
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 28, 2014**

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number **0-7087**

ASTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0959303
(IRS Employer
Identification Number)

130 Commerce Way, East Aurora, New York
(Address of principal executive offices)

14052
(Zip code)

(716) 805-1599
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(g) of the Act:

\$.01 par value Common Stock, \$.01 par value Class B Stock
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer", an "accelerated filer", a "non-accelerated filer" and a "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 28, 2014, 18,102,867 shares of common stock were outstanding consisting of 14,017,831 shares of common stock (\$.01 par value) and 4,085,036 shares of Class B common stock (\$.01 par value).

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Part 1 – Financial Information

Item 1. Financial Statements

ASTRONICS CORPORATION
Consolidated Condensed Balance Sheets
June 28, 2014 with Comparative Figures for December 31, 2013
(In thousands)

	June 28, 2014 (Unaudited)	December 31, 2013
Current Assets:		
Cash and Cash Equivalents	\$ 20,825	\$ 54,635
Accounts Receivable, net of allowance for doubtful accounts	105,108	60,942
Inventories	127,320	85,269
Prepaid Expenses and other current assets	13,979	10,352
Total Current Assets	267,232	211,198
Property, Plant and Equipment, net of accumulated depreciation	110,152	70,900
Other Assets	5,703	5,474
Intangible Assets, net of accumulated amortization	96,959	102,701
Goodwill	102,729	100,998
Total Assets	\$ 582,775	\$ 491,271
Current Liabilities:		
Current Maturities of Long-term Debt	\$ 13,325	\$ 12,279
Accounts Payable	39,520	25,255
Accrued Expenses	28,556	24,668
Accrued Income Taxes	4,005	1,318
Customer Advance Payments and Deferred Revenue	27,392	20,747
Deferred Income Taxes	—	970
Total Current Liabilities	112,798	85,237
Long-term Debt	232,293	188,041
Other Liabilities	42,961	46,484
Total Liabilities	388,052	319,762
Shareholders' Equity:		
Common Stock	181	179
Accumulated Other Comprehensive Loss	(3,979)	(3,611)
Other Shareholders' Equity	198,521	174,941
Total Shareholders' Equity	194,723	171,509
Total Liabilities and Shareholders' Equity	\$ 582,775	\$ 491,271

See notes to consolidated condensed financial statements

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ASTRONICS CORPORATION
Consolidated Condensed Statements of Operations
Three and Six Months Ended June 28, 2014 With Comparative Figures for 2013
(Unaudited)
(In thousands, except per share data)

	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Sales	\$315,514	\$144,800	\$174,563	\$70,833
Cost of Products Sold	<u>242,307</u>	<u>105,900</u>	<u>131,361</u>	<u>52,152</u>
Gross Profit	73,207	38,900	43,202	18,681
Selling, General and Administrative Expenses	<u>37,099</u>	<u>19,858</u>	<u>20,721</u>	<u>10,701</u>
Income from Operations	36,108	19,042	22,481	7,980
Interest Expense, Net of Interest Income	<u>4,882</u>	<u>480</u>	<u>2,559</u>	<u>262</u>
Income Before Income Taxes	31,226	18,562	19,922	7,718
Provision for Income Taxes	<u>10,575</u>	<u>4,840</u>	<u>6,778</u>	<u>2,560</u>
Net Income	<u>\$ 20,651</u>	<u>\$ 13,722</u>	<u>\$ 13,144</u>	<u>\$ 5,158</u>
Earnings per share:				
Basic	<u>\$ 1.15</u>	<u>\$ 0.79</u>	<u>\$ 0.73</u>	<u>\$ 0.30</u>
Diluted	<u>\$ 1.09</u>	<u>\$ 0.75</u>	<u>\$ 0.70</u>	<u>\$ 0.28</u>

See notes to consolidated condensed financial statements.

