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**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): May 8, 2003**

**Commission File Number 1-6560**

**THE FAIRCHILD CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

**34-0728587**

(State or other jurisdiction of  
Incorporation or organization)

(I.R.S. Employer Identification No.)

**45025 Aviation Drive, Suite 400, Dulles, VA 20166**

(Address of principal executive offices)

**(703) 478-5800**

(Registrant's telephone number, including area code)

**Item 4. Changes in Registrant's Certifying Accountant.**

The Fairchild Corporation has received notice that, shortly after the filing of Fairchild's Form 10-Q for the period ended March 30, 2003, Ernst & Young LLP intends to resign as the independent auditors of the company, giving the company time to identify and select replacement auditors of its choosing. Fairchild has been informed by Ernst & Young that the reasons for its action are not related to any disagreements between Fairchild and Ernst & Young LLP on matters of accounting principles or practices, financial statement disclosure or auditing scope or procedures.

Fairchild has far smaller operations since the sale of its fastener business in December 3, 2002. Fairchild is in the process of engaging new independent accountants, and has had discussions with several firms.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibits are filed with this report:

Exhibit 16 - Letter from Ernst & Young LLP to the Securities and Exchange Commission dated May 9, 2003.

**SIGNATURE**

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

For THE FAIRCHILD CORPORATION  
(Registrant) and as its Chief  
Financial Officer:

By: /s/ JOHN L. FLYNN  
John L. Flynn  
Chief Financial Officer, Treasurer  
and Senior Vice President, Tax

Date: May 9, 2003

May 9, 2003

Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

Gentlemen:

We have read Item 4 of Form 8-K dated May 9, 2003, of The Fairchild Corporation and are in agreement with the statements contained in the first paragraph. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP