

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 2, 2012

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**ASTRONICS CORPORATION**

(Exact name of registrant as specified in its charter)

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**New York**  
(State or 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

**N/A**  
(Former name or former address, if changed since last report)

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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 (see General Instruction A.2 below):

- 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))

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

On May 2, 2012, Astronics Corporation held its 2012 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. To elect the Board of Directors;
2. To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the current fiscal year;

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

- 1) The nominees to the Board of Directors were elected based on the following shares voted:

	<u>For</u>	<u>Withheld</u>
Raymond W. Boushie	23,815,016	1,686,356
Robert T. Brady	23,025,903	2,475,469
John B. Drenning	22,185,903	3,315,469
Peter J. Gundermann	22,534,592	2,966,780
Kevin T. Keane	21,601,476	3,899,896
Robert J. McKenna	22,669,641	2,831,731

- 2) Ratification of Ernst & Young LLP as independent registered accounting firm for fiscal year 2012. A total of 29,558,421 votes were cast for the proposal, 240,676 votes were cast against it and 549,264 votes abstained. There were no broker non-votes. The affirmative votes constituted more than a majority of the votes represented at the meeting, the number needed to approve 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 4, 2012

By: /s/ David C. Burney

Name: David C. Burney

Vice President and Chief Financial Officer