

**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 28, 2013

ASTRONICS CORPORATION
(Exact name of registrant as specified in its charter)

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)

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))

Item 1.01 Entry into a Material Definitive Agreement.

As previously discussed in a Current Report on Form 8-K filed by the Astronics Corporation (the "Company") on May 28, 2013, the Company entered into a Stock Purchase Agreement by and among the Company, Peco, Inc., an Oregon corporation ("Peco"), the shareholders of Peco (the "Sellers") and certain shareholders of Peco in their capacity as Sellers' Representative, pursuant to which the Company has agreed to acquire all of the issued and outstanding capital stock of Peco will be approximately one hundred thirty-six million dollars (\$136,000,000).

On June 28, 2013, the Company entered into an agreement to extend the closing date of the Stock Purchase Agreement to August 9, 2013.

The Company issued a press release on July 3, 2013 regarding the execution of the Agreement To Extend Closing Date, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Agreement To Extend Closing Date
99.1	Press Release of Astronics Corporation July 3, 2013

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: July 3, 2013

By: /s/ David C. Burney

Name: David C. Burney

Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
10.1	Agreement To Extend Closing Date
99.1	Press Release of Astronics Corporation July 3, 2013

AGREEMENT TO EXTEND CLOSING DATE

This Agreement to Extend Closing Date (“Agreement”) dated June 28, 2013, is between Astronics Corporation, a corporation organized under the laws of New York (“Buyer”), Peco, Inc., a corporation organized under the laws of the state of Oregon (“Company”), and Herbert J. Taylor and James M. Stocks (the “Sellers’ Representatives”) on behalf of the shareholders of the Company identified on the signature page to the Stock Purchase Agreement described in Recital A hereof (collectively, “Sellers”).

Recitals

- A. Buyer, Company and Sellers executed and delivered a Stock Purchase Agreement (the “Purchase Agreement”) dated May 28, 2013.**
- B. The parties desire to extend the Closing Date for the Transaction. NOW, THEREFORE, the parties agree as follows:**
1. Definitions. Capitalized terms used in this Agreement that are not defined herein shall have the meanings ascribed to them in the Purchase Agreement.
 2. Closing. The parties agree to extend the Closing Date to August 9, 2013.
 3. Continued Effectiveness. Except as modified herein, all other terms, conditions and covenants set forth in the Purchase Agreement remain in full force and effect among the parties.
 4. Signatures. This Agreement may be signed in counterparts. A fax transmission of a signature page will be considered an original signature page. At the request of a party, a party will confirm a fax-transmitted signature page by delivering an original signature page to the requesting party.

[Signature page follows]

BUYER:

ASTRONICS CORPORATION

By:
Title:

COMPANY:

PECO, INC.

By:
Title:

SELLERS' REPRESENTATIVES

James M. Stocks

Herbert J. Taylor

NEWS
RELEASE

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

For more information contact:

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FOR IMMEDIATE RELEASE

**Astronics Corporation Announces Extension of
Agreement to Acquire PECO Inc.**

EAST AURORA, N.Y., July 3, 2013 — Astronics Corporation (NASDAQ: ATRO), a leading provider of advanced technologies for the global aerospace and defense industries, today announced that it has mutually agreed with PECO Inc. (PECO) to extend the closing date of the acquisition to August 9, 2013, pending completion of customary closing items.

Astronics previously announced on May 28 that it had entered into a definitive agreement to acquire the outstanding shares of PECO for approximately \$136 million in cash.

About Astronics Corporation

Astronics Corporation is a leader in advanced, high-performance lighting, electrical power 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 Web site at www.astronics.com.

For more information on Astronics and its products, visit its Web site at 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 completion of customary closing items within the defined timeframe, the likelihood that the acquisition will be executed 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.