

As filed with the Securities and Exchange Commission on May 27, 2025

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ASTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of
incorporation or organization)

16-0959303

(I.R.S. Employer
Identification Number)

**130 Commerce Way
East Aurora, New York 14052
(716) 805-1599**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Amended and Restated 2017 Long Term Incentive Plan
(Full title of the plan)

**Nancy L. Hedges
Vice President and Chief Financial Officer
Astronics Corporation
130 Commerce Way
East Aurora, New York 14052
(716) 805-1599**

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Astronics Corporation (the “Registrant”) to cover the additional 650,000 shares of the Registrant’s common stock, par value \$0.01 per share, or shares of the Registrant’s Class B common stock, par value \$0.01 per share (collectively, the “Shares”), authorized for issuance under the Registrant’s Amended and Restated 2017 Long Term Incentive Plan, as amended (the “Plan”) for which (i) a registration statement (No. 333-222010) on Form S-8 was filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on December 12, 2017; and (ii) a registration statement (No. 333-256514) on Form S-8 was filed by the Registrant with the Commission on May 27, 2021 (together, the “Previous Forms S-8”). The Shares are issuable to eligible participants under the Plan and are securities of the same classes and relate to the same employee benefit plan as those securities registered on the Previous Forms S-8. Pursuant to General Instruction E to Form S-8, the contents of the Previous Forms S-8, including periodic reports filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of the Previous Forms S-8 are modified as set forth in this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement or, where so indicated, have been previously filed and are incorporated herein by reference.

Exhibit No.	Exhibit
4.1	Amendment to the Amended and Restated 2017 Long Term Incentive Plan (incorporated by reference to Exhibit A to the Registrant’s Definitive Proxy Statement on Schedule 14A for the 2025 Annual Meeting of Shareholders, as filed with the Commission on April 9, 2025)
5.1*	Opinion of Hodgson Russ LLP
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm
23.2*	Consent of Hodgson Russ LLP (included in Exhibit 5.1)
24*	Power of Attorney (included on signature page)
107*	Filing Fee Table

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kirkland, State of Washington, on May 27, 2025.

ASTRONICS CORPORATION

By: /s/ Peter J. Gundermann
Peter J. Gundermann
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter J. Gundermann and Nancy L. Hedges, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all the said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Peter J. Gundermann</u> Peter J. Gundermann	President and Chief Executive Officer and Director (Principal Executive Officer)	May 27, 2025
<u>/s/ Nancy L. Hedges</u> Nancy L. Hedges	Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)	May 27, 2025
<u>/s/ Robert T. Brady</u> Robert T. Brady	Director	May 27, 2025
<u>/s/ Jeffrey D. Frisby</u> Jeffrey D. Frisby	Director	May 27, 2025
<u>/s/ Warren C. Johnson</u> Warren C. Johnson	Director	May 27, 2025
<u>/s/ Robert S. Keane</u> Robert S. Keane	Director	May 27, 2025
<u>/s/ Neil Kim</u> Neil Kim	Director	May 27, 2025
<u>/s/ Mark Moran</u> Mark Moran	Director	May 27, 2025
<u>/s/ Linda O'Brien</u> Linda O'Brien	Director	May 27, 2025
<u>/s/ Fay West</u> Fay West	Director	May 27, 2025

Calculation of Filing Fee Tables**Form S-8**
(Form Type)**Astronics Corporation**
(Exact Name of Registrant as Specified in its Charter)**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ¹	Proposed Maximum Offering Price Per Unit ²	Maximum Aggregate Offering Price ²	Fee Rate	Amount of Registration Fee
Equity	Common Stock (\$0.01 par value)	Other	650,000	\$30.61	\$19,896,500	0.00015310	\$3,046.15
Equity	Class B Common Stock (\$0.01 par value)	Other	650,000	\$30.61	\$19,896,500	0.00015310	\$3,046.15
Total Offering Amounts					\$39,793,000		\$6,092.30
Total Fee Offsets							\$—
Net Fee Due							\$6,092.30

¹ This Registration Statement registers 650,000 shares of common stock, par value \$.01 per share ("Common Stock"), and 650,000 shares of Class B common stock, par value \$.01 per share ("Class B Common Stock", and, together with the Common Stock, the "Shares"), of Astronics Corporation (the "Registrant") that may be issued to eligible participants pursuant to the Registrant's Amended and Restated 2017 Long Term Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers any additional Shares of the Registrant that may be issuable under the Plan as a result of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding Shares.

² Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$30.61 per share, which is the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on May 21, 2025, which is within 5 business days of this filing.

Craig M. Fischer
Partner
Direct Dial: 716.848.1266
Direct Fax: 716.819.4771
cfischer@hodgsonruss.com

May 27, 2025

Astronics Corporation
130 Commerce Way
East Aurora, New York 14052

Ladies and Gentlemen:

Re: Registration Statement on Form S-8 (File No. 333-_____)

We are delivering this opinion at your request in connection with the registration by Astronics Corporation, a New York corporation (the "Company") under the Securities Act of 1933, as amended, and the rules and regulations thereunder (the "Securities Act"), of (i) 650,000 shares of the Company's common stock, with a par value of \$0.01 per share ("Common Stock") and (ii) 650,000 shares of Class B common stock, with a par value of \$0.01 per share ("Class B Stock" and, together with the Common Stock, the "Shares"), for issuance and sale pursuant to the above-referenced registration statement (the "Registration Statement") under the Company's Amended and Restated 2017 Long Term Incentive Plan, as amended (the "Plan").

The opinion set forth in this letter is based upon (1) our review of originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of (a) the Registration Statement as filed with the Securities and Exchange Commission (the "Commission") on May 27, 2025, (b) the Plan, (c) the Company's Restated Certificate of Incorporation, (d) the Company's By-Laws, as amended, (e) resolutions adopted by the Board of Directors of the Company relating to the Plan and the issuance of the Shares thereunder, and (f) such other records of the Company and the Plan and certificates of officers of the Company and of public officials and such documents as we have deemed relevant and necessary as the basis for the opinion set forth below (items 1(a) through 1(f) being collectively the "Reviewed Documents") and (2) our review of such published sources of law as we have deemed necessary.

We have assumed without any inquiry or other investigation (a) the legal capacity of each natural person, (b) the accuracy on the date of this letter as well as the date made of each statement as to any factual matter contained in any of the Reviewed Documents, (c) the genuineness of each signature on any of the Reviewed Documents, the completeness of each of the Reviewed Documents, the authenticity of each of the Reviewed Documents submitted to us as an original, the conformity to the original of each of the Reviewed Documents submitted to us as a copy or retrieved from the Commission's EDGAR database and the authenticity of the original of each of the Reviewed Documents submitted to us as a copy or retrieved from the Commission's EDGAR database and (d) that, when issued in accordance with the Plan, appropriate certificates complying with applicable law evidencing the Shares will be properly executed or the Shares will be uncertificated shares complying with applicable law.

Based upon the foregoing, it is our opinion that the Shares have been duly authorized, and when the Shares are issued in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We express no opinion as to the law of any jurisdiction other than the laws of the State of New York. We have not reviewed, and our opinion is in no way related to, the laws of any other jurisdiction, including the Securities Act or any other federal or state securities laws or regulations, and we expressly disclaim any and all responsibility for advising you as to the effect, if any, that the laws of any other jurisdiction may have on the opinion set forth herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

HODGSON RUSS LLP

By: /s/ Craig M. Fischer
Craig M. Fischer

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2017 Long Term Incentive Plan of Astronics Corporation of our reports dated March 5, 2025, with respect to the consolidated financial statements and schedule of Astronics Corporation and the effectiveness of internal control over financial reporting of Astronics Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Buffalo, New York
May 27, 2025