

**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): **May 22, 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:

<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	The NASDAQ Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 22, 2025, Astronics Corporation held its 2025 Annual Meeting of Shareholders (“Annual Meeting”) for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the following:

1. The election of the Board of Directors;
2. The ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the current fiscal year; and
3. The amendment of the Amended and Restated 2017 Long Term Incentive Plan (the “2017 LTIP”) to increase the number of shares available for issuance under the 2017 LTIP.

In accordance with the Company’s Restated Certificate of Incorporation, as amended, on all agenda items the holders of Astronics common shares and Class B shares voted together as one class, with each common share entitled to one vote and each Class B share entitled to ten votes.

The final voting results on each of the matters submitted to a vote of shareholders at the Annual Meeting were as follows:

1) Election of the Board of Directors. The nominees to the Board of Directors were elected based on the following votes:

	For	Withheld	Broker Non-Votes
Robert T. Brady	50,538,603	4,355,578	6,991,980
Jeffrey D. Frisby	53,606,245	1,287,936	6,991,980
Peter J. Gundermann	53,653,481	1,240,700	6,991,980
Warren C. Johnson	48,102,306	6,791,875	6,991,980
Robert S. Keane	45,309,053	9,585,128	6,991,980
Neil Y. Kim	53,856,846	1,037,335	6,991,980
Mark Moran	45,421,207	9,472,974	6,991,980
Linda O’Brien	48,054,255	6,839,926	6,991,980
Fay West	52,397,077	2,497,104	6,991,980

2) Ratification of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2025. A total of 61,154,558 votes were cast for the proposal, 695,065 votes were cast against it and 36,538 votes abstained. There were no broker non-votes on the proposal. The affirmative votes constituted more than a majority of the votes represented at the meeting, the number needed to approve the proposal.

3) Amendment of the 2017 LTIP. A total of 53,454,936 votes were cast for the proposal, 1,252,372 votes were cast against it and 186,873 votes abstained. There were 6,991,980 broker non-votes on the proposal. The affirmative vote constituted more than a majority of the votes represented at the meeting, the number needed to approval the proposal.

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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: May 27, 2025

By: /s/ Nancy L. Hedges

Name: Nancy L. Hedges

Vice President and Chief Financial Officer