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ASTRONICS CORPORATION
Consolidated Condensed Statements of Comprehensive Income
Three and Six Months Ended June 28, 2014 With Comparative Figures for 2013
(Unaudited)
(In thousands)

	<u>Six Months Ended</u>		<u>Three Months Ended</u>	
	<u>June 28, 2014</u>	<u>June 29, 2013</u>	<u>June 28, 2014</u>	<u>June 29, 2013</u>
Net Income	<u>\$20,651</u>	<u>\$13,722</u>	<u>\$13,144</u>	<u>\$ 5,158</u>
Other Comprehensive Income (Loss):				
Foreign Currency Translation Adjustments	(568)	(389)	(182)	(192)
Change in Accumulated (Loss) Income on Derivatives – Net of Tax	(8)	38	(28)	23
Retirement Liability Adjustment – Net of Tax	<u>208</u>	<u>211</u>	<u>106</u>	<u>105</u>
Other Comprehensive Loss	<u>(368)</u>	<u>(140)</u>	<u>(104)</u>	<u>(64)</u>
Comprehensive Income	<u>\$20,283</u>	<u>\$13,582</u>	<u>\$13,040</u>	<u>\$ 5,094</u>

See notes to consolidated condensed financial statements.

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ASTRONICS CORPORATION
Consolidated Condensed Statements of Cash Flows
Six Months Ended June 28, 2014
With Comparative Figures for 2013
(Unaudited)
(In thousands)

	June 28, 2014	June 29, 2013
Cash Flows From Operating Activities:		
Net Income	\$ 20,651	\$13,722
Adjustments to Reconcile Net Income to Cash Provided By Operating Activities:		
Depreciation and Amortization	10,309	3,470
Provisions for Non-Cash Losses on Inventory and Receivables	510	515
Stock Compensation Expense	866	709
Deferred Tax (Benefit) Expense	(2,765)	1,087
Other	—	(376)
Cash Flows from Changes in Operating Assets and Liabilities:		
Accounts Receivable	(33,723)	2,504
Inventories	17,736	(5,164)
Accounts Payable	3,702	4,474
Other Current Assets and Liabilities	(1,207)	(2,926)
Customer Advanced Payments and Deferred Revenue	3,852	(2,362)
Income Taxes	2,684	1,079
Supplemental Retirement and Other Liabilities	615	587
Cash Provided By Operating Activities	<u>23,230</u>	<u>17,319</u>
Cash Flows From Investing Activities:		
Acquisition of Business	(67,851)	—
Capital Expenditures	(23,091)	(3,671)
Cash Used For Investing Activities	<u>(90,942)</u>	<u>(3,671)</u>
Cash Flows From Financing Activities:		
Proceeds from Debt	58,150	—
Payments for Long-term Debt	(25,883)	(4,478)
Debt Acquisition Costs	(280)	(160)
Acquisition Earnout Payments	(42)	(81)
Proceeds from Exercise of Stock Options	804	175
Income Tax Benefit from Exercise of Stock Options	1,261	57
Cash Provided By (Used For) Financing Activities	<u>34,010</u>	<u>(4,487)</u>
Effect of Exchange Rates on Cash	(108)	(6)
(Decrease) Increase in Cash and Cash Equivalents	(33,810)	9,155
Cash and Cash Equivalents at Beginning of Period	54,635	7,380
Cash and Cash Equivalents at End of Period	<u>\$ 20,825</u>	<u>\$16,535</u>

See notes to consolidated condensed financial statements.

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ASTRONICS CORPORATION Notes to Consolidated Condensed Financial Statements June 28, 2014 (Unaudited)

1) Basis of Presentation

The accompanying unaudited statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included.

Operating Results

The results of operations for any interim period are not necessarily indicative of results for the full year. Operating results for the three and six month periods ended June 28, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

The balance sheet at December 31, 2013 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

For further information, refer to the financial statements and footnotes thereto included in Astronics Corporation's 2013 annual report on Form 10-K.

Description of the Business

Astronics is a leading supplier of products to the aerospace and defense industries. Our products include advanced, high-performance lighting and safety systems, electrical power generation, distribution and motion systems, avionics and structure and other products for the global aerospace industry as well as test, training and simulation systems for the military, semi-conductor and consumer electronics markets.

The Company has two reportable segments, Aerospace and Test Systems. The Aerospace segment designs and manufactures products for the global aerospace industry. The Test Systems segment designs, manufactures and maintains communications and weapons test systems and training and simulation devices for military applications as well as automatic test systems, subsystems and instruments for semi-conductor and consumer electronics products.

We have twelve primary locations, ten in the United States, one in Canada, and one in France. We design and build our products through our wholly owned subsidiaries Astronics Advanced Electronic Systems Corp. ("AES"); Astronics AeroSat Corporation ("AeroSat"); Astronics Test Systems, Inc. ("ATS"); Ballard Technology, Inc. ("Ballard"); DME Corporation ("DME"); Luminescent Systems, Inc. ("LSI"); Luminescent Systems Canada, Inc. ("LSI Canada"); Max-Viz, Inc. ("Max-Viz"); Peco, Inc. ("Peco") and PGA Electronic s.a. ("PGA").

On February 28, 2014, Astronics acquired, through a wholly owned subsidiary ATS, certain assets and liabilities of EADS North America's Test and Services division, located in Irvine, California. ATS is a leading provider of highly engineered automatic test systems, subsystems and instruments for semi-conductor and consumer electronics products to both the commercial and defense industries. ATS is reported as a member of our Test Systems segment.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated. Acquisitions are accounted for under the purchase method and, accordingly, the operating results for the acquired companies are included in the consolidated statements of earnings from the respective dates of acquisition.

Revenue and Expense Recognition

In the Aerospace segment, segment revenue is recognized on the accrual basis at the time of shipment of goods and transfer of title. There are no significant contracts allowing for right of return.

In the Test Systems segment, revenue of approximately 1% and 30% for the three months ending June 28, 2014 and June 29, 2013, respectively, and approximately 2% and 28% for the six months ending June 28, 2014 and June 29, 2013 respectively, is recognized from long-term, fixed-price contracts using the percentage-of-completion method of accounting, measured by multiplying the estimated total contract value by the ratio of actual contract costs incurred to date to the estimated total contract costs. Substantially all long-term contracts are with U.S. government agencies and contractors

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thereto. The Company makes significant estimates involving its usage of percentage-of-completion accounting to recognize contract revenues. The Company periodically reviews contracts in process for estimates-to-completion, and revises estimated gross profit accordingly. While the Company believes its estimated gross profit on contracts in process is reasonable, unforeseen events and changes in circumstances can take place in a subsequent accounting period that may cause the Company to revise its estimated gross profit on one or more of its contracts in process. Accordingly, the ultimate gross profit realized upon completion of such contracts can vary significantly from estimated amounts between accounting periods. Revenue not recognized using the percentage-of-completion method is recognized at the time of shipment of goods and transfer of title.

With the acquisition of ATS, a portion of our Test Systems segment sales are recognized as multiple element arrangements, whereby revenue is allocated to the equipment and post installation maintenance service components based upon vendor specific objective evidence, typically pricing established in the contracts for the post installation services. If vendor-specific objective evidence of selling price is not available, we allocate revenue to the elements of the bundled arrangement using the estimated selling price method in order to qualify the components as separate units of accounting. Revenue on the equipment component is recognized when the equipment is accepted by the customers and title passes. Revenue on the post installation maintenance service component is recognized over the contractual life of the service to be provided, typically 24 months from installation.

Cost of Products Sold, Engineering and Development and Selling, General and Administrative Expenses

Cost of products sold includes the costs to manufacture products such as direct materials and labor and manufacturing overhead as well as all engineering and developmental costs. The Company is engaged in a variety of engineering and design activities as well as basic research and development activities directed to the substantial improvement or new application of the Company's existing technologies. These costs are expensed when incurred and included in cost of products sold. Research and development, design and related engineering amounted to \$20.6 million and \$13.3 million for the three months ended June 28, 2014 and June 29, 2013, respectively, and \$37.9 million and \$26.1 million for the six months ended June 28, 2014 and June 29, 2013, respectively. Selling, general and administrative expenses include costs primarily related to our sales and marketing departments and administrative departments. Interest expense is shown net of interest income. Interest income was insignificant for the three and six months ended for both June 28, 2014 and June 29, 2013.

Financial Instruments

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable, notes payable, long-term debt and interest rate swaps. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. The Company does not hold or issue financial instruments for trading purposes. Due to their short-term nature, the carrying values of cash and equivalents, accounts receivable, accounts payable, and notes payable, if any, approximate fair value. The carrying value of the Company's variable rate long-term debt also approximates fair value due to the variable rate feature of these instruments. The Company's interest rate swaps are recorded at fair value as described under Note 16 - Fair Value and Note 17 - Derivative Financial Instruments.

