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

Date of Report (Date of earliest event reported): February 5, 2019

ESCO TECHNOLOGIES INC.
(Exact Name of Registrant as Specified in Charter)

Missouri (State or Other Jurisdiction of Incorporation)	1-10596 (Commission File Number)	43-1554045 (I.R.S. Employer Identification No.)

9900A Clayton Road, St. Louis, Missouri (Address of Principal Executive Offices)	63124-1186 (Zip Code)

Registrant's telephone number, including area code: 314-213-7200

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 240.113d-4 (c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Item 2.02 Results of Operations and Financial Condition

Today, February 7, 2019, the Registrant is issuing a press release (furnished as Exhibit 99.1 to this report) announcing its fiscal 2019 first quarter financial and operating results. See Item 7.01, Regulation FD Disclosure, below.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At the Registrant's Annual Meeting of Shareholders held on February 5, 2019, the Registrant's shareholders approved an amendment to the Registrant's Employee Stock Purchase Plan (the "ESPP"), increasing by 75,000 the number of shares which could be purchased under the ESPP with matching funds contributed by the Registrant. The amendment was fully described in the Registrant's Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on December 12, 2018. A copy of the ESPP restated to include the approved amendment is attached as Exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2019 Annual Meeting of the Registrant's stockholders was held on February 5, 2019. Each of the 25,910,828 shares entitled to vote at the meeting was entitled to one vote on each matter voted on at the meeting. The affirmative vote of a majority of the shares represented in person or by proxy at the meeting was required to elect each director and to approve each of the other three proposals considered at the meeting. The vote totals below are rounded down to the nearest whole share, and Broker Non-Votes are not considered to be entitled to vote on the matter in question and are therefore not counted in determining the number of votes required for approval.

At the meeting, there were 24,683,391 shares represented and entitled to vote on one or more matters at the meeting, or 95.26% of the outstanding shares. The voting on each of the proposals at the meeting was as follows, rounded down to the nearest whole share:

Proposal 1 – Election of Directors:

Nominee	"For"	"Withhold"	Broker Non-Votes	Percent of Shares Entitled to Vote on the Nominee Voting "For"
Leon J. Olivier	22,396,023	1,052,264	1,235,103	95.51%
Victor L. Richey	22,848,966	599,322	1,235,103	97.44%
Larry W. Solley	19,586,075	3,862,213	1,235,103	83.53%

Because each nominee received a majority of the shares represented at the meeting and entitled to vote on the nominee, all of the nominees were duly elected.

Proposal 2 – Amendment to the Registrant's Employee Stock Purchase Plan to increase by 75,000 the number of shares permitted to be purchased with Registrant matching funds:

"For"	"Against"	"Abstain"	Broker Non-Votes	Percent of Shares Entitled to Vote on the Proposal Voting "For"
23,422,471	20,518	5,297	1,235,103	99.89%

Because the proposal received a majority of the shares represented at the meeting and entitled to vote on the matter, it was duly approved.

Proposal 3 – Ratification of the Registrant's appointment of KPMG LLP as the Registrant's independent registered public accounting firm for the 2019 fiscal year:

"For"	"Against"	"Abstain"	Broker Non-Votes	Percent of Shares Entitled to Vote on the Proposal Voting "For"
24,465,776	189,027	28,587	0	99.12%

Because the proposal received a majority of the shares represented at the meeting and entitled to vote on the matter, it was duly approved.

Proposal 4 – Advisory vote on the resolution to approve the compensation of the Registrant's executive officers ("Say on Pay"):

"For"	"Against"	"Abstain"	Broker Non-Votes	Percent of Shares Entitled to Vote on the Proposal Voting "For"
22,228,159	605,924	614,205	1,235,103	94.80%

Because the proposal received a majority of the shares represented at the meeting and entitled to vote on the matter, it was duly approved.

Item 7.01 Regulation FD Disclosure

Today, February 7, 2019, the Registrant is issuing a press release (Exhibit 99.1) announcing its fiscal 2019 first quarter financial and operating results. The Registrant will conduct a related Webcast conference call today at 4:00 p.m. Central Time. This press release will be posted on the Registrant's web site located at http://www.escotechnologies.com. It can be viewed through the "Investor Relations" page of the web site under the tab "Press Releases," although the Registrant reserves the right to discontinue that availability at any time.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
10.1	Employee Stock Purchase Plan, as amended February 5, 2019
99.1	Press Release dated February 7, 2019

Other Matters

The information in this report furnished pursuant to Item 2.02 and Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 as amended ("Exchange Act") or otherwise subject to the liabilities of that section, unless the Registrant incorporates it by reference into a filing under the Securities Act of 1933 as amended or the Exchange Act.

