

**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): October 15, 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 8.01 Other Events.**

Astronics Announces 15% Class B Stock Distribution.

Common and Class B stockholders will receive distribution of Class B Stock

EAST AURORA, NY, October 15, 2012 – Astronics Corporation announced a three-for-twenty distribution of Class B Stock to holders of both Common and Class B Stock. Stockholders will receive three shares of Class B Stock for every twenty shares of Common and Class B Stock held on the record date of October 29, 2012. Fractional shares will be paid in cash. The Company expects the new shares to be distributed on or about November 12, 2012.

The full text of the press release is furnished as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

Press Release of Astronics Corporation dated October 15, 2012

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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: October 15, 2012

By: /s/ David C. Burney

Name: David C. Burney

Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Astronics Corporation October 15, 2012



# NEWS RELEASE

*Astronics Corporation - 130 Commerce Way - East Aurora, NY - 14052-2164*

**For more information contact:**

**Company:**

David C. Burney, Chief Financial Officer

Phone: (716) 805-1599, ext. 159

Email: david.burney@astronics.com

**Investor Relations:**

Deborah K. Pawlowski, Kei Advisors LLC

Phone: (716) 843-3908

Email: dpawlowski@keiadvisors.com

FOR IMMEDIATE RELEASE

**Astronics Announces 15% Class B Stock Distribution**

***Common and Class B stockholders to receive Class B Stock***

EAST AURORA, NY, October 15, 2012 – Astronics Corporation (NASDAQ: ATRO), a leading provider of advanced technologies for the global aerospace and defense industries, announced a 15% stock distribution of Class B Stock to holders of both Common and Class B Stock. Stockholders will receive three shares of Class B Stock for every twenty shares of Common and Class B Stock held on the record date of October 29, 2012. Fractional shares will be paid in cash. The Company expects the new shares to be distributed on or about November 12, 2012.

Astronics initially distributed shares of Class B Stock to Common and Class B stockholders in 1987. Additional Class B share distributions were made in 1988, 2000, 2001, 2008 and 2011. Currently, there are approximately 2.5 million Class B and 9.9 million Common shares outstanding. After the distribution, approximately 4.4 million Class B and 9.9 million Common shares will be outstanding.

Astronics Class B Stock is entitled to ten votes per share while Common Stock is entitled to one vote per share. Class B Stock is not a tradable security, but is convertible, at all times 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. The economic value of one share of Class B Stock is equivalent to one share of Common Stock. Subject to certain exceptions, shares of Astronics Class B Stock automatically convert into an equal number of shares of Common Stock upon transfer.

Information regarding the Class B share distribution and instructions to convert Class B stock into Common stock can be found in the Frequently Asked Questions section of Astronics' website at [www.astronics.com](http://www.astronics.com). Registered shareholders and brokers should contact the Company's transfer agent, American Stock Transfer & Trust Company (AST) at (800) 937-5449, regarding the conversion of Class B Stock to Common Stock. AST is the agent for the distribution.

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## **ABOUT ASTRONICS CORPORATION**

Astronics Corporation is a leader in advanced, high-performance lighting, electrical power, avionics databus products and automated test systems for the global aerospace and defense industries. Astronics' strategy is to develop and maintain positions of technical leadership in its chosen aerospace and defense markets, to leverage those positions to grow the amount of content and volume of product it sells to those markets and to selectively acquire businesses with similar technical capabilities that could benefit from our leadership position and strategic direction. Astronics Corporation and its wholly-owned subsidiaries, Astronics Advanced Electronic Systems Corp., Ballard Technology, Inc., DME Corporation, Luminescent Systems Inc. and Max-Viz, Inc., have a reputation for high-quality designs, exceptional responsiveness, strong brand recognition and best-in-class manufacturing practices. The Company routinely posts news and other important information on its website at [www.astronics.com](http://www.astronics.com).

*For more information on Astronics and its products, visit its website at [www.astronics.com](http://www.astronics.com).*

### **Safe Harbor Statement**

This news release contains forward-looking statements as defined by the Securities Exchange Act of 1934. One can identify these forward-looking statements by the use of the words "expect," "anticipate," "plan," "may," "will," "estimate" or other similar expressions. Because such statements apply to future events, they are subject to risks and uncertainties that could cause actual results to differ materially from those contemplated by the statements. Important factors that could cause actual results to differ materially include the state of the aerospace and defense industries, the market acceptance of newly developed products, internal production capabilities, the timing of orders received, the status of customer certification processes, the demand for and market acceptance of new or existing aircraft which contain the Company's products, customer preferences, and other factors which are described in filings by Astronics with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking information in this news release whether to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial conditions or prospects, or otherwise.

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