

**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**

**September 21, 2006**

**Date of Report (Date of earliest event reported)**

**THE FAIRCHILD CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation or  
organization)

**Commission File Number 1-  
6560**

**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)

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Check the appropriate box below if the Form 8-K filing is to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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 240.14a-12)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **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 finance and successfully operate our retail businesses; our ability to accurately predict demand for our products; our ability to receive timely deliveries from vendors; our ability to raise cash to meet seasonal demands; our dependence on the retail and aerospace industries; our ability to maintain customer satisfaction and deliver products of quality; our ability to properly assess our competition; our ability to improve our operations to profitability status; our ability to liquidate non-core assets to meet cash needs; our ability to attract and retain highly qualified executive management; our ability to achieve and execute internal business plans; weather conditions in Europe during peak business season and on weekends; labor disputes; competition; foreign currency fluctuations; worldwide political instability and economic growth; military conflicts, including terrorist activities; infectious diseases; new legislation which may cause us to be required to fund our pension plan earlier than we had expected; and the impact of any economic downturns and inflation.

If one or more of these and other risks or uncertainties materialize, 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 8.01 Other Events.**

On August 7, 2006, The Fairchild Corporation ("the Company") announced that FA Holdings, LLC, a Delaware limited liability company led by Philip Sassower, Chairman of The Phoenix Group LLC, and Jeffrey Steiner, Chairman and Chief Executive Officer of the Company, had made a proposal to acquire all of the outstanding shares of the Company for \$2.73 per share in cash. The Board of Directors of the Company formed a Special Committee of independent directors to consider any proposal received.

On September 21, 2006, the Company announced that the Committee received a letter from FA Holdings, LLC terminating the proposal to acquire all shares. However, after the delivery of the letter of termination the parties had subsequent discussions and agreed to meet again.

A copy of the press release (including a copy of the letter received by the Committee) is filed as Exhibit 99.1 to this Form 8-K and incorporated into the Item 8.01 by reference.

**Item 9.01 Financial Statement and Exhibits**

The following are filed as exhibits to this report:

(d) Exhibits

99.1 Press Release, dated September 21, 2006, issued by the Company.

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 thereunto duly authorized.

Dated September 21, 2006

THE FAIRCHILD CORPORATION

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

**Exhibit 99.1**



Contact: Michael L. McDonald  
Sr. Vice President & Chief Financial Officer  
703-478-5845  
Email: [mmcdonald@fairchild.com](mailto:mmcdonald@fairchild.com)

**“GOING PRIVATE” PROPOSAL BY FA HOLDINGS I, LLC TERMINATED**

**McLean, Virginia (September 21, 2006)** - The Fairchild Corporation (NYSE: FA) today announced that it has received the attached letter. However, after the delivery of the letter of termination the parties had subsequent discussions and agreed to meet again.

**About The Fairchild Corporation**

The business of Fairchild consists of three segments: sports & leisure, aerospace, and real estate operations. Fairchild's sports and leisure segment, known as Fairchild Sports, is comprised of Hein Gericke, PoloExpress and Intersport Fashions West. Fairchild Sports designs and sells motorcycle protective apparel, helmets, and a large selection of technical accessories, for motorcyclists. Together, Hein Gericke and PoloExpress operate 233 retail shops in Germany, the United Kingdom, Austria, Belgium, France, Italy, Luxembourg, the Netherlands, and Switzerland. Intersport Fashions West, located in Tustin, California, is a designer and distributor of motorcycle protective apparel. Fairchild's aerospace segment is engaged in the aerospace distribution business which stocks and distributes a wide variety of parts to operators and aerospace companies providing aircraft parts and services to customers worldwide. Additional information is available on The Fairchild Corporation web site ([www.fairchild.com](http://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.

FA Holdings I, LLC  
c/o Phoenix Enterprises, LLC  
110 East 59<sup>th</sup> Street, Suite 1901  
New York, New York 10022

September 20, 2006

The Fairchild Corporation  
1750 Tysons Boulevard, Suite 1400  
McLean, Virginia 22102

Attention: Michael Vantusko  
Chairman, Special Committee

Gentlemen:

Reference is made to our letter dated August 7, 2006 setting forth a proposal to acquire all the outstanding capital stock of the Fairchild Corporation (the "Company"). We hereby notify you, effective immediately, that we are withdrawing our proposal.

We are taking this action because, based on our discussions to date with a committee of independent directors and their advisors, we do not believe we will be able to agree on terms that are mutually satisfactory and thereby enable our proposal to be taken to stockholders. There is simply too little understanding of the challenges facing the Company, which has caused too much of a gulf between us on fundamental business terms. Furthermore, we do not believe the committee and its advisors gave consideration to the fact that our last proposal gave the Company and its advisors almost total freedom, subject only to a break-up fee, to seek a higher price from other bidders even after signing a definitive agreement with us.

Sincerely yours,

FA HOLDINGS I, LLC

By: /s/ Philip Sassower  
Philip Sassower, Manager

By: /s/ Jeffrey J. Steiner  
Jeffrey J. Steiner, Manager