References to the Registrant's web site address included in this Form 8-K and the exhibits hereto are only textual references, and the Registrant does not intend them to be active links to its web site. Information contained on the Registrant's web site does not constitute part of this Form 8-K or the exhibits hereto.

SIGNATURE

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.

Date: February 7, 2019

ESCO TECHNOLOGIES INC.

By: /s/Gary E. Muenster
Gary E. Muenster
Executive Vice President
and Chief Financial Officer

EXHIBIT 10.1

NINTH AMENDMENT AND RESTATEMENT
OF THE ESCO TECHNOLOGIES INC.
EMPLOYEE STOCK PURCHASE PLAN
(Incorporating all amendments through February 5, 2019)

1. **Title:** This Plan shall be known as the "ESCO Technologies Inc. Employee Stock Purchase Plan". ESCO Technologies Inc. (the "Company") is a Missouri corporation with its principal offices located at 9900A Clayton Road, St. Louis, Missouri 63124.

2. Purpose: The purpose of the Plan is to provide a convenient method by which employees of the Company and its domestic subsidiaries, who wish to do so, may purchase shares of the common stock of the Company (hereinafter referred to as "Common Stock").

3. Eligibility: A division or domestic subsidiary of the Company may elect to permit its employees to participate in the Plan subject to the approval of the Chairman and Chief Executive Officer of the Company or any other Senior Corporate Officer of the Company to whom such authority has been delegated by the Chairman and Chief Executive Officer of the Company. All current and future employees of the units listed in Attachment 1 hereto are eligible to participate in the Plan. Upon the addition or subtraction of a participating subsidiary the Company shall cause Attachment 1 to be appropriately updated, indicating the effective date of the change.

4. Participation:

(a) Participation in the Plan shall be entirely voluntary. Upon written application by any eligible employee to the Trustee on a Company-approved Plan participation and election form (the "Plan Participation/Election Form"), an account shall be opened with respect to such employee in the name of the employee. Eligible employees for whom accounts are opened and maintained in accordance with the terms of the Plan are herein referred to as "participants."

(b) A participant may not assign or pledge any interest the participant may have under the Plan.

5. The Trustee: The Plan shall be administered by one or more Trustees (herein called the "Trustee," whether one or more) appointed by an officer designated by the Board of Directors of the Company. The Trustee shall at all times be "an agent independent of the issuer" as defined in Rule 10b-18 under the Securities Exchange Act of 1934 (the "1934 Act"). The Trustee shall have power and authority to establish such procedures as the Trustee shall deem necessary to effect equitably and fairly the provisions and the intent of the Plan.

6. Contributions by Participants:

(a) Participants may make contributions to the Plan only through payroll deductions. By completing and submitting a Company-approved form, participants may authorize the Company to make deductions from their "Compensation," as defined in the Company's Employee Savings Investment Plan (the "401(k) Plan") to be applied to the purchase of Common Stock of the Company under the terms of the Plan.

(b) Deductions authorized for such purpose shall be whole percentages of Compensation and shall not be less than one percent (1%) nor more than ten percent (10%). The Company may establish rules of uniform application regarding a participant's ability to change the participant's deduction authorizations.

(c) Participants' contributions shall be included in their gross income for purposes of applicable income and employment taxes.

(d) A participant may cease making contributions to the Plan at any time by completing a Company-approved form revoking the participant's payroll withholding authorization. Such cessation shall be effective no later than the second payroll after receipt of the participant's direction to cease withholding. In such event the shares allocated to the participant shall remain in the Plan until withdrawn as set forth in Sections 10 or 11 below; however, if the participant later wishes to resume making contributions to the Plan the participant must complete a new Plan Participation/Election Form.

7. Stock Purchases and Allocation to Participant Accounts: Stock purchases under the Plan, and allocation of such stock to the accounts of participants, shall be effected pursuant to the following rules and procedures:

(a) The Company shall remit amounts withheld pursuant to payroll authorizations under the Plan to the Trustee on a monthly basis as promptly as practicable after the end of each month.

