

**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): **February 24, 2023**

**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

Securities registered pursuant to Section 12(g) of the Act: None

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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Board of Directors of Astronics Corporation (the “Company”) has elected Linda O’Brien as a director of the Company effective February 24, 2023. She will serve on the Compensation Committee and the Nominating/Governance Committee effective as of the date of the 2023 Annual Shareholder Meeting.

There are no arrangements or understanding between Ms. O’Brien and any other person pursuant to which Ms. O’Brien was selected as a director of the Company. There are no transactions to which the Company is a participant and in which Ms. O’Brien 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) or material amendments to which Ms. O’Brien is a party or in which she participates that is entered into in connection with the election of Ms. O’Brien as a director.

As of the date of appointment, Ms. O’Brien 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 22 of the Company’s proxy statement filed April 11, 2022, under the sub-heading “Compensation of Directors”.

On March 2, 2023, the Company issued a press release regarding the election of Ms. O’Brien. 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.**

<u>Exhibit</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release of Astronics Corporation dated March 2, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

**Astronics Corporation**

Dated: March 2, 2023

By: /s/ David C. Burney

Name: David C. Burney

Executive Vice President and Chief Financial  
Officer



## NEWS RELEASE

### **Astronics Corporation Appoints Linda O'Brien to its Board of Directors**

**EAST AURORA, NY, March 2, 2023** – Astronics Corporation (Nasdaq: ATRO), a leading supplier of advanced technologies and products to the global aerospace and defense industries, today announced the appointment of Linda O'Brien to its Board of Directors, effective February 24, 2023. Ms. O'Brien is Vice President and Chief Engineer at Lockheed Martin Aeronautics, a position she has held since 2021. She was originally employed by Lockheed/General Dynamics from 1986 to 2006, rejoining the company in 2016. She has held a variety of positions including Program Management Director and Deputy Vice President of ISR and Unmanned Systems, Engineering Director- Deputy to the Vice President of Engineering and Technology and Engineering Director- Chief Engineer of Advanced Pilot Training. Prior to Lockheed, Ms. O'Brien was a Senior Program Manager at Sikorsky Aircraft Company and Director of Commercial Programs for Bell Helicopter Textron.

Peter J. Gundermann, Chairman, President and CEO of Astronics, commented, "Linda brings a wealth of technical and aerospace industry knowledge to our board. Her expertise is directly relevant to our business, and we look forward to her contributions as we focus on the opportunities and challenges of the future."

Ms. O'Brien holds a B.S. in Mechanical Engineering from the University of Tennessee, an M.S. in Mechanical Engineering from Southern Methodist University and an M.B.A. from Texas Christian University.

The addition of Ms. O'Brien brings the Astronics' Board of Directors 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 over 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. 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](http://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 and include all statements with regard to growth, revenue diversification and earnings power. 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 impact of a global pandemic and governmental and other actions taken in response, trend in growth with passenger power and connectivity on airplanes, 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

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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 relationships, 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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