

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 6, 2025**

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

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) The Board of Directors (the “Board”) of Astronics Corporation (the “Company”) has elected Fay West as a director of the Company effective February 6, 2025. At this time, Ms. West has not yet been named to any committees of the Board.

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

As of the date of appointment, Ms. West 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 23 of the Company's 2024 definitive proxy statement as filed with the Securities and Exchange Commission on March 26, 2024, under the sub-heading “Compensation of Directors”.

On February 7, 2025, the Company issued a press release regarding the election of Ms. West. The text of the press release announcing the election is filed as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Astronics Corporation, dated February 7, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 7, 2025

By: /s/ Nancy L. Hedges
Name: Nancy L. Hedges

Vice President and Chief Financial Officer

For Immediate Release

Astronics Corporation Appoints Fay West to its Board of Directors

EAST AURORA, NY, February 7, 2025 – Astronics Corporation (NASDAQ: ATRO), a leading provider of advanced technologies for global aerospace, defense and other mission critical industries, announced the appointment of Fay West to its Board of Directors, effective February 6, 2025. Ms. West brings over two decades of financial leadership experience across various industries. Since April 2021, she has served as Senior Vice President and Chief Financial Officer at Tennant Company (NYSE: TNC), a global leader in designing, manufacturing, and marketing solutions that help create a cleaner, safer, and healthier world.

Peter J. Gundermann, Chairman, President and CEO, commented, “We are thrilled to welcome Fay to our Board of Directors. Her deep expertise in financial management, strategic planning, and operational leadership will be invaluable as we continue driving growth and innovation in our industry.”

Prior to her role at Tennant, Ms. West was Senior Vice President and Chief Financial Officer at SunCoke Energy, Inc., a raw material processing and handling company. She also held key leadership positions at United Continental Holdings, Inc., PepsiAmericas, Inc., and GATX Rail Company. In addition, Ms. West serves as an independent director at Quaker Houghton (NYSE: KWR), a global leader in industrial process fluids. She is a former certified public accountant and holds a bachelor’s degree in accounting from DePaul University.

With Ms. West’s appointment, Astronics’ Board is now comprised of nine members, 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, contact:

Company

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Investors

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