(b) At the discretion of a Senior Corporate Officer of the Company, the Company or a domestic subsidiary or division which participates in the Plan may contribute in cash an amount not to exceed twenty percent (20%) of the amounts contributed by participants. The Company's contribution amounts may be separately determined for each such subsidiary or division. Amounts contributed by the Company or a subsidiary under this Section 7(b) shall be considered as additional compensation to the participants for purposes of applicable income and employment taxes. Commencing October 15, 2003, the total number of shares of Common Stock that may be purchased under the Plan with the Company's contribution amounts shall not exceed two hundred seventy-five thousand (275,000) shares, which number shall be adjusted to reflect stock dividends, stock splits, reverse stock splits and similar matters occurring after February 5, 2019 that affect the number of outstanding shares of Common Stock.

(c) The Trustee shall use amounts contributed pursuant to Sections 7(a) and 7(b) to purchase shares of the Common Stock of the Company on a monthly basis as promptly as practicable after receipt of such amounts. Common Stock may be purchased from sellers unaffiliated with the Company in private transactions, or such purchases may be effected on the New York Stock Exchange. No private transaction may be at a price greater than the then-market price of the Company's Common Stock on the New York Stock Exchange. Common Stock may not be purchased from the Company or its affiliates.

(d) Following each stock purchase, the Trustee shall allocate shares purchased by the Trustee to the participants' accounts pro rata according to their respective contributions to the purchase price. The cost per share charged against the account of each participant for shares allocated to the participant's account shall be the average cost to the Trustee for the shares purchased by the Trustee (including brokerage fees and any other expenses directly applicable to the purchase of such shares). Both whole and fractional shares shall be allocated.

(e) The Trustee shall maintain a book entry account for each participant and shall issue stock certificates to a participant only upon the circumstances and in the manner provided in Section 10.

(f) Cash dividends received by the Trustee on shares held by it under the Plan shall be used by the Trustee to purchase additional shares which shall be allocated among all participants, pro rata, on the basis of their respective account balances and credited to the accounts of participants as additional contributions under the Plan. Account balances for this purpose shall be determined as of the dividend record date preceding the allocation of shares to such accounts. Any shares of the Common Stock of the Company received by the Trustee as a stock dividend on shares held by it shall be treated as additional shares purchased by the Trustee under the Plan, at no cost, and shall be allocated and otherwise dealt with by the Trustee in the same manner as any other shares purchased by the Trustee under the Plan. Dividends received by the Trustee shall be deemed to have been received by the Trustee on the payment dates provided for the declaration of such dividends.

(g) The Company does not guarantee in any way the price of shares purchased under the Plan against decline in market value.

8. Voting of Stock Held Under the Plan: For each meeting of stockholders, the participants will have the right to vote all shares credited to their respective accounts under the Plan, whether registered in the name of the Trustee or its nominee. Shares held by the Trustee under the Plan but for any reason not allocated to the account of a participant will not be voted by the Trustee.

9. Costs of Administering the Plan: All costs and expenses of administering the Plan, including the fees of the Trustee, shall be paid by the Company.

10. Distributions from Participants' Accounts:

(a) A participant may from time to time elect to withdraw any number of whole shares allocated to the participant's Plan account in any of the following ways, in each case by submitting an appropriate Plan Participation/Election Form or by such other method as may be approved by the Trustee and the Company:

(i) The participant may elect to have ownership of a number of whole shares withdrawn from the Plan and transferred from the participant's Plan account to the participant as an individual. Within approximately one week after the Trustee's receipt of the withdrawal election, the Trustee will deduct the number of withdrawn shares from the participant's Plan account and credit them to the participant's individual book-entry share ownership account. Alternatively, the participant may direct the Trustee to have the withdrawn shares transferred to the participant's brokerage account or to such other account or in such other manner as the Company may approve in its sole discretion.

(ii) The participant may request the sale of a number of whole shares allocated to the participant's Plan account. The Trustee will endeavor to sell the shares within one week of receiving written authorization to sell the shares, and will promptly deliver a check to the participant less any commission charged by the Trustee.

(b) The Trustee may establish such other procedures as it deems necessary to administer withdrawals in accordance with the intent of the Plan.

(c) Except for sale commissions, no charges shall be imposed against the participant or the participant's account by reason of a withdrawal of shares. However, if the participant requests the Trustee to issue and deliver a stock certificate for the withdrawn shares (in lieu of having them transferred to a book-entry share account), the participant will be responsible for any costs associated with the issuance of a paper certificate.

(d) Except as set forth in Section 11, no participant shall have any right to receive a distribution of fractional shares in the participant's account, or to receive the value thereof in cash.

11. Termination of Participation in the Plan:

(a) A participant may voluntarily elect to completely withdraw from the Plan and terminate participation in the Plan by submitting an appropriate Plan Participation/Election Form.

(b) A participant's participation in the Plan will automatically terminate upon the participant's death, retirement, total disability, entering military service, or other termination of employment.

(c) Upon the termination of a participant's Plan participation, the participant's account will be settled and distributed as soon as practicable after such event occurs and after the Trustee receives notice of such termination or in the event of death, after the appointment of the legal representative of the estate of the deceased and the satisfaction of any other applicable legal requirements. The whole shares of stock which have been allocated to the account of such former participant shall be distributed as provided in section 10, and the Trustee shall pay to the former participant an amount in cash equal to any fractional share remaining in the former participant's account. In the case of the death of a participant who is the sole account holder, the Trustee shall make such distribution and payment to the legal representative of such participant.

12. Reports to Participants: The Trustee will render regular reports to each participant under the Plan, showing, for the period of the report, the contributions made and dividends, if any, credited to such participant's account; the number of shares allocated to such participant; the purchase price for such shares charged against the participant's account; and the number of shares withdrawn, if any. Such reports shall be made not less frequently than once each quarter.

13. Amendment and Termination of the Plan: The Company reserves the right with respect to any or all employees, including those who may be participants under the Plan, to amend or terminate the Plan at any time; provided that, except with respect to termination of the Plan and changes in the amount of contributions by participants under Section 6 or by the Company or a division or domestic subsidiary under Section 7(b), such authority may be delegated to any Senior Corporate Officer of the Company subject to such conditions as the Human Resources and Compensation Committee of the Board of Directors of the Company may determine from time to time. In the event of termination of the Plan, each participant will receive from the Trustee within sixty (60) days after the date of termination a certificate for the whole shares which have been acquired for the participant and an amount in cash equal to the fractional share remaining in the participant's account.

14. Section 16 Compliance: With respect to persons subject to Section 16 of the 1934 Act, transactions under the Plan are intended to comply with the applicable conditions of Rule 16b-3 or its successors under the 1934 Act. To the extent any provision of the Plan and any action thereunder fail to so comply, it shall be deemed null and void to the extent permitted by law.

15. Effective Date: The Plan became effective on October 15, 2003. This Amendment and Restatement incorporates all amendments through February 5, 2019.

EXHIBIT 99.1

NEWS FROM

For more information contact:
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ESCO ANNOUNCES FIRST QUARTER FISCAL 2019 RESULTS

- GAAP EPS $0.66 Driven by Gain on Sale of Doble Headquarters Building -
- Adjusted EPS $0.47 Beats Mgmt Guidance by $0.02 and Consensus by $0.03 -

ST. LOUIS, February 7, 2019 – ESCO Technologies Inc. (NYSE: ESE) (ESCO, or the Company) today reported its operating results for the first quarter ended December 31, 2018 (Q1 2019), compared to the first quarter ended December 31, 2017 (Q1 2018).

The financial results presented include certain non-GAAP financial measures such as EBIT, EBITDA, Adjusted EBITDA and Adjusted EPS, as defined within the "Non-GAAP Financial Measures" described below. Any non-GAAP financial measures presented are reconciled to their respective GAAP equivalents.

Management believes these non-GAAP financial measures are useful in assessing the ongoing operational profitability of the Company's business segments, and therefore, allow shareholders better visibility into the Company's underlying operations. See "*Non-GAAP Financial Measures*" described below.

Earnings Summary

Q1 2019 GAAP EPS of $0.66 per share included $0.19 per share from a gain on the sale of Doble's headquarters building in Watertown, Massachusetts, partially offset by charges incurred from cost reduction actions taken in Technical Packaging and at Doble, and costs incurred to move the aircraft / aerospace business from VACCO to PTI as described in the Company's November 15, 2018 earnings release. The $0.19 per share was excluded when determining Q1 2019 Adjusted EPS. GAAP net earnings were $17 million in Q1 2019.

Q1 2018 GAAP EPS of $1.33 per share included a net tax benefit of $25 million, or $1.00 per share from the implementation of the December 2017 "Tax Cuts and Jobs Act" (U.S. Tax Reform). The $1.00 per share was excluded when determining Q1 2018 Adjusted EPS. GAAP net earnings were $35 million in Q1 2018.

Q1 2019 Adjusted EPS of $0.47 per share exceeded Management's previous guidance of $0.40 to $0.45 per share, and increased 42 percent over Q1 2018 Adjusted EPS of $0.33 per share.

Adjusted EBITDA was $28 million in Q1 2019, reflecting a 14 percent increase over Q1 2018 Adjusted EBITDA of $24 million.

The increases in Adjusted EPS and Adjusted EBITDA were driven by higher sales and improved operating performance within Filtration, USG, and Test.

Operating Highlights

- Q1 2019 sales increased 5 percent to $183 million compared to $173 million in Q1 2018.
- On a segment basis, Q1 2019 Filtration sales exceeded expectations and increased 10 percent from Q1 2018 as commercial aerospace and navy sales increased significantly. Test sales also exceeded expectations and increased 10 percent driven by strong project sales domestically and in China. USG sales from Doble, Morgan Schaffer and Vanguard increased 4 percent, while NRG's sales to renewable energy customers decreased, resulting in flat USG net sales. Technical Packaging sales decreased five percent (consistent with expectations) due to project timing.
- SG&A expenses decreased 3 percent in Q1 2019 compared to Q1 2018 as a result of the cost reduction actions taken throughout 2018.
- Entered orders were $198 million in Q1 2019 (book-to-bill of 1.08x) which resulted in an ending backlog of $398 million at December 31, 2018, an

increase of $15 million, or 4 percent, from September 30, 2018.

- Q1 2019 GAAP and Adjusted income tax rates were 25.5 percent and 24.8 percent, respectively, which were slightly higher than Management's previous expectations of 24 percent. The GAAP effective tax rate in Q1 2018 was significantly impacted by the $25 million net tax benefit recorded as a result of U.S. Tax Reform, and was 33.5 percent on an Adjusted basis when excluding the net tax benefit.
- Q1 2019 net cash provided by operating activities was $8 million resulting in $179 million of net debt outstanding (total borrowings less cash on hand) at December 31, 2018, with a 1.5x leverage ratio.

Chairman's Commentary – Q1 2019

Vic Richey, Chairman and Chief Executive Officer, commented, "I'm pleased with the way we started the year as Q1's operating results came in above our original expectations at most of our operating units. Sales, earnings, cash flow and entered orders all came in better than plan which enabled us to beat the top end of our Adjusted EPS guidance range by $0.02 per share.

"On an Adjusted basis, we increased our Q1 2019 earnings 44 percent over prior year driven by the strength of our Filtration, Test and USG businesses which all contributed meaningfully to our earnings growth. Our Packaging business came in generally as expected and I'm certain that the cost reduction actions that are underway will begin to have a favorable impact in the second half of the year.

"Touching on a few highlights of our Q1 performance compared to Q1 2018: Filtration sales increased 10 percent driven by the continued strength of our commercial aerospace and navy business; Test sales also increased 10 percent on the strength of its backlog and new project wins; Doble, Vanguard and Morgan Schaffer had solid sales and earnings growth and exceeded expectations, but we continued to experience some softness in the renewable energy space. Despite some softness at NRG, USG delivered an Adjusted EBIT margin of 25 percent in Q1 2019, up from 19 percent in Q1 2018.

"Our entered orders were another bright spot in Q1 as we booked nearly $200 million of new business and increased our backlog over $15 million from the start of the year, and that is despite beating our sales forecast. I believe this bodes well for meeting our commitments for the balance of the year.

"Additionally, we generated a meaningful amount of cash during Q1 which enabled us to continue to pay down debt and positions us well for future M&A spending.

"On the M&A front we continue to evaluate and diligence a robust pipeline of opportunities in both Filtration and USG and continue to work these aggressively. Consistent with our history, we will remain prudent and committed to our disciplined approach of balancing ROIC and protecting our balance sheet.

"Our cost reduction actions are proceeding as planned and are on budget and on schedule. I'm pleased to report that we are in lease negotiations for a new Doble headquarters building in Marlborough. I'm looking forward to having all of the Doble staff co-located in a single, customer-friendly facility as I believe it will further enhance our operational efficiency and effectiveness, while lowering our operating costs. The move is expected to be completed by December 2019.

"As we look forward in 2019, we plan to build on the successes we achieved in Q1 and expect to continue benefitting from our lower cost structure. Our solid market positions and tangible growth opportunities across the Company provide us with a favorable view of the future with our goal remaining unchanged – to increase long-term shareholder value."

Dividend Payment

The next quarterly cash dividend of $0.08 per share will be paid on April 18, 2019 to stockholders of record on April 3, 2019.

