

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): **December 14, 2018**

ASTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State of Other Jurisdiction of Incorporation)

0-7087

(Commission File Number)

16-0959303

(I.R.S. Employer Identification No.)

130 Commerce Way

East Aurora, New York

(Address of principal executive offices)

14052

(Zip Code)

Registrant's telephone number, including area code: **(716) 805-1599**

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 (see General Instruction A.2 below)

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))

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On December 14, 2018, the Board of Directors of Astronics Corporation (the "Company" or "Astronics") increased the size of the Company's Board of Directors to nine members and elected Mark Moran as a director of the Company. He will serve on the Compensation Committee and the Nominating/Governance Committee.

There are no arrangements or understandings between Mr. Moran and any other person pursuant to which he was selected as a director of Astronics Corporation. There are no transactions to which Astronics Corporation is a participant and in which Mr. Moran has a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K. There are no material plans, contracts or arrangements (whether or not written) to which Mr. Moran is a party or in which he participates that is entered into in connection with the election of Mr. Moran as a director.

As of the date of appointment, Mr. Moran is entitled to receive compensation and participate in the plans of the Company applicable to all of the Company's directors, as more particularly described on pages 5 and 6 of the Company's proxy statement filed April 20, 2018, under the sub-heading "Compensation of Directors".

On December 19, 2018, the Company issued a press release regarding the election of Mr. Moran. The text of the press release announcing the election is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

Press Release of Astronics Corporation dated December 19, 2018

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: December 19, 2018

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

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Astronics Corporation dated December 19, 2018

For Immediate Release

Astronics Corporation Appoints Mark Moran to Board of Directors

EAST AURORA, NY, December 19, 2018 – Astronics Corporation (Nasdaq: ATRO), a leading supplier of advanced technologies and products to the global aerospace, defense, and semiconductor industries, today announced the appointment of Mark Moran to its Board of Directors, effective December 14, 2018. The addition of Mr. Moran as an independent director brings the Astronics Board to nine directors, eight of whom are independent. He will serve on the Compensation Committee and the Nominating and Corporate Governance Committee.

Kevin T. Keane, Chairman of the Board, commented, “Mark’s leadership and extensive world-class aerospace experience enhances our already strong board. His operational insights, developed across global and regional airlines, will add valuable perspectives, especially as the Company enhances its position in the connected aircraft market.”

Mark Moran, age 62, brings significant aerospace engineering and operations experience spanning nearly 40 years. He spent 17 years with Continental Airlines prior to its acquisition by United. During his tenure, which included eight years as the head of Operations, Continental grew to the fifth largest airline with 2,600 daily flights to over 260 airports. He retired from his position as Chief Operating Officer with Continental in 2012. Prior to that, Mr. Moran served ten years with USAir/Piedmont, and before that, five years with Boeing Corporation (NYSE: BA). He is a graduate of Marquette University, where he earned a Bachelor of Science degree in Engineering.

About Astronics Corporation

Astronics Corporation (Nasdaq: ATRO) is a leading supplier of advanced technologies and products to the global aerospace, defense and semiconductor industries. Astronics’ products and services include advanced, high-performance electrical power generation and distribution systems, seat motion solutions, lighting and safety systems, avionics products, aircraft structures, systems certification and automated test systems. Astronics’ strategy is to increase its value by developing technologies and capabilities, either internally or through acquisition, and using those capabilities to provide innovative solutions to its targeted markets and other markets where its technology can be beneficial. Through its wholly owned subsidiaries, Astronics has a reputation for high-quality designs, exceptional responsiveness, strong brand recognition and best-in-class manufacturing practices. The Company routinely posts news and other important information on its website at www.astronics.com.

Safe Harbor Statement

This news release contains forward-looking statements as defined by the Securities Exchange Act of 1934. One can identify these forward-looking statements by the use of the words “expect,” “anticipate,” “plan,” “may,” “will,” “estimate” or other similar expressions. Because such statements apply to future events, they are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated by the statements. Important factors that could cause actual results to differ materially from what may be stated here include the state of the aerospace, defense, consumer electronics and semiconductor industries, the market acceptance of newly developed products, internal production capabilities, the timing of orders received, the status of customer certification processes and delivery

schedules, the demand for and market acceptance of new or existing aircraft which contain the Company's products, the need for new and advanced test and simulation equipment, customer preferences and other factors which are described in filings by Astronics with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking information in this news release whether to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial conditions or prospects, or otherwise.

For more information, contact:

Company

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