Derivatives

The accounting for changes in the fair value of derivatives depends on the intended use and resulting designation. The Company's use of derivative instruments is limited to cash flow hedges for interest rate risk associated with long-term debt. Interest rate swaps are used to adjust the proportion of total debt that is subject to variable and fixed interest rates. The interest rate swaps are designated as hedges of the amount of future cash flows related to interest payments on variable-rate debt that, in combination with the interest payments on the debt, convert a portion of the variable-rate debt to fixed-rate debt. The Company records all derivatives on the balance sheet at fair value as described under Note 16 - Fair Value and Note 17 - Derivative Financial Instruments. The related gains or losses, to the extent the derivatives are effective as a hedge, are deferred in shareholders' equity as a component of Accumulated Other Comprehensive Income (Loss) (AOCI) and reclassified into earnings at the time interest expense is recognized on the associated long-term debt. Any ineffectiveness is immediately recorded in the statement of operations.

Foreign Currency Translation

The Company accounts for its foreign currency translation in accordance with Accounting Standards Codification ("ASC") Topic 830, *Foreign Currency Translation*. The aggregate transaction gain or loss included in operations was insignificant for the periods ending June 28, 2014 and June 29, 2013.

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Loss contingencies

Loss contingencies may from time to time arise from situations such as claims and other legal actions. Loss contingencies are recorded as liabilities when it is probable that a liability has been incurred and the amount of the loss is reasonably estimable. Disclosure is required when there is a reasonable possibility that the ultimate loss will exceed the recorded provision. Contingent liabilities are often resolved over long time periods. In recording liabilities for probable losses, management is required to make estimates and judgments regarding the amount or range of the probable loss. Management continually assesses the adequacy of estimated loss contingencies and, if necessary, adjusts the amounts recorded as better information becomes known.

Accounting Pronouncements Adopted in 2014

On January 1, 2014, the Company adopted the new provisions of Accounting Standards Update (“ASU”) 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The ASU requires the netting of unrecognized tax benefits against a deferred tax asset for a loss or other carryforward that would apply in settlement of the uncertain tax positions. Unrecognized tax benefits are required to be netted against all available same-jurisdiction loss or other tax carryforwards, rather than only against carryforwards that are created by the unrecognized tax benefits. The ASU did not have a significant impact on the Company’s financial statements.

On January 1, 2014, the Company adopted the new provisions of Accounting Standards Update ASU 2013-12, Definition of a Public Business Entity—An Addition to the Master Glossary. The ASU amends the Master Glossary of the FASB Accounting Standards Codification to include one definition of public business entity for future use in U.S. GAAP and identifies the types of business entities that are excluded from the scope of the Private Company Decision-Making Framework: A Guide for Evaluating Financial Accounting and Reporting for Private Companies. The ASU did not have a significant impact on the Company’s financial statements.

2) Inventories

Inventories are stated at the lower of cost or market, cost being determined in accordance with the first-in, first-out method. Inventories are as follows:

(In thousands)	June 28, 2014	December 31, 2013
Finished Goods	\$ 25,061	\$ 21,627
Work in Progress	45,238	15,017
Raw Material	57,021	48,625
	<u>\$127,320</u>	<u>\$ 85,269</u>

The Company records valuation reserves to provide for excess, slow moving or obsolete inventory or to reduce inventory to the lower of cost or market value. In determining the appropriate reserve, the Company considers the age of inventory on hand, the overall inventory levels in relation to forecasted demands as well as reserving for specifically identified inventory that the Company believes is no longer salable.

3) Property, Plant and Equipment

The following table summarizes Property, Plant and Equipment as follows:

(In thousands)	June 28, 2014	December 31, 2013
Land	\$ 6,724	\$ 6,742
Buildings and Improvements	57,479	45,551
Machinery and Equipment	66,767	54,369
Construction in Progress	21,409	1,527
	<u>152,379</u>	<u>108,189</u>
Less Accumulated Depreciation	42,227	37,289
	<u>\$110,152</u>	<u>\$ 70,900</u>

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4) Intangible Assets

The following table summarizes acquired intangible assets as follows:

(In thousands)	Weighted Average Life	June 28, 2014		December 31, 2013	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Patents	7 Years	\$ 2,146	\$ 984	\$ 2,146	\$ 891
Trade Names	8 Years	7,453	893	7,453	552
Completed and Unpatented Technology	9 Years	16,667	3,356	15,377	2,620
Backlog and Customer Relationships	11 Years	86,867	10,941	88,998	7,210
Total Intangible Assets	8 Years	\$ 113,133	\$ 16,174	\$ 113,974	\$ 11,273