New Revenue Recognition Standard

On October 1, 2018, the Company formally adopted *ASC Topic 606, Revenue from Contracts with Customers* ("New Revenue Recognition Standard") using the modified retrospective method. Operating results for reporting periods beginning after October 1, 2018 will be presented under the New Revenue Recognition Standard, while the results from prior periods will not be adjusted and will continue to be presented using our historic accounting policies. This new standard will have no impact on 2019 cash flows.

Cost Reduction / Restructuring Actions

To enhance Doble's ROIC and further improve its operating efficiency, in October 2018, the Company sold Doble's headquarters building in Watertown Massachusetts to a real estate developer for approximately $18 million in cash, and later in 2019, will consolidate its operations into one location in Marlborough Massachusetts where Doble has an existing administrative facility. The sale resulted in a pretax gain recognized in Q1 2019. The net proceeds were used to further pay down debt, and the upcoming move will improve operational efficiency by having Doble's entire Boston area operations co-located in a single, lower cost, more modern facility by the end of calendar 2019. The building gain and the restructuring / move costs will be excluded when calculating 2019 Adjusted EPS.

To reduce Technical Packaging's cost structure and increase its EBIT margins, the Company initiated a cost reduction action in Europe to close Plastique's headquarters in Tunbridge Wells, UK and consolidate its new product design and administrative functions into the remaining facilities in Nottingham, UK and Poznan, Poland. This move is expected to generate meaningful operating improvements and will enable Plastique to be more competitive in its various end-markets. The shut down and move costs (approximately $2 million, pretax) will be excluded when calculating 2019 Adjusted EPS.

Additionally, the Company is moving VACCO's aircraft / aerospace business (approximately $8 million in annual revenue) from South El Monte California and consolidating it into PTI's aerospace facility in Oxnard California. This will enable PTI to maximize its aircraft / aerospace customer relationships and market expertise and utilize manufacturing floor space made available by the elimination of its automotive / industrial business during 2018, while allowing VACCO to concentrate on its growing navy / submarine and space business. These move costs (approximately $1 million) will also be excluded when calculating 2019 Adjusted EPS.

All of these actions are intended to improve operating efficiency, generate additional free cash flow, and enhance the Company's competitiveness across several end-markets, thereby, accelerating annual sales and earnings growth in the future.

Business Outlook – 2019 *(Summarized)*

Management's expectations for 2019 remain consistent with the details outlined in the "Business Outlook – 2019" section of the November 15, 2018 earnings release.

Management continues to see meaningful organic sales, Adjusted EBIT, and Adjusted EBITDA growth across each of the Company's business segments and anticipates growth rates in 2019 and beyond that will generally exceed the broader industrial market. The organic growth described in the previous earnings release is expected to be enhanced by additional M&A contributions.

Management's focus on profitable growth, increased cash flow, an enhanced cost structure driving efficiency and creating competitive advantages, coupled with incremental ROIC, will be the key drivers of sustainable share price appreciation.

To recap, Management expects 2019 Adjusted EPS to be in the range of $2.95 to $3.05 per share reflecting meaningful organic sales and Adjusted EBITDA growth partially offset by the additional depreciation and amortization charges and incremental tax expense as detailed previously.

On a quarterly basis, Management expects 2019 revenues and Adjusted EPS to be more back half weighted with the second half of the year being stronger than the first half.

Management expects Q2 2019 Adjusted EPS to be in the range of $0.58 to $0.63 per share. The timing of quarterly sales and earnings throughout the year, coupled with the discrete charges described above within the respective quarters will impact quarterly comparability.

Conference Call

The Company will host a conference call today, February 7, at 4:00 p.m. Central Time, to discuss the Company's Q1 2019 results. A live audio webcast will be available on the Company's website at www.escotechnologies.com. Please access the website at least 15 minutes prior to the call to register, download and install any necessary audio software. A replay of the conference call will be available for seven days on the Company's website noted above or by phone (dial 1-855-859-2056 and enter the pass code 5468674).

Forward-Looking Statements

Statements in this press release regarding the timing and amounts of the Company's expected quarterly, 2019 full year and beyond results, revenue and sales growth, EPS, Adjusted EPS, EPS growth, cash, EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, interest expense, income tax expense, effective tax rates, cash generation, sustainable share price appreciation, the realization of operational efficiencies, the Company's competitiveness and the costs and savings resulting from operational improvements and cost reduction actions, the Company's ability to increase operating margins, realize financial goals and increase shareholder value, the success of acquisition efforts, the long-term success of the Company, and any other statements which are not strictly historical are "forward-looking" statements within the meaning of the safe harbor provisions of the federal securities laws.

