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**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): January 29, 2009**

**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**

(IRS 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:

- 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 1.01 Entry into a Material Definitive Agreement.**

On January 28, 2009, Astronics Corporation (the “Company”) entered into a Stock Purchase Agreement (the “Purchase Agreement”) with the shareholders of D M E Corporation providing for the acquisition by the Company of all of the shares of stock of D M E Corporation.

The purchase price will be approximately \$51 million. This is comprised of approximately \$45 million in cash and 500,000 shares of the Company’s common stock previously held as treasury shares, valued at \$3.6 million or \$7.17 per share, plus an additional \$2 million subject to meeting revenue performance criteria in 2009. The acquisition is expected to close on January 30, 2009.

The Company plans to amend its credit facility to finance the acquisition.

On January 29, 2009, the Company issued a press release announcing that it had entered into the Purchase Agreement. A copy of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit  
Number**

**Description**

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99.1 Press Release of Astronics Corporation dated January 29, 2009

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## SIGNATURES

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 thereunto duly authorized.

### ASTRONICS CORPORATION

Date: January 29, 2009

By: /s/ David C. Burney

David C. Burney  
Vice President Finance,  
Chief Financial Officer

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release of Astronics Corporation dated January 29, 2009



**NEWS**

**RELEASE**

Astronics Corporation × 130 Commerce Way × East Aurora, NY × 14052-2191

**For more information contact:**

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FOR IMMEDIATE RELEASE

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FOR IMMEDIATE RELEASE

**Astronics Increases Defense Market Penetration with Acquisition of DME Corporation**

- *Diversifies product lines and technologies into test, measurement and simulation equipment*
- *Adds niche market of airline safety equipment and airport lighting*
- *Increases penetration in military and defense markets*

EAST AURORA, NY, January 29, 2009 – Astronics Corporation (NASDAQ: ATRO) today announced that it has entered into a definitive agreement to purchase 100% of the stock of DME Corporation, a provider of weapons and communications test equipment, training and simulation devices and aviation safety solutions. DME, a privately-held company founded in 1976, has two operating divisions that employ about 350 employees including professional technicians and electrical, mechanical and software engineers. The company had unaudited revenue of approximately \$86 million in 2008.

DME's Orlando, Florida-based Test, Training and Simulation Division, which represents approximately 80% of DME's total revenue, designs, develops, manufactures and maintains communications and weapons test systems and training and simulation devices for the U.S Department of Defense and various branches of the armed forces, foreign military operations and prime defense contractors.

The Fort Lauderdale, Florida-based Aviation Safety Division provides safety and survival products and airfield lighting, approach and navigational lighting aids for commercial and government aviation markets. This division is a supplier to the FAA and airport authorities for approach lighting systems and precision approach path indicator lights. It is also a leader in the niche market it serves for survival aviation products to major aircraft manufacturers and commercial airlines around the world.

Peter J. Gundermann, President and CEO of Astronics, commented, "The addition of DME diversifies the products and technologies we currently offer and improves our market balance by increasing our military and defense content. We believe that this is an excellent strategic fit for us because of the parallels with our military and aerospace business and the experience that Astronics AES had in the electronics test equipment market prior to being acquired by Astronics in 2005. Like us, DME serves specific, well-defined markets and customers, provides highly-engineered products and has built a brand on quality, service and innovative designs. DME's management and workforce have extensive experience and technical capabilities, strong relationships with their customers and a culture that we expect will be a great fit with ours."

The acquisition is scheduled to close on January 30, 2009.

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## **Webcast and Teleconference**

Astronics Corporation will host a teleconference to discuss the acquisition on Friday, January 30, 2009, at 8:00 a.m. ET.

The Astronics conference call can be accessed the following ways:

- The live webcast can be found at [www.astronics.com](http://www.astronics.com). Participants should go to the website 10 – 15 minutes prior to the scheduled conference in order to register and download any necessary audio software.
- The teleconference can be accessed by dialing (201) 689-8562, and entering conference ID number 311765 approximately 5 – 10 minutes prior to the call.

To listen to the archived call:

- The archived webcast will be at [www.astronics.com](http://www.astronics.com). A transcript will also be posted once available.
- A replay can also be heard by calling (201) 612-7415, and entering conference ID number 311765 and account number 3055. The telephonic replay will be available from 11:00 a.m. on the day of release until 11:59 p.m. ET Friday, February 6, 2009.

## **ABOUT ASTRONICS CORPORATION**

Astronics Corporation is a trusted leader in innovative, high performance lighting, power generation, control and distribution systems for the global aerospace industry. Its strategy is to expand the value and content it provides to various aircraft platforms through product development and acquisition. Astronics Corporation, and its wholly-owned subsidiaries Astronics Advanced Electronic Systems Corp. and Luminescent Systems 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).*

## **ABOUT DME CORPORATION**

DME Corporation located in Fort Lauderdale, Florida, is a manufacturer of electronic equipment and systems with capabilities ranging from contract manufacturing to comprehensive product development programs. DME has expertise in aircraft safety, airport systems, test systems, and other electronic / electromechanical assemblies. DME has over 30 years experience in the aviation business. For more information on DME, visit the company's website at [www.dmecorp.com](http://www.dmecorp.com).

## **Safe Harbor Statement**

This press 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 expression. Because such statements apply to future events, they are subject to risks and uncertainties that could cause the 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 industry, 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 press release whether to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial conditions or prospects, or otherwise.