



**Item 8.01 Other Events**

Mark Peabody, Executive Vice President of Astronics Corporation (the "Company") and President of the Company's subsidiary, Astronics Advanced Electronic Systems Corp., has determined to monetize a portion of his equity position in the Company's common stock in a systematic, non-discretionary manner with minimal market impact and in accordance with applicable law and regulations.

Accordingly, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, Mr. Peabody adopted a written plan on September 12, 2016 relating to future sales of the Company's common stock. Mr. Peabody's plan will begin on November 18, 2016 and will continue until September 22, 2017, unless sooner terminated. Under Mr. Peabody's plan, he will place an order to sell 1,000 shares of the Company's common stock on the open market and at prevailing market prices, subject to a price floor, beginning November 18, 2016 and on Friday of every other following week through September 22, 2017. In the event that the prevailing market price on a designated order date exceeds a certain price, the number of shares sold will be increased to 2,000 for such date. The maximum number of shares to be sold pursuant to the plan is 18,522 shares of the Company's common stock.

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**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.

Dated: September 12, 2016

**Astronics Corporation**  
By: /s/ David C. Burney  
Name: David C. Burney  
Executive Vice President and Chief  
Financial Officer