
**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

**February 12, 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 financial discussion and analysis by management, 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 7. FINANCIAL STATEMENTS AND EXHIBITS.

(C) Exhibits.

99 Press Release Dated February 12, 2004, regarding our operating results for the first quarter ended December 31, 2003.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION:

On February 12, 2004, we issued a press release announcing our operating results for the first quarter ended December 31, 2003. A copy of the press release is attached hereto as Exhibit 99, and is hereby incorporated by reference.

DISCLAIMER:

The information in this report 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 liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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: February 12, 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 ANNOUNCES ITS RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2003

Dulles, Virginia (February 12, 2004) – The Fairchild Corporation (NYSE:FA) announced today that revenues were \$44.2 million for the quarter ended December 31, 2003, compared to revenues of \$20.8 million for the quarter ended December 29, 2002. The Company reported a net loss of \$2.2 million, or \$0.09 per share, for its quarter ended December 31, 2003, as compared to a net loss of \$5.9 million, or \$0.23 per share, for its quarter ended December 29, 2002.

Fairchild completed the acquisition of Hein Gericke, and IFW on November 1, 2003 and PoloExpress on January 2, 2004. Hein Gericke and PoloExpress are European leaders in their specialty fields. Revenues for these businesses, reported by Fairchild in its Sports and Leisure segment were \$25.2 million for November and December of 2003, which was prior to the peak season beginning in March. Eric Steiner, President and Chief Operating Officer of The Fairchild Corporation, stated: “The Sports and Leisure segment has a historic trend of higher volumes of sales and profits in Europe during months from March to September. As of today, we have increased our orders for goods from our suppliers, which will be delivered to our retail stores for the new season beginning this spring. We expect that the Sports and Leisure segment will provide a solid base for future growth and for enhancing shareholder value.”

Fairchild is continuing to investigate other acquisition opportunities.

About The Fairchild Corporation

The Fairchild Corporation is engaged in the design and sale of protective clothing, helmets and technical accessories for motorcyclists in Europe and the United States; and in aerospace distribution businesses which stock and distribute a wide variety of parts to aircraft operators and aerospace customers 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 website (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.

THE FAIRCHILD CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended	
	12/31/03	12/29/02
REVENUE:		
Net sales	\$ 41,882	\$ 18,661
Rental revenue	2,342	2,099
	<u>44,224</u>	<u>20,760</u>
COSTS AND EXPENSES:		
Cost of goods sold	28,781	14,859
Cost of rental revenue	1,486	1,325
Selling, general & administrative	23,256	35,081
Other (income) expense, net	(3,116)	(139)
	<u>50,407</u>	<u>51,126</u>
OPERATING LOSS	(6,183)	(30,366)
Interest expense	5,393	19,624
Interest income	(190)	(7,617)
Net interest expense	5,203	12,007
Investment income	154	532
Increase in fair market value of interest rate contract	2,090	28
Loss from continuing operations before taxes	(9,142)	(41,813)
Income tax benefit (provision)	2,487	(5,927)
Equity in earnings of affiliates, net	-	(80)
Minority interest, net	81	-
Loss from continuing operations	(6,574)	(47,820)
Earnings (loss) from discontinued operations, net	(1,525)	1,926
Gain on disposal of discontinued operations, net	5,934	40,002
NET LOSS	<u>\$ (2,165)</u>	<u>\$ (5,892)</u>
<u>BASIC AND DILUTED EARNINGS (LOSS) PER SHARE:</u>		
Loss from continuing operations	\$ (0.26)	\$ (1.90)
Earnings (loss) from discontinued operations, net	(0.06)	0.08
Gain on disposal of discontinued operations, net	0.23	1.59
NET LOSS	<u>\$ (0.09)</u>	<u>\$ (0.23)</u>
Basic and Diluted weighted average shares outstanding	<u>25,190</u>	<u>25,163</u>
SEGMENT RESULTS		
Revenues		
Sports and Leisure Segment (a)	\$ 25,207	\$ -
Aerospace Segment	16,673	18,661
Real Estate Operations Segment	2,342	2,099
Corporate and Other	1	-
Total	<u>\$ 44,224</u>	<u>\$ 20,760</u>
Operating Income (Loss)		
Sports and Leisure Segment (a)	\$ (3,286)	\$ -
Aerospace Segment	55	109
Real Estate Operations Segment	766	710
Corporate and Other	(3,718)	(31,185)
Total	<u>\$ (6,183)</u>	<u>\$ (30,366)</u>

(a) – Includes only two months of results from our sports and leisure segment since its acquisition on November