
**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

May 5, 2004

Date of Report (Date of earliest event reported)

Commission File Number 1-6560

THE FAIRCHILD CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State of incorporation or organization)

34-0728587

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

1750 Tysons Boulevard, Suite 1400, McLean, VA 22102

(Address of principal executive offices)

(703) 478-5800

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

FORWARD-LOOKING STATEMENTS:

Certain statements in this filing contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operation and business. These statements relate to analyses and other information, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. These forward-looking statements are identified by their use of terms and phrases such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" and similar terms and phrases, including references to assumptions. These forward-looking statements involve risks and uncertainties, including current trend information, projections for deliveries, backlog and other trend estimates that may cause our actual future activities and results of operations to be materially different from those suggested or described in this financial discussion and analysis by management. These risks include: our ability to find, finance, acquire and successfully operate one or more new businesses; product demand; weather conditions in Europe during peak business periods; timely deliveries from vendors; our dependence on the aerospace industry; customer satisfaction and quality issues; labor disputes; competition; our ability to achieve and execute internal business plans; worldwide political instability and economic growth; military conflicts; reduced airline revenues as a result of the September 11, 2001 terrorist attacks on the United States, and their aftermath; reduced airline travel due to SARS; and the impact of any economic downturns and inflation.

If one or more of these and other risks or uncertainties materializes, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Given these uncertainties, users of the information included in this report, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. We do not intend to update the forward-looking statements included in this filing, even if new information, future events or other circumstances have made them incorrect or misleading.

ITEM 5. OTHER EVENTS AND FD DISCLOSURE

On May 5, 2004, The Fairchild Corporation issued a press release announcing the financing of its German subsidiaries, Hein Gericke Deutschland GmbH and PoloExpressversand.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

99 Press Release dated May 5, 2004, announcing the financing of its German subsidiaries, Hein Gericke Deutschland GmbH and PoloExpressversand.

SIGNATURES:

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.

Dated: May 6, 2004

THE FAIRCHILD CORPORATION

By: /s/ Donald E. Miller
Name: Donald E. Miller
Title: Executive Vice President,
General Counsel and Secretary



Exhibit 99

For Immediate Release

Contact: John L. Flynn
Chief Financial Officer
703-478-5830

Email: jflynn@fairchild.com

FAIRCHILD COMPLETES EUROPEAN FINANCING.

McLean, Virginia (May 5, 2004) - The Fairchild Corporation (NYSE: FA), announced today that its German subsidiaries, Hein Gericke Deutschland GmbH and PoloExpressversand, have closed a Euro 41 million financing with Stadtparkasse Düsseldorf and HSBC Trinkaus & Burkhardt KGaA. This financing will be used to pay the balance of the purchase price owed to the administrator for Eurobike AG, and will complete the acquisition of Hein Gericke, PoloExpress, and Intersport Fashions West. Euro 20 million of this is guaranteed by the State of North Rhine-Westphalia.

Eric Steiner, President and Chief Operating Officer of The Fairchild Corporation, stated: "This financing is an important step for the advancement of Fairchild Sports and will allow us to broaden our brand recognition on a global basis. In addition, it will free management to focus on the integration and restructuring of the component parts of Fairchild Sports to improve operational efficiencies of the business. We are looking at additional sources of capital for expansion of Fairchild Sports and to pursue other opportunities for The Fairchild Corporation."

Hein Gericke, PoloExpress and Intersport Fashions West design, manufacture and sell protective clothing, helmets and technical accessories for motorcyclists. Hein Gericke operates 146 retail shops in Austria, Belgium, England, Germany, Luxembourg and the Netherlands, and PoloExpress operates 84 retail shops in Germany. Intersport Fashions West, located in Tustin, California, is a designer and distributor of motorcycle apparel, boots and helmets, under several labels, including First Gear and Hein Gericke. In addition, Intersport Fashions West designs and produces apparel under private labels for third parties, including Harley-Davidson.

About The Fairchild Corporation

In addition to Fairchild Sports, The Fairchild Corporation is engaged in the aerospace distribution business which stocks and distributes a wide variety of parts to aircraft operators and aerospace companies providing aircraft parts and services to customers worldwide. The Fairchild Corporation also owns and operates a shopping center located in Farmingdale, New York. Additional information is available on The Fairchild Corporation web site (www.fairchild.com).

This news release may contain forward looking statements within the meaning of Section 27-A of the Securities Act of 1933, as amended, and Section 21-E of the Securities Exchange Act of 1934, as amended. The Company's actual results could differ materially from those set forth in the forward-looking statements, as a result of the risks associated with the Company's business, changes in general economic conditions, and changes in the assumptions used in making such forward-looking statements.