843
SHARED
DISPOSITIVE
POWER

793,892

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

881,735²

CHECK IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES (See
Instructions) []

12

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

21.27%³

TYPE OF REPORTING
PERSON (See Instructions)

14

EP, OO

² Includes 87,843 shares owned individually.

³ Based on 4,145,636 voting shares of the Issuer's Class B Stock outstanding on January 22, 2019, as provided by the Issuer.

Item 1. Security and Issuer.

This Amendment No. 3 ("Amendment No. 3") amends the statement on Schedule 13D (the "Statement") filed with the Securities and Exchange Commission (the "SEC") on August 31, 2018, as amended by Amendment No. 1 filed with the SEC on December 6, 2018 ("Amendment No. 1"), and as further amended by Amendment No. 2 filed with the SEC on January 10, 2019 ("Amendment No. 2").

This Amendment No. 3 is being made to reflect changes in beneficial ownership as a result of the transactions described in Item 4 and Item 5 below. Except as otherwise set forth herein, this Amendment No. 3 does not modify any of the information previously reported in the Statement as amended.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended as follows:

The principal amount of the Note as of January 30, 2019 was \$73,029,670.84.

As of January 30, 2019, total outstanding loans to the Trust from Citizens Bank were in the amount of \$4 million.

Acquisitions of Class B Stock described under Item 5(c) below by the Trust were funded using cash on hand.

Item 4. Purpose of Transaction.

Item 4 is amended as follows:

On January 30, 2019, the Trust sold 76,680 shares of the Class B Stock to the Moog Inc. Retirement Savings Plan to accommodate participant contributions into the Moog Inc. Retirement Savings Plan.

This Amendment No. 3 updates the status of the aggregate shareholdings of the Trust. As of January 30, 2019, the Trust holds a total of 793,892 shares of Class B Stock representing approximately 19.15% of the Issuer's total outstanding Class B Stock. This is a decrease from the 862,795 shares of Class B Stock held on January 10, 2019, as reported in Amendment No. 2.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

(a) The Trust beneficially owns 793,892 shares of Class B Stock, which equals 19.15% of the outstanding Class B Stock, based on 4,145,636 voting shares of Class B Stock outstanding on January 22, 2019. In addition, the Trustee beneficially owns 87,843 shares of Class B Stock, which equals 2.12% of the outstanding Class B Stock, based on 4,145,636 voting shares of the Class B Stock outstanding on January 22, 2019.

(b) The Trustee has shared voting power and dispositive power for all of the 793,892 shares of Class B Stock held by the Trust with participants of the Moog Inc. Retirement Savings Plan on Significant Transactions as provided for in Section 5.4 of the SECT Agreement, a copy of which is filed with the Statement. Significant Transactions include matters involving corporate merger, consolidation, sale of all or substantially all of the Company's assets, recapitalization, reclassification, liquidation, dissolution or similar matters. As to other matters, the Trustee has the sole power to direct the vote and to dispose or direct the disposition of all of the 793,892 shares of Class B Stock held by the Trust. The Trustee has sole voting and dispositive power for all 87,843 shares of Class B Stock owned individually.

(c) All transactions of Class B Stock by the Trust during period since the date of the filing of Amendment No. 2 are outlined in the following table:

Date	Transaction	Resulting share movement	Price
1/15/2019	Purchase from private party	549	\$81.12
1/18/2019	Purchase from private party	433	\$79.50
1/24/2019	Purchase from Moog Inc. Retirement Savings Plan	6,780	\$78.84
1/25/2019	Purchase from private party	15	\$79.50
1/30/2019	Sale to Moog Inc. Retirement Savings Plan	(76,680)	\$78.84

No shares of Class B Stock were acquired or sold by the Trustee during the sixty (60) days preceding the date of this Amendment No 3.

(d) Not applicable.

(e) Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2019

ROBERT T. BRADY, INDIVIDUALLY AND AS TRUSTEE OF THE MOOG INC. STOCK EMPLOYEE
COMPENSATION TRUST, as amended

By: /s/ John P. McGrath as Power of Attorney for Robert T. Brady
Robert T. Brady, individually and as Trustee