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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 2, 2011**

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**DUCOMMUN INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-08174**  
(Commission  
File Number)

**95-0693330**  
(IRS Employer  
Identification No.)

**23301 Wilmington Avenue, Carson, California**  
(Address of principal executive offices)

**90745-6209**  
(Zip Code)

**Registrant's telephone number, including area code (310) 513-7200**

**N/A**

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

Check the appropriate box below if the Form 8-K filing is intended 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 (17 CFR 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 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

Ducommun Incorporated issued a press release on May 2, 2011 in the form attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

99.1 Ducommun Incorporated press release issued on May 2, 2011.

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.

DUCOMMUN INCORPORATED  
(Registrant)

Date: May 2, 2011

By: /s/ James S. Heiser  
James S. Heiser  
Vice President and General Counsel



FOR IMMEDIATE RELEASE

**Ducommun Incorporated Reports Results for the  
First Quarter Ended April 2, 2011**

LOS ANGELES, California (May 2, 2011) — Ducommun Incorporated (NYSE:DCO) today reported results for its first quarter ended April 2, 2011.

**First Quarter Results**

Sales for the first quarter of 2011 decreased 4.5% to \$99.6 million, as compared to sales of \$104.3 million for the first quarter of 2010, reflecting certain program delays. Net income for the first quarter of 2011 was \$2.9 million, or \$0.27 per diluted share, compared to net income of \$4.2 million, or \$0.40 per diluted share, for the comparable period last year. The first quarter 2011 results were adversely impacted by certain expenses related to the Company's April 4, 2011 announced merger agreement with LaBarge, Inc.

"The first quarter saw shipments mirror the fourth quarter of 2010 across several programs. Importantly, our gross margins remained intact," said Anthony J. Reardon, president and chief executive officer. "While we also experienced some delays on the F-15 and F-18, we see these as being made up in future quarters, and we began shipping again for both the Carson and Chinook helicopters. In addition, we are close to finalizing a contract for follow-on C-17 orders, which should lead to more predictable revenue on this platform for the remainder of the year and into 2012. We continue to see a strengthening commercial market leading to stronger second half results, and our order flow confirms this."

The decrease in sales for the first quarter of 2011 versus the prior-year period was primarily due to lower revenues of engineering services and delays in release of orders for certain military aircraft programs, partially offset by slightly higher sales for regional jet aircraft. The Company's mix of business in the first quarter of 2011 was approximately 54% military/space and 46% commercial, compared to 60% military/space and 40% commercial in the first quarter of 2010.

Gross profit, as a percent of sales, was 18.5% in the first quarter of both 2011 and 2010. Higher gross profit margins at Ducommun Technologies, Inc. were offset by lower gross profit margins at Ducommun AeroStructures, Inc. during the first quarter 2011 compared to the first quarter 2010.

Selling, general and administrative ("SG&A") expenses increased to \$14.1 million, or 14.2% of sales, in the first quarter of 2011, compared to \$12.5 million, or 12.0% of sales, in the first quarter of 2010. The first quarter of 2011 included approximately \$1.4 million of expense relating to the previously announced LaBarge, Inc. merger agreement.

Net income of \$2.9 million for the first quarter of 2011 was down \$1.3 million from 2010 primarily as a result of lower operating income, reflecting the impact of the aforementioned expenses related to the LaBarge transaction, partially offset by lower interest expense and lower taxes. The Company's effective tax rate for the first quarter 2011 was approximately 27% as a result of recognition of various tax benefits related to research and development tax credits. The Company's effective tax rate for the first quarter 2010 was 33% and reflected no research and development tax benefits.

**LaBarge Transaction**

As previously announced, on April 3, 2011, the Company entered into a definitive agreement to acquire all outstanding stock of LaBarge, Inc. (AMEX: LB). LaBarge, with revenue of \$324 million for the twelve months ended January 2, 2011, is a widely recognized electronics manufacturing supplier to the aerospace and defense industry and other high-growth industries.

Pursuant to the terms of the definitive agreement, Ducommun will acquire all issued and outstanding shares of LaBarge at \$19.25 per share in cash for a total purchase price of approximately \$340 million, which includes the assumption of LaBarge's outstanding debt (\$30 million as of January 2, 2011). The closing of the transaction is subject to the approval of LaBarge shareholders and certain other customary regulatory approvals.

“We are very excited about the potential to combine LaBarge with Ducommun Technologies and, in so doing, significantly expand our presence in aerospace and defense manufacturing services,” said Anthony J. Reardon, president and chief executive officer of Ducommun. “The agreement will help solidify Ducommun as a premier Tier 2 provider of both structural and electronic assemblies, broadening our end markets and leading to higher growth opportunities. Combined with our existing platforms, new business initiatives, and increasing commercial demand, the transaction will leave the Company well positioned going forward. We will continue to focus on the fundamentals – sustained growth, margin expansion, and strong cash flow – and are well on our way to transforming Ducommun to better serve our shareholders, our customers, and our employees.”

