

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): **June 10, 2019**

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**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.01 par value per share	ATRO	NASDAQ Stock Market

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))

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

The Board of Directors of Astronics Corporation (the “Company” or Astronics”) has elected Tonit Calaway as a director of the Company effective September 19, 2019. She will serve on the Compensation Committee and the Nominating/Governance Committee.

There are no arrangements or understandings between Ms. Calaway and any other person pursuant to which she was selected as a director of Astronics Corporation. There are no transactions to which Astronics Corporation is a participant and in which Ms. Calaway 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 Ms. Calaway is a party or in which she participates that is entered into in connection with the election of Ms. Calaway as a director.

As of the date of appointment, Ms. Calaway 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 page 9 of the Company's proxy statement filed April 17, 2019, under the sub-heading “Compensation of Directors”.

On September 19, 2019, the Company issued a press release regarding the election of Ms. Calaway. 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 September 19, 2019

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 19, 2019

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 September 19, 2019



For Immediate Release

Astronics Corporation Appoints Tonit Calaway to Board of Directors

EAST AURORA, NY, September 19, 2019 – 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 Tonit Calaway to its Board of Directors, effective September 19, 2019. Ms. Calaway is Executive Vice President, Chief Legal Officer and Secretary of BorgWarner Inc. (NYSE: BWA). She was named to that position in August last year after serving as Chief Human Resources Officer since 2016.

Peter J. Gundermann, Chairman, President and CEO of Astronics, commented, “Tonit’s deep experience with human capital management, energy and intellect are excellent complements to our Board. We look forward to her contributions as we focus on growing Astronics and building shareholder value.”

Prior to BorgWarner, Ms. Calaway was with Harley-Davidson Inc. for 18 years. While there she served as Associate General Counsel, Chief Compliance Counsel, President of The Harley-Davidson Foundation and Vice President, Human Resources. She began her career in law at the firms of Davis & Kuelthau and Godfrey & Kahn. She earned a JD from the University of Chicago and a bachelors in Political Science from the University of Wisconsin.

The addition of Ms. Calaway brings the Astronics Board to 7 directors, 6 of whom are independent.

About Astronics Corporation

Astronics Corporation (Nasdaq: ATRO) serves the world’s aerospace, defense, and other mission critical industries with proven, innovative technology solutions. Astronics works side-by-side with customers, integrating its array of power, connectivity, lighting, structures, interiors, and test technologies to solve complex challenges. For over 50 years, Astronics has delivered creative, customer-focused solutions with exceptional responsiveness. Today, global airframe manufacturers, airlines, military branches, completion centers, and Fortune 500 companies rely on the collaborative spirit and innovation of Astronics. The Company’s strategy is to increase its value by developing technologies and capabilities that provide innovative solutions to its targeted markets. For more information on Astronics and its solutions, visit 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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