Investors are cautioned that such statements are only predictions and speak only as of the date of this release, and the Company undertakes no duty to update them except as may be required by applicable laws or regulations. The Company's actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company's operations and business environment including but not limited to those described in Item 1A, "Risk Factors", of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018, and the following: the success of the Company's competitors; weakening of economic conditions in served markets; changes in customer demands or customer insolvencies; competition; intellectual property rights; technical difficulties; delivery delays or defaults by customers; material changes in the costs and availability of certain raw materials; the appropriation, allocation and availability of Government funds; the termination for convenience of Government and other customer contracts; the timing and content of future contract awards or customer orders; performance issues with key customers, suppliers and subcontractors; labor disputes; the impacts of natural disasters on the Company's operations and those of the Company's customers and suppliers; changes in laws and regulations, including but not limited to changes in accounting standards and taxation requirements; changes in interest rates; costs relating to environmental matters arising from current or former facilities; financial exposure in connection with Company guarantees of certain Aclara contracts; the availability of select acquisitions; uncertainty regarding the ultimate resolution of current disputes, claims, litigation or arbitration; and the success and integration of recently acquired businesses.

Non-GAAP Financial Measures

The financial measures EBIT, EBITDA, Adjusted EBITDA and Adjusted EPS are presented in this press release. The Company defines "EBIT" as earnings before interest and taxes, "EBITDA" as earnings before interest, taxes, depreciation and amortization, "Adjusted EBITDA" as EBITDA excluding certain defined charges, and "Adjusted EPS" as GAAP earnings per share (EPS) excluding the net impact of the items described above which were $0.19 per share in Q1 2019.

EBIT, EBITDA, Adjusted EBITDA and Adjusted EPS are not recognized in accordance with U.S. generally accepted accounting principles (GAAP). However, Management believes that EBIT, EBITDA and Adjusted EBITDA are useful in assessing the operational profitability of the Company's business segments because they exclude interest, taxes, depreciation and amortization, which are generally accounted for across the entire Company on a consolidated basis. EBIT is also one of the measures used by Management in determining resource allocations within the Company as well as incentive compensation. The Company believes that the presentation of EBIT, EBITDA, Adjusted EBITDA and Adjusted EPS provides important supplemental information to investors by facilitating comparisons with other companies, many of which use similar non-GAAP financial measures to supplement their GAAP results. The use of non-GAAP financial measures is not intended to replace any measures of performance determined in accordance with GAAP.

ESCO, headquartered in St. Louis, Missouri: Manufactures highly-engineered filtration and fluid control products for the aviation, space and process markets worldwide; is the industry leader in RF shielding and EMC test products; provides diagnostic instruments, software and services for the benefit of industrial power users and the electric utility and renewable energy industries; and, produces custom thermoformed packaging, pulp-based packaging, and specialty products for medical and commercial markets. Further information regarding ESCO and its subsidiaries is available on the Company's website at www.escotechnologies.com.

-tables attached-

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended December 31, 2018	Three Months Ended December 31, 2017
Net Sales	$ 182,597	173,495
Cost and Expenses:		
Cost of sales	118,908	111,736
Selling, general and administrative expenses	40,993	42,154
Amortization of intangible assets	4,652	4,446
Interest expense	1,890	2,185
Other (income) expenses, net	(7,103)	173
Total costs and expenses	159,340	160,694
Earnings before income taxes	23,257	12,801
Income tax expense (benefit)	5,940	(21,870)
Net earnings	$ 17,317	34,671
Diluted EPS:		
GAAP EPS	$ 0.66	1.33
Adjusted EPS	$ 0.47 (1)	0.33 (2)
Diluted average common shares O/S:	26,120	26,080

(1)Q1 2019 Adjusted EPS excludes $0.19 per share of after-tax income mainly resulting from gain on the sale of the Doble Watertown property partially offset by certain restructuring charges primarily at Doble and Plastique.

(2)Q1 2018 Adjusted EPS excludes $1.00 per share of net tax benefit recorded related to the December 2017 "Tax Cuts and Jobs Act" (U.S. Tax Reform).

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Business Segment Information (Unaudited)
(Dollars in thousands)

	GAAP		As Adjusted	
	Q1 2019	Q1 2018	Q1 2019	Q1 2018
Net Sales				
Filtration	$ 66,224	60,035	66,224	60,035
Test	41,286	37,530	41,286	37,530
USG	55,855	55,754	55,855	55,754
Technical Packaging	19,232	20,176	19,232	20,176
Totals	$ 182,597	173,495	182,597	173,495
EBIT				
Filtration	$ 10,610	9,645	10,707	9,645
Test	3,310	2,596	3,310	2,596
USG	21,546	10,651	13,859	10,651
Technical Packaging	106	965	375	965
Corporate	(10,425)	(8,871)	(10,060)	(8,871)
Consolidated EBIT	25,147	14,986	18,191	14,986
Less: Interest expense	(1,890)	(2,185)	(1,890)	(2,185)
Plus (Less): Income tax	(5,940)	21,870	(4,046)	(4,288)
Net earnings	$ 17,317	34,671	12,255	8,513

Note 1: Adjusted net earnings were $12.3 million in Q1 2019 which excluded $0.19 per share of after-tax income primarily related to the Q1 2019 gain on the sale of the Doble Watertown facility partially offset by charges related to other restructuring actions.

Note 2: Adjusted net earnings were $8.5 million in Q1 2018 which excluded $1.00 per share of net tax benefit recorded related to the December 2017 "Tax Cuts and Jobs Act" (U.S. Tax Reform).

EBITDA Reconciliation to Net earnings:

	Q1 2019	Q1 2019 - As Adj	Q1 2018	Q1 2018 - As Adj
Consolidated EBITDA	$ 34,651	27,695	24,212	24,212
Less: Depr & Amort	(9,504)	(9,504)	(9,226)	(9,226)
Consolidated EBIT	25,147	18,191	14,986	14,986
Less: Interest expense	(1,890)	(1,890)	(2,185)	(2,185)
Plus (Less): Income Tax	(5,940)	(4,046)	21,870	(4,288)
Net earnings	$ 17,317	12,255	34,671	8,513

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(Dollars in thousands)

	December 31, 2018	September 30, 2018
Assets		
Cash and cash equivalents	$ 36,630	30,477
Accounts receivable, net	146,668	163,740
Contract assets	94,082	53,034
Inventories	119,659	135,416
Other current assets	14,880	13,356
Total current assets	411,919	396,023
Property, plant and equipment, net	129,443	134,954
Intangible assets, net	340,195	345,353
Goodwill	381,198	381,652
Other assets	5,456	7,140
	$ 1,268,211	1,265,122
Liabilities and Shareholders' Equity		
Short-term borrowings and current maturities of long-term debt	$ 20,273	20,000
Accounts payable	54,395	63,033
Contract liabilities	53,251	49,035
Other current liabilities	66,749	68,462
Total current liabilities	194,668	200,530
Deferred tax liabilities	61,536	64,794
Other liabilities	40,215	40,388
Long-term debt	195,000	200,000
Shareholders' equity	776,792	759,410
	$ 1,268,211	1,265,122

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)
(Dollars in thousands)

	Three Months Ended December 31, 2018
Cash flows from operating activities:	
Net earnings	$ 17,317
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Depreciation and amortization	9,504
Stock compensation expense	1,373
Changes in assets and liabilities	(7,912)
Change in PP&E from gain on building sale	(8,922)
Effect of deferred taxes	(3,258)
Net cash provided by operating activities	8,102
Cash flows from investing activities:	
Capital expenditures	(8,885)
Additions to capitalized software	(2,060)
Proceeds from sale of building and land	17,201
Net cash provided by investing activities	6,256
Cash flows from financing activities:	
Proceeds from long-term debt and short-term borrowings	8,273
Principal payments on long-term debt	(13,000)
Dividends paid	(2,073)
Other	(159)
Net cash used by financing activities	(6,959)
Effect of exchange rate changes on cash and cash equivalents	(1,246)
Net increase in cash and cash equivalents	6,153
Cash and cash equivalents, beginning of period	30,477
Cash and cash equivalents, end of period	$ 36,630

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES

Other Selected Financial Data (Unaudited)

(Dollars in thousands)

Backlog And Entered Orders - Q1 FY 2019	Filtration	Test	USG	Technical Packaging	Total
Beginning Backlog - 10/1/18	$ 204,227	122,350	40,727	15,467	382,771
Entered Orders	83,732	45,430	52,000	16,961	198,123
Sales	(66,224)	(41,286)	(55,855)	(19,232)	(182,597)
Ending Backlog - 12/31/18	$ 221,735	126,494	36,872	13,196	398,297