All acquired intangible assets other than goodwill and one trade name are being amortized. Amortization expense for acquired intangibles is summarized as follows:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Amortization Expense	\$4,904	\$ 935	\$ 2,437	\$ 468

Amortization expense for intangible assets expected for 2014 and for each of the next five years is summarized as follows:

(In thousands)	
2014	\$9,927
2015	7,907
2016	7,731
2017	7,723
2018	7,632
2019	7,513

5) Goodwill

The following table summarizes the changes in the carrying amount of goodwill for 2014:

(In thousands)	December 31, 2013	Acquisition	Foreign Currency Translation	June 28, 2014
Aerospace	\$ 100,998	23	(246)	\$100,775
Test Systems	—	1,954	—	1,954
	\$ 100,998	1,977	(246)	\$102,729

6) Long-term Debt and Notes Payable

In connection with the funding of the acquisition of ATS, the Company amended its existing credit facility by entering into Amendment No. 2. to Third Amended and Restated Credit Agreement, dated as of February 28, 2014. The Company elected to exercise its option to increase the revolving credit commitment. The Credit Agreement now provides for a \$125 million five-year revolving credit facility maturing on June 30, 2018, of which \$58.0 million was drawn to finance the acquisition. At June 28, 2014, there is \$36.0 million outstanding on the revolving credit facility. On May 5, 2014, the Company entered into Amendment No. 3 to Third Amended and Restated Credit Agreement for the purpose of revising certain definitions under the Credit Agreement.

There remains approximately \$79.9 million available under the revolving credit facility on June 28, 2014, net of outstanding letters of credit. The credit facility allocates up to \$20 million of the \$125 million revolving credit line for the issuance of letters of credit, including certain existing letters of credit. At June 28, 2014, outstanding letters of credit totaled \$9.1 million. In addition, the Company is required to pay a commitment fee quarterly at a rate of between 0.25% and 0.50% per annum on the unused portion of the total revolving credit commitment, based on the Company's Leverage Ratio.

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There is \$182.9 million outstanding under the term loan under the Credit Agreement and such term loan continues to mature on June 30, 2018.

The amended facility temporarily increases the maximum leverage ratio permitted under the agreement to 4.0 to 1.0 for fiscal quarters ending March 29, 2014 and June 28, 2014, 3.75 to 1.0 as of the end of fiscal quarters from September 30, 2014 through March 31, 2015 and 3.5 to 1.0 as of the end of each fiscal quarter subsequent to March 31, 2015 to maturity. There were no changes to the other covenants, interest rates being charged or commitment fees.

Remaining principal maturities of long-term debt each year are approximately:

(In thousands)	
2014	\$ 9,190
2015	15,563
2016	20,398
2017	22,703
2018	168,002
Thereafter	9,762
	<u>\$245,618</u>

7) Product Warranties

In the ordinary course of business, the Company warrants its products against defects in design, materials and workmanship typically over periods ranging from twelve to sixty months. The Company determines warranty reserves needed by product line based on experience and current facts and circumstances. Activity in the warranty accrual is summarized as follows:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Balance at beginning of period	\$2,796	\$2,551	\$ 3,737	\$ 2,451
Acquisitions	790	—	—	—
Warranties issued	876	333	547	285
Warranties settled	(803)	(416)	(469)	(278)
Reassessed warranty exposure	266	116	110	126
Balance at end of period	<u>\$3,925</u>	<u>\$2,584</u>	<u>\$ 3,925</u>	<u>\$ 2,584</u>

8) Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities. Deferred tax assets are reduced, if deemed necessary, by a valuation allowance for the amount of tax benefits which are not expected to be realized. Investment tax credits are recognized on the flow through method.

ASC Topic 740-10 *Overall - Uncertainty in Income Taxes* (“ASC Topic 740-10”) clarifies the accounting and disclosure for uncertainty in tax positions. ASC Topic 740-10 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. The Company is subject to the provisions of ASC Topic 740-10 and has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. Should the Company need to accrue a liability for uncertain tax benefits, any interest associated with that liability will be recorded as interest expense. Penalties, if any, would be recognized as operating expenses. There were no penalties or interest liability accrued as of June 28, 2014 or December 31, 2013, nor were any penalties or interest costs included in expense for the three and six month periods ending June 28, 2014 and June 29, 2013. The years under which we conducted our evaluation coincided with the tax years currently still subject to examination by major federal and state tax jurisdictions, those being 2010 through 2013 for federal purposes and 2009 through 2013 for state purposes.

The effective tax rates were approximately 33.9% and 26.1% for the six months and 34.0% and 33.2% for the three months ended June 28, 2014 and June 29, 2013, respectively. The effective tax rate for the second quarter of 2014 was lower than the federal statutory rate, due to the domestic production activity deduction and lower effective tax rates on foreign income. The effective tax rate for the first six months of 2013 was impacted primarily by the domestic production activity deduction, the recognition of approximately \$1.1 million in domestic 2012 R&D tax credits and \$0.4 million in domestic 2013 R&D tax credits.

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9) Shareholders' Equity

The changes in shareholders' equity for the six months ended June 28, 2014 are summarized as follows as adjusted to reflect the impact of the one-for-five distribution of Class B Stock as discussed in Note 10:

(Dollars and Shares in thousands)	Amount	Number of Shares	
		Common Stock	Convertible Class B Stock
Shares Authorized		40,000	10,000
Share Par Value		\$ 0.01	\$ 0.01
COMMON STOCK			
Beginning of Period	\$ 179	13,268	4,590
Conversion of Class B Shares to Common Shares	—	618	(618)
Exercise of Stock Options	2	131	113
End of Period	\$ 181	14,017	4,085
ADDITIONAL PAID IN CAPITAL			
Beginning of Period	\$ 40,826		
Stock Compensation Expense	866		
Exercise of Stock Options	2,063		
End of Period	\$ 43,755		
ACCUMULATED OTHER COMPREHENSIVE LOSS			
Beginning of Period	\$ (3,611)		
Foreign Currency Translation Adjustment	(568)		
Change in Accumulated (Loss) Income on Derivatives – Net of Tax	(8)		
Retirement Liability Adjustment – Net of Tax	208		
End of Period	\$ (3,979)		
RETAINED EARNINGS			
Beginning of Period	\$134,115		
Net Income	20,651		
End of Period	\$154,766		
TOTAL SHAREHOLDERS' EQUITY			
Beginning of Period	\$171,509		
End of Period	\$194,723		

10) Earnings Per Share

Basic and diluted weighted-average shares outstanding are as follows:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Weighted average shares - Basic	18,013	17,403	18,070	17,413
Net effect of dilutive stock options	860	806	795	793
Weighted average shares - Diluted	18,873	18,209	18,865	18,206

The above information has been adjusted to reflect the impact of the one-for-five distribution of Class B Stock for shareholders of record on October 10, 2013.

Stock options with exercise prices greater than the average market price of the underlying common shares are excluded from the computation of diluted earnings per share because they are out-of-the-money and the effect of their inclusion would be anti-dilutive. The number of common shares covered by out-of-the-money stock options were insignificant at June 28, 2014.

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11) Accumulated Other Comprehensive Loss and Other Comprehensive Loss

The components of accumulated other comprehensive income (loss) are as follows:

(In thousands)	June 28, 2014	December 31, 2013
Foreign Currency Translation Adjustments	\$ 716	\$ 1,284
Accumulated (Loss) Income on Derivatives – Before Tax	(120)	(107)
Tax Benefit	43	38
Accumulated (Loss) Income on Derivatives – After Tax	(77)	(69)
Retirement Liability Adjustment – Before Tax	(7,104)	(7,423)
Tax Benefit	2,486	2,597
Retirement Liability Adjustment – After Tax	(4,618)	(4,826)
Accumulated Other Comprehensive Loss	<u>\$ (3,979)</u>	<u>\$ (3,611)</u>

The components of other comprehensive loss are as follows:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Foreign Currency Translation Adjustments	\$ (568)	\$ (389)	\$ (182)	\$ (192)
Change in Accumulated (Loss) Income on Derivatives:				
Reclassification to Interest Expense	34	70	17	33
Net (Decrease) Increase in Fair Value of Derivatives	(45)	(11)	(59)	3
Tax Benefit (Expense)	3	(21)	14	(13)
Change in Accumulated (Loss) Income on Derivatives	(8)	38	(28)	23
Retirement Liability Adjustments:				
Reclassifications to General and Administrative Expense:				
Amortization of prior service cost	265	260	129	130
Amortization of net actuarial gains	54	64	27	32
Tax Benefit	(111)	(113)	(50)	(57)
Retirement Liability Adjustment	208	211	106	105
Other Comprehensive Loss	<u