

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**ASTRONICS CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction of  
incorporation or organization)

**16-0959303**  
(I.R.S. Employer  
Identification Number)

**130 Commerce Way  
East Aurora, New York 14052  
(716) 805-1599**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Astronics Corporation 2017 Long Term Incentive Plan**  
(Full title of the plans)

**David C. Burney  
Executive Vice President and Chief Financial Officer  
Astronics Corporation  
130 Commerce Way  
East Aurora, New York 14052  
(716) 805-1599**

(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>		

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**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed aggregate offering price	Amount of registration fee
Common Stock (\$.01 par value)	1,757,040 shares	\$42.43	\$74,551,207.20	\$9,281.63
Class B Common Stock (\$.01 par value)	1,757,040 shares	\$42.43	\$74,551,207.20	\$9,281.63

- (1) This Registration Statement also covers an indeterminate number of shares of Common Stock and Class B Common Stock which may be issuable under such plan as a result of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h), based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on December 11, 2017.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the Commission on February 24, 2017, as amended by Form 10-K/A (Amendment No. 1), filed with the Commission on August 31, 2017;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Commission on November 9, 2017;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended July 1, 2017, filed with the Commission on August 16, 2017, as amended by Form 10-Q/A (Amendment No. 1), filed with the Commission on August 31, 2017;
- (d) The Registrant's Quarterly Report on Form 10-Q for the quarter ended April 1, 2017, filed with the Commission on May 5, 2017;
- (e) Those portions of the Registrant's Definitive Proxy Statement that are incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016, as amended by Form 10-K/A (Amendment No. 1), filed with the Commission on August 31, 2017;
- (f) The Registrant's Current Reports on Form 8-K filed with the Commission on February 17, 2017, February 27, 2017, April 6, 2017, May 4, 2017, May 31, 2017, August 2, 2017, August 16, 2017, October 27, 2017, November 7, 2017, November 16, 2017 and December 1, 2017; and
- (g) The description of our Common Stock and Class B Common Stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission in 1972, including all amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Certain legal matters with respect to the validity of the shares of Common Stock offered pursuant to this Registration Statement are being passed upon for the Registrant by Hodgson Russ LLP, counsel to the Registrant. John B. Drenning, a director of the Registrant, is a partner in Hodgson Russ LLP. He and other members of that firm beneficially own an aggregate of approximately 39,757 shares of Common Stock and approximately 439,709 shares of Class B Stock.

**Item 6. Indemnification of Directors and Officers.**

Sections 721 through 726 of the New York Business Corporation Law, or BCL, grant New York corporations broad powers to indemnify their present and former directors and officers and those of affiliated corporations against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with threatened, pending or completed actions, suits or proceedings to which they are parties or are threatened to be made parties by reason of being or having been such directors or officers, subject to specified conditions and exclusions; give a director or officer who successfully defends an action the right to be so indemnified; and permit a corporation to buy directors' and officers' liability insurance. Such indemnification is not exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders or otherwise.

Section 402(b) of the BCL permits a New York corporation to include in its certificate of incorporation a provision eliminating the potential monetary liability of a director to the corporation or its shareholders for breach of fiduciary duty as a director, provided that such provision may not eliminate the liability of a director (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (ii) for any transaction from which the director receives an improper personal benefit or (iii) for any acts in violation of Section 719 of the BCL. Section 719 provides that a director who votes or concurs in a corporate action will be liable to the corporation for the benefit of its creditors and shareholders for any damages suffered as a result of an action approving (i) an improper payment of a dividend, (ii) an improper redemption or purchase by the corporation of shares of the corporation, (iii) an improper distribution of assets to shareholders after dissolution of the corporation without adequately providing for all known liabilities of the corporation or (iv) the making of an improper loan to a director of the corporation.

The Registrant's Certificate of Incorporation includes the provisions permitted by Section 402(b).

The Registrant's by-laws also allow it to indemnify, in the same manner and under the same circumstances as set forth in Sections 721 through 726 of the BCL, any person who was or is a party or is threatened to be made a party to any action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was the Registrant's representative, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the Registrant's best interests.

In addition, the Registrant has entered into indemnification agreements with each of its directors, executive officers and certain other officers pursuant to which each such person is indemnified for costs and expenses actually and reasonably incurred in connection with a threatened, pending or completed action, suit or proceeding in which such person is or was a party or is threatened to be made a party by reason of the fact that such person is or was a director, officer or employee of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee, member, manager or fiduciary of another entity.

The Company also maintains an insurance policy insuring its directors and officers against liability for certain acts and omissions while acting in their official capacities on behalf of the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The list of exhibits in the Exhibit Index below is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the change in volume and price represents no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That for the purpose of determining any liability of the Registrant under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orlando, State of Florida, on December 12, 2017.

