
**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): February 24, 2016

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))
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Item 8.01 Other Events.

On February 24, 2016, Astronics Corporation issued a news release announcing that its Board of Directors has approved a share repurchase program. Under the program, Astronics Corporation is authorized to repurchase in the aggregate \$50 million of its outstanding common stock. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

Press Release of Astronics Corporation dated February 24, 2016

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: February 25, 2016

By: /s/ David C. Burney

Name: David C. Burney
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Astronics Corporation dated February 24, 2016

NEWS
RELEASE

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

For more information, contact:

Company:

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FOR IMMEDIATE RELEASE

**Astronics Corporation Announces \$50 Million
Share Repurchase Program**

EAST AURORA, NY, February 24, 2016 – Astronics Corporation (NASDAQ: ATRO), a leading supplier of products to the global aerospace, defense, consumer electronics and semiconductor industries, announced today that its Board of Directors has approved a share repurchase program, authorizing Astronics to repurchase in the aggregate up to \$50 million of its outstanding common stock. Purchases by Astronics under this program may be made from time to time at prevailing market prices in open market purchases, privately negotiated transactions, block purchase techniques or otherwise, as determined by Astronics' management. The program has no time limit and may be discontinued at any time at the Company's discretion.

Peter J. Gundermann, President and Chief Executive Officer, commented, "This share repurchase initiative reflects the company's belief that our shares represent an attractive investment opportunity. Our goal is to implement the repurchase program while maintaining our capital allocation strategy of reinvesting in the company both internally and externally for future growth."

The purchases are expected to be funded by the Company's operating cash flows and revolving credit facility. The timing of the purchases and the number of shares repurchased will depend upon business and financial market conditions. The Company is not obligated under the program to acquire any particular number of shares.

About Astronics Corporation

Astronics Corporation 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.

For more information on Astronics and its products, visit its website 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 from what may be stated here include the state of the aerospace, defense, consumer 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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