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**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): September 10, 2015**

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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.**

On September 10, 2015, Astronics Corporation 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 8, 2015. Fractional shares will be paid in cash. The Company expects the new shares to be distributed on or about October 22, 2015.

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

**Item 9.01 Financial Statements and Exhibits.**

Press Release of Astronics Corporation dated September 10, 2015

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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: September 11, 2015

By: /s/ David C. Burney

Name: David C. Burney

Title: Executive 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 September 10, 2015



# 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](mailto:david.burney@astronics.com)

**Investor Relations:**

Deborah K. Pawlowski, Kei Advisors LLC  
Phone: (716) 843-3908  
Email: [dpawlowski@keiadvisors.com](mailto: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, September 10, 2015 – Astronics Corporation (NASDAQ: ATRO), a leading supplier of products to the global aerospace, defense, consumer electronics and semiconductor 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 8, 2015, with an ex-dividend date of October 6, 2015. The Company expects the new shares to be distributed on or about October 22, 2015. Fractional shares will be paid in cash.

Astronics initially distributed shares of Class B Stock to Common and Class B stockholders in 1987, and has made distributions of Class B shares in each of the previous four years. Currently, there are approximately 17.3 million Common and 4.9 million Class B shares outstanding. After the distribution, approximately 17.3 million Common and 8.2 million Class B 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. 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 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. 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 page of the Investor Relations section at [www.astronics.com](http://www.astronics.com). Registered shareholders and brokers should contact the Company's transfer agent, Wells Fargo Shareowner Services at (800) 468-9716, regarding the conversion of Class B Stock to Common Stock. Wells Fargo is the agent for the distribution.

**About Astronics Corporation**

Astronics Corporation (NASDAQ: ATRO) is a leading supplier of products to the global aerospace, defense, consumer electronics and semiconductor industries. Astronics' products include advanced, high-performance electrical power generation and distribution systems, lighting and safety systems, avionics products, aircraft structures, engineering design and systems certification, and automated test systems. Astronics' strategy is to increase its value by developing technologies and capabilities, either internally or through acquisition, and using those capabilities to provide innovative solutions to its targeted markets and other markets where its technology can be beneficial. Astronics Corporation, through its wholly-owned subsidiaries, has 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)

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*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, defense, electronics and semiconductor industries, the market acceptance of newly developed products, internal production capabilities, the timing of orders received, the status of customer certification processes and delivery schedules, the demand for and market acceptance of new or existing aircraft which contain the Company’s products, the need for new and advanced test and simulation equipment, 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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