**ASTRONICS CORPORATION**

By: /s/ Peter J. Gundermann  
President and Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints, Peter J. Gundermann and David C. Burney, or either of them, as his attorney in fact, to sign any amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

**Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/S/ PETER J. GUNDERMANN</u> <b>Peter J. Gundermann</b>	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 12, 2017
<u>/S/ DAVID C. BURNEY</u> <b>David C. Burney</b>	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	December 12, 2017
<u>/S/ NANCY L. HEDGES</u> <b>Nancy L. Hedges</b>	Corporate Controller and Principal Accounting Officer	December 12, 2017
<u>/S/ RAYMOND W. BOUSHIE</u> <b>Raymond W. Boushie</b>	Director	December 12, 2017
<u>/S/ ROBERT T. BRADY</u> <b>Robert T. Brady</b>	Director	December 12, 2017
<u>/S/ JOHN B. DRENNING</u> <b>John B. Drenning</b>	Director	December 12, 2017
<u>/S/ KEVIN T. KEANE</u> <b>Kevin T. Keane</b>	Director	December 12, 2017
<u>/S/ ROBERT J. MCKENNA</u> <b>Robert J. McKenna</b>	Director	December 12, 2017
<u>/S/ JEFFRY D. FRISBY</u> <b>Jeffry D. Frisby</b>	Director	December 12, 2017
<u>/S/ WARREN C. JOHNSON</u> <b>Warren C. Johnson</b>	Director	December 12, 2017
<u>/S/ NEIL KIM</u> <b>Neil Kim</b>	Director	December 12, 2017

## Exhibit Index

<b>Exhibit No.</b>	<b>Exhibit</b>
<a href="#"><u>99.1</u></a>	Astronics Corporation 2017 Long Term Incentive Plan (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A, as filed with the Commission on April 17, 2017)
<a href="#"><u>5.1</u></a>	Opinion of Hodgson Russ LLP
<a href="#"><u>23.1</u></a>	Consent of Ernst & Young LLP
<a href="#"><u>23.2</u></a>	Consent of Hodgson Russ LLP (Included in Exhibit 5.1)
<a href="#"><u>24.1</u></a>	Power of Attorney (included on signature page)

December 12, 2017

Astronics Corporation  
130 Commerce Way  
East Aurora, New York 14052-0018

Ladies and Gentlemen:

Re: Registration Statement on Form S-8 (File No. 333-\_\_\_\_\_)

We are delivering this opinion at your request in connection with the registration by Astronics Corporation (the “Company”) under the Securities Act of 1933, as amended, and the rules and regulations thereunder (the “Act”), of (i) 1,757,040 shares of Common Stock, with a par value of \$0.01 per share (ii) 1,757,040 shares of Class B Common Stock, with a par value of \$0.01 per share, (such shares of Common Stock and Class B Common Stock being collectively, the “Shares”), for issuance and sale pursuant to the above-referenced registration statement (the “Registration Statement”) under the Astronics Corporation 2017 Long Term Incentive Plan (the “Plan”).

The opinion set forth in this letter is based upon (1) our review of (a) the Registration Statement, (b) the Plan, (c) originals, or copies authenticated to our satisfaction, of the Company’s Certificate of Incorporation, as amended and/or restated from time to time, its By-laws, as amended and/or from time to time, and records of certain of its corporate proceedings and (d) such other certificates, opinions and instruments as we have deemed necessary (items 1(a) through (d) being collectively the “Reviewed Documents”) and (2) our review of such published sources of law as we have deemed necessary.

We have assumed without any inquiry or other investigation (a) the legal capacity of each natural person, (b) the accuracy on the date of this letter as well as the date made of each statement as to any factual matter contained in any of the Reviewed Documents, (c) the genuineness of each signature on any of the Reviewed Documents, the completeness of each of the Reviewed Documents, the authenticity of each of the Reviewed Documents submitted to us as an original, the conformity to the original of each of the Reviewed Documents submitted to us as a copy and the authenticity of the original of each of the Reviewed Documents submitted to us as a copy and (d) that, when issued in accordance with the Plan, appropriate certificates complying with applicable law evidencing the Shares will be properly executed or the Shares will be uncertificated shares complying with applicable law.

Based upon the foregoing, it is our opinion that the Shares have been duly authorized, and when issued in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

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Very truly yours,

HODGSON RUSS LLP

By: /s/ Robert J. Olivieri  
Robert J. Olivieri

**EXHIBIT 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Astronics Corporation 2017 Long Term Incentive Plan of our report dated February 23, 2017, except for Note 19, as to which the date is August 31, 2017, with respect to the consolidated financial statements and schedule of Astronics Corporation, and our report dated February 23, 2017, except for the effect of the material weaknesses described in the sixth paragraph of that report, as to which the date is August 31, 2017, with respect to the effectiveness of internal control over financial reporting of Astronics Corporation included in Amendment No. 1 to its Annual Report (Form 10-K/A) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Buffalo, New York  
December 12, 2017