### **Conference Call**

A teleconference hosted by Anthony J. Reardon, the Company’s president and chief executive officer, and Joseph P. Bellino, the Company’s vice president and chief financial officer, will be held on Tuesday, May 3, 2011 at 10:00 AM PT (1:00 PM ET) to review these financial results. To participate in the teleconference, please call 866-713-8562 (international 617-597-5310) approximately ten minutes prior to the conference time stated above. The participant passcode is 34272953. Mr. Reardon and Mr. Bellino will be speaking on behalf of the Company and anticipate the meeting and Q&A period to last approximately 45 minutes.

This call is being webcast by Thomson Reuters and can be accessed directly at the Ducommun website at [www.ducommun.com](http://www.ducommun.com). Conference call replay will be available after that time at the same link or by dialing 888-286-8010, passcode 18754211.

### **Ducommun Incorporated**

Founded in 1849, Ducommun Incorporated provides engineering and manufacturing services to the aerospace and defense industry. The Company is a supplier of critical components and assemblies for commercial aircraft, military aircraft, and missile and space programs through its three business units: Ducommun AeroStructures (DAS), Ducommun Technologies (DTI), and Miltec. Additional information can be found at [www.ducommun.com](http://www.ducommun.com).

### **CONTACT:**

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Vice President and Chief Financial Officer  
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or

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Investor Relations  
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*The statements made in this press release include forward-looking statements that involve risks and uncertainties. The Company’s future financial results could differ materially from those anticipated due to the Company’s dependence on conditions in the airline industry, the level of new commercial aircraft orders, production rates for Boeing commercial aircraft, the C-17 and Apache helicopter rotor blade programs, the level of defense spending, competitive pricing pressures, manufacturing inefficiencies, start-up costs and possible overruns on new contracts, technology and product development risks and uncertainties, product performance, risks associated with acquisitions and dispositions of businesses by the Company, increasing consolidation of customers and suppliers in the aerospace industry, possible goodwill impairment, and other factors beyond the Company’s control. In addition, the acquisition of LaBarge presents risks and uncertainties, which could cause actual results or those expressed or implied by any forward-looking statements. See the Company’s Form 10-K for the year ended December 31, 2010 and Form 10-Q for the quarter ended April 2, 2011 for a more detailed discussion of these and other risk factors and contingencies.*

[Financial Tables Follow]

DUCOMMUN INCORPORATED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(In thousands, except per share amounts)  
(Unaudited)

	For Three Months Ended	
	April 2, 2011	April 3, 2010
<b>Sales and Service Revenues:</b>		
Product sales	\$91,333	\$ 92,388
Service revenues	8,220	11,868
Net Sales	<u>99,553</u>	<u>104,256</u>
<b>Operating Costs and Expenses:</b>		
Cost of product sales	74,839	75,601
Cost of service revenues	6,306	9,337
Selling, general and administrative expenses	14,149	12,463
Goodwill impairment	—	—
Total Operating Costs and Expenses	<u>95,294</u>	<u>97,401</u>
Operating Income	4,259	6,855
Interest Expense, Net	(260)	(552)
Income Before Taxes	3,999	6,303
Income Tax Expense, Net	(1,076)	(2,080)
Net Income	<u>\$ 2,923</u>	<u>\$ 4,223</u>
<b>Earnings Per Share:</b>		
Basic earnings per share	\$ 0.28	\$ 0.40
Diluted earnings per share	\$ 0.27	\$ 0.40
<b>Weighted Average Number of Common Shares Outstanding:</b>		
Basic	10,526	10,465
Diluted	10,634	10,502

DUCOMMUN INCORPORATED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(In thousands)

	<u>(Unaudited)</u>	
	April 2,	December 31,
	2011	2010
<b>Assets</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 1,069	\$ 10,268
Accounts receivable	56,938	47,949
Unbilled receivables	5,083	3,856
Inventories	81,115	72,597
Production cost of contracts	17,509	16,889
Deferred income taxes	6,026	5,085
Other current assets	6,194	4,748
Total Current Assets	<u>173,934</u>	<u>161,392</u>
Property and Equipment, Net	58,976	59,461
Goodwill	101,090	100,442
Other Assets	23,510	24,157
	<u>\$357,510</u>	<u>\$ 345,452</u>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities:</b>		
Current portion of long-term debt	\$ 180	\$ 187
Accounts payable	35,060	39,925
Accrued liabilities	26,187	31,174
Total Current Liabilities	<u>61,427</u>	<u>71,286</u>
Long-Term Debt, Less Current Portion	21,589	3,093
Deferred Income Taxes	7,971	7,691
Other Long-Term Liabilities	9,316	9,197
Total Liabilities	<u>100,303</u>	<u>91,267</u>
<b>Commitments and Contingencies</b>		
<b>Shareholders' Equity:</b>		
Common stock	107	106
Treasury stock	(1,924)	(1,924)
Additional paid-in capital	62,572	61,684
Retained earnings	199,554	197,421
Accumulated other comprehensive loss	(3,102)	(3,102)
Total Shareholders' Equity	<u>257,207</u>	<u>254,185</u>
	<u>\$357,510</u>	<u>\$ 345,452</u>