

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): **June 1, 2026**

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**

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))

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 | The NASDAQ Stock Market LLC |

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

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 7.01 Regulation FD Disclosure.

On June 1, 2026, Astronics Corporation announced a 20% stock distribution of Class B Stock to holders of both Common and Class B Stock. Stockholders will receive one share of Class B Stock for every five shares of Common and Class B Stock held on the record date of June 15, 2026. Fractional shares will be paid in cash. Astronics Corporation expects the new shares of Class B Stock to be distributed on or about June 29, 2026.

The text of the press release announcing the Class B Stock distribution is furnished as Exhibit 99.1 to this report.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The information in this report including the exhibit hereto, shall not be deemed to be “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Press Release of Astronics Corporation, dated June 1, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Astronics Corporation

Date: June 1, 2026

By: /s/ Nancy L. Hedges
Nancy L. Hedges
Vice President and Chief Financial Officer

For Immediate Release

Astronics Announces 20% Class B Stock Distribution

Common and Class B shareholders to receive one Class B share for every 5 shares of Common Stock or Class B Stock held

EAST AURORA, NY, June 1, 2026 – Astronics Corporation (Nasdaq: ATRO), a leading supplier of advanced technologies and products to the global aerospace, defense, and other mission critical industries, today announced a 20% stock distribution of Class B Stock to holders of both Common and Class B Stock. Shareholders will receive one share of Class B Stock for every five shares of Common and Class B Stock held on the record date of June 15, 2026. The Company expects the new shares of Class B Stock to be distributed on or about June 29, 2026. Fractional shares will be paid in cash.

Peter J. Gundermann, President and Chief Executive Officer of Astronics, commented, “We have a long history of ratably distributing Class B shares to all shareholders and our Board of Directors has elected to continue this custom. We believe it rewards our current shareholders and encourages long-term ownership and interest in Astronics.”

Astronics initially distributed shares of Class B Stock to Common and Class B shareholders in 1987, and this would make the fifteenth distribution since that time. After the distribution, approximately 32.1 million Common and 10.9 million Class B shares are expected to be outstanding.

Astronics’ Class B Stock is entitled to ten votes per share while its Common Stock is entitled to one vote per share. The economic value of one share of Class B Stock is equivalent to one share of Common Stock. Class B Stock is not a tradable security, but is convertible at any time and without cost to the shareholder, into one share of Astronics Corporation Common Stock, which is tradable and provides shareholders of Class B Stock access to the market. Subject to certain exceptions specified in our Restated Certificate of Incorporation, as amended, shares of Class B Stock automatically convert into an equal number of shares of Common Stock upon transfer.

Information regarding the Class B Stock distribution and instructions to convert Class B Stock into Common Stock can be found in the Frequently Asked Questions page of the Investor Relations section of the Astronics website at investors.astronics.com. Registered shareholders and brokers may contact the Company’s transfer agent, EQ Shareowner Services at (800) 468-9716, regarding the conversion of Class B Stock to Common Stock. EQ Shareowner Services is the agent for the distribution.

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, military branches, 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.

Additional information on Astronics and its solutions can be found at Astronics.com.

For more information, contact:

Company:

Nancy L. Hedges, Chief Financial Officer

Phone: (716) 805-1599

Email: invest@astronics.com

Investor Relations:

Deborah K. Pawlowski, Alliance Advisors LLC

Phone: (716) 843-3908

Email: dpawlowski@allianceadvisors.com

###