

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): **October 4, 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 8.01 Other Events.

On October 4, 2019, Astronics Corporation (the “Company”), acquired the primary operating subsidiaries of Diagnosys Test Systems Limited (“Diagnosys”), pursuant to the terms of an Agreement for the Sale and Purchase of the Diagnosys Business, dated October 4, 2019, by and among the Company, Diagnosys and the key shareholders of Diagnosys named therein (the “Agreement”). Under the terms of the Agreement, the Company has acquired 100% of the equity of the three primary operating subsidiaries of Diagnosys, which are Diagnosys Holdings, Inc., Diagnosys Ferndown Limited and Diagnosys Electronics (I) Private Limited for \$7.0 million in cash. The terms of the acquisition allow for a potential earn-out of up to an additional \$13 million over the next three years.

On October 4, 2019, the Company issued a press release announcing entry into the Agreement. A copy of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

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: October 4, 2019

By: **Astronics Corporation**
/s/ David C. Burney
Name: David C. Burney

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
<u>99.1</u>	Press Release of Astronics Corporation dated October 4, 2019

For Immediate Release

Astronics Acquires Mass Transit Test Solution Provider Diagnosys Test Systems

*Provides engineering scale, broader range of solutions and strong market position
in expanding mass transit opportunity*

EAST AURORA, NY, October 4, 2019– [Astronics Corporation](#) (Nasdaq: ATRO), a leading provider of advanced technologies for the global aerospace, defense, and other mission critical industries, announced today that it has acquired the primary operating subsidiaries from mass transit and defense market test solution provider, [Diagnosys Test Systems Limited](#) (Diagnosys). Diagnosys is a developer and manufacturer of comprehensive automated test equipment (ATE) providing test, support, and repair of high value electronics, electro-mechanical, pneumatic and printed circuit boards focused on the global mass transit and defense markets.

Astronics has acquired 100% of the equity of the three primary operating subsidiaries of Diagnosys, which are Diagnosys Holdings, Inc., Diagnosys Ferndown Limited and Diagnosys Electronics (I) Private Limited for \$7 million in cash. The terms of the acquisition allow for a potential earn-out of up to an additional \$13 million over the next three years based on achievement of new order levels of over \$70 million during that period.

Peter J. Gundermann, Chairman, President, and Chief Executive Officer commented, “Diagnosys is a leader in test solutions with a heavy focus on mass transit and defense markets, which is very much aligned with the strategy of our Test segment. The acquisition gives us a strong position in the growing mass transit test market as well as providing component-level solutions to our aerospace & defense test business. We expect that the company’s advanced technologies and customer base will provide us opportunities for continued growth into mission-critical test markets by enabling us to offer a broader range of solutions to our customers. We are pleased to welcome the employees of Diagnosys to the Astronics family.”

The acquired business has operations in Westford, Massachusetts as well as Ferndown, England, and an engineering center of excellence in Bangalore, India. Diagnosys has approximately 120 employees. Founded in 2008, the company offers complete ATE and bench test equipment solutions for support and maintenance of high value electronic circuit boards and modules in mission-critical reliability sectors. Diagnosys also provides an extensive range of service capabilities, including the overhaul and repair of electronics systems. Sales for the trailing twelve months ended September 30, 2019 were approximately \$9.0 million.

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 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.

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 ability of the Company to advance its Test business into a broader market with the acquisitions' advanced technology and customer base, and margins to expand with growth, the success of the Company achieving its sales expectations, the state of the aerospace and defense 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.

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Company Contact **Investor Relations**

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