

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**(Amendment No.1)**

**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 9, 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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
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.

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

On December 9, 2019, the Board of Directors of Astronics Corporation (the “Company” or “Astronics”) elected Robert Keane as a director of the Company. Mr. Keane will serve on the Audit Committee and the Compensation Committee.

There are no arrangements or understandings between Mr. Keane 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. Keane 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. Keane is a party or in which he participates that is entered into in connection with the election of Mr. Keane as a director.

As of the date of appointment, Mr. Keane 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 December 12, the Company issued a press release regarding the election of Mr. Keane. 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 12, 2019

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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: December 12, 2019

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

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release of Astronics Corporation dated December 12, 2019



**FOR IMMEDIATE RELEASE**

## **Robert Keane Joins Astronics Corporation's Board of Directors**

**EAST AURORA, NY, December 12, 2019** – Astronics Corporation (Nasdaq: ATRO), a leading provider of advanced technologies for global aerospace, defense, and other mission critical industries, today announced that Robert S. Keane has joined its Board of Directors, effective December 9, 2019. Mr. Keane is Chairman and CEO of Cimpress (Nasdaq: CMPR), which provides mass customization services through its group of companies and is strategically focused on investing in and building entrepreneurial, customer-centric businesses.

Peter J. Gundermann, Chairman, President and CEO of Astronics, commented, "Robert brings an entrepreneurial spirit, significant public company experience and deep business acumen, which are valuable attributes for our evolving Board of Directors. We believe he will be a solid ambassador for shareholders. We welcome Robert's contributions as we advance our strategy for profitable growth to build shareholder value."

Mr. Keane founded Cimpress in 1995 and has grown the group to \$2.75 billion in revenue with a market capitalization of \$3.3 billion. Prior to Cimpress, he was employed for seven years by Astronics. He began his career in business management consulting. Mr. Keane is a graduate of Harvard College, where he earned his B.A. in economics, and INSEAD (France), where he earned his M.B.A. Mr. Keane is a son of the late Kevin Keane, former Chairman of Astronics.

The addition of Mr. Keane brings the Astronics Board to nine directors, eight 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 50 years, Astronics has delivered creative, customer-focused solutions with exceptional responsiveness. Today, global airframe manufacturers, airlines, militaries, 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](http://Astronics.com), where information is frequently updated.

**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 to grow the business and achieve profitability, the success of the capital allocation strategy, 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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For more information, contact:

**Company**

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