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B/E AEROSPACE INC
Form 425
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Filer: Rockwell Collins, Inc.

Subject Company: B/E Aerospace, Inc.

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Date: October 23, 2016

Leaders,

I am excited to let you know that we have just announced that we have reached agreement to acquire B/E Aerospace, the world's leading manufacturer of aircraft cabin interior products. For us, this is a transformational acquisition that is consistent with our strategy to accelerate growth and build value, similar to our 2013 acquisition of ARINC.

We also just issued our FY 17 financial guidance to external investors on what they should expect from Rockwell Collins during the next year, along with our fourth quarter FY 16 results. Employees will receive information regarding our FY 16 Incentive Pay Plan results Monday morning, one week earlier than originally scheduled.

As you all know, we are focused on meeting our commitments and positioning our business for future growth. This acquisition brings new opportunities to better serve our customers through broader offerings for aircraft in the commercial aviation, business jet and military segments. It will make us a stronger, more diverse company with enhanced growth prospects, despite of some of the market challenges we have seen over the past several years.

Given the material nature of this acquisition - it is the largest in our industry in 2016 - we had to issue the news before the financial markets opened. I know you and your employees will have lots of questions, with the first few being: Why B/E Aerospace? What does this mean for me? How did we fund it?

To answer those questions, we've put together a Vantage Points discussion guide that you will soon receive via email. I also will be sending the following email to all employees shortly.

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This is one of the most important events in the history of our company, and I hope you and your employees are as excited as I am about the opportunities ahead.

Kelly

October 23, 2016

Team,

I am pleased to let you know that we have just announced that we have reached agreement to acquire B/E Aerospace, the world's leading manufacturer of aircraft cabin interior products

including seating, lighting, oxygen systems and galleys. This transaction is the largest in our industry in 2016, the second largest in the industrial sector this year and our most significant acquisition to date. For us, this is a transformational acquisition that is consistent with our strategy to accelerate growth and build value, similar to our 2013 acquisition of ARINC.

B/E Aerospace will operate as a newly created aircraft interior systems segment, and will be run by Werner Lieberherr, B/E Aerospace's current CEO, who will report directly to me. Rockwell Collins and B/E Aerospace just issued a joint press release.

Why B/E Aerospace?

As you all know, we are focused on meeting our commitments and positioning our business for future growth. This acquisition brings new opportunities to better serve our customers through broader offerings for aircraft in the commercial aviation, business jet and military segments and strengthens our position as a leading supplier of cockpit and cabin solutions. Like Rockwell Collins, B/E Aerospace has deep relationships with airline and OEM customers, strong positions in nearly all the segments it serves and a reputation for making high quality products and delivering customer value. We have long admired B/E Aerospace and I am sure you will join me in welcoming their talented team to the Rockwell Collins family.

How will this impact Rockwell Collins?

Acquiring B/E Aerospace is consistent with our Vision and expands our capabilities in cabin interior products. I firmly believe that this transaction will benefit our customers and shareowners, and will create additional opportunities for employees, as you will be part of a larger and even stronger company. We think the strategic fit between our two companies could not be better and we are confident that the integration will be successful.

It's important to note that the actions we announced on Oct. 12 were part of our effort to align our costs to new market realities, and are entirely unrelated to today's news about the acquisition. We currently do not anticipate any additional workforce reductions within Rockwell Collins as a result of this transaction. While we need to continue to be mindful of cost controls, I'm confident that the addition of B/E Aerospace will make us a stronger, more diverse company with enhanced growth prospects, despite of some of the market challenges we have seen over the past several years.

What are next steps?

While we are very excited about today's news, the announcement is just the first step in the process. We expect to complete the transaction in the spring of 2017, pending the approval of Rockwell Collins and B/E Aerospace shareowners, regulators and other customary conditions. Until that time, Rockwell Collins and B/E Aerospace will continue to operate as separate companies. It's business as usual, and we must all remain focused on providing our customers with quality products and the highest level of service they've come to expect. As more information becomes available, I will be sure to keep you apprised.

This news makes me even more confident about our company's exciting future. I know I can rely on you to remain focused on your work, execute well and meet our commitments. As always, thank you for your ongoing dedication to Rockwell Collins.

Sincerely,

Kelly Ortberg

Safe Harbor Statement

This letter contains statements, including statements regarding certain projections, business trends, and the proposed acquisition of B/E Aerospace that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to the financial condition of our customers and suppliers, including bankruptcies; the health of the global economy, including potential deterioration in economic and financial market conditions; adjustments to the commercial OEM production rates and the aftermarket; the impacts of natural disasters and pandemics, including operational disruption, potential supply shortages and other economic impacts; cybersecurity threats, including the potential misappropriation of assets or sensitive information, corruption of data or operational disruption; delays related to the award of domestic and international contracts; delays in customer programs, including new aircraft programs entering service later than anticipated; the continued support for military transformation and modernization programs; potential impact of volatility in oil prices, currency exchange rates or interest rates on the commercial aerospace industry or our business; the impact of terrorist events on the commercial aerospace industry; changes in domestic and foreign government spending, budgetary, procurement and trade policies adverse to our businesses; market acceptance of our new and existing technologies, products and services; reliability of and customer satisfaction with our products and services; potential unavailability of our mission-critical data and voice communication networks; unfavorable outcomes on or potential cancellation or restructuring of contracts, orders or program priorities by our customers; recruitment and retention of qualified personnel; regulatory restrictions on air travel due to environmental concerns; effective negotiation of collective bargaining agreements by us, our customers, and our suppliers; performance of our customers and subcontractors; risks inherent in development and fixed-price contracts, particularly the risk of cost overruns; risk of significant reduction to air travel or aircraft capacity beyond our forecasts; our ability to execute to internal performance plans such as restructuring activities, productivity and quality improvements and cost reduction initiatives; achievement of ARINC integration and synergy plans as well as our other acquisition and related integration plans; continuing to maintain our planned effective tax rates; our ability to develop contract compliant systems and products on schedule and within anticipated cost estimates; risk of fines and penalties related to noncompliance with laws and regulations including compliance requirements associated with U.S. Government work, export control and environmental regulations; risk of asset impairments; our ability to win new business and convert those orders to sales within the fiscal year in accordance with our annual operating plan; and the uncertainties of the outcome of lawsuits, claims and legal proceedings, risk that one or more closing conditions to the acquisition of B/E Aerospace, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the

proposed transaction, may require conditions, limitations or restrictions in connection with such approvals or that the required approval by the shareholders of each of B/E Aerospace and Rockwell Collins may not be obtained; risk of unexpected costs, charges or expenses resulting from the proposed acquisition of B/E Aerospace; uncertainty of the expected financial performance of the combined company following completion of the proposed acquisition of B/E Aerospace; failure to realize the anticipated benefits of the proposed acquisition of B/E Aerospace, including as a result of delay in completing the proposed transaction or integrating the businesses of Rockwell Collins and B/E Aerospace; risk to the ability of the combined company to implement its business strategy; risk of an occurrence of any event that could give rise to termination of the merger agreement; risk that stockholder litigation in connection with the proposed transaction may affect the timing or occurrence of the contemplated merger or result in significant costs of defense, indemnification and liability as well as other risks and uncertainties, including but not limited to those detailed herein and from time to time in our Securities and Exchange Commission filings. These forward-looking statements are made only as of the date hereof and the company assumes no obligation to update any forward-looking statement.

No Offer or Solicitation

This communication is for informational purposes only and not intended to and does not constitute an offer to subscribe for, buy or sell, the solicitation of an offer to subscribe for, buy or sell or an invitation to subscribe for, buy or sell any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Additional Information and Where to Find It

In connection with the proposed transaction, Rockwell Collins will prepare a registration statement on Form S-4 that will include a joint proxy statement/prospectus (the Joint Proxy Statement/Prospectus) for the stockholders of B/E Aerospace and Rockwell Collins to be filed with the SEC, and each will mail the Joint Proxy Statement/Prospectus to their respective stockholders and file other documents regarding the proposed transaction with the SEC. This communication is not a substitute for any proxy statement, registration statement, proxy statement/prospectus or other document Rockwell Collins and/or B/E Aerospace may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE, ANY AMENDMENTS OR SUPPLEMENTS TO THE JOINT PROXY STATEMENT/PROSPECTUS, AND OTHER DOCUMENTS FILED BY ROCKWELL COLLINS OR B/E AEROSPACE WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION. The Joint Proxy Statement/Prospectus (when available) will be mailed to stockholders of Rockwell Collins and B/E Aerospace. Investors and security holders will be able to obtain free copies of Joint Proxy Statement/Prospectus and other documents filed with the SEC by Rockwell Collins and/or B/E Aerospace through the website maintained by the SEC at www.sec.gov. Investors and security holders will also be able to obtain free copies of the

documents filed by Rockwell Collins with the SEC on Rockwell Collins' internet website at <http://www.rockwellcollins.com> or by contacting Rockwell Collins' Investor Relations at Rockwell Collins, 400 Collins Rd. NE, Cedar Rapids, IA 52498 or by calling (319) 295-7575. Investors and security holders will also be able to obtain free copies of the documents filed by B/E Aerospace with the SEC on B/E Aerospace's internet website at <http://www.beaerospace.com> or by contacting B/E Aerospace's Investor Relations at B/E Aerospace, Inc., 1400 Corporate Center Way, Wellington, FL or by calling (561) 791-5000.

Participants in the Solicitation

Rockwell Collins, B/E Aerospace, their respective directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of proxies in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy Statement/Prospectus and other relevant materials when it is filed with the SEC. Information regarding the directors and executive officers of Rockwell Collins is contained in Rockwell Collins' proxy statement for its 2016 annual meeting of stockholders, filed with the SEC on December 16, 2015, and Rockwell Collins' Current Report on Form 8-K filed with the SEC on April 29, 2016. Information regarding the directors and executive officers of B/E Aerospace is contained in B/E Aerospace's proxy statement for its 2016 annual meeting of stockholders, filed with the SEC on April 28, 2016. These documents can be obtained free of charge from the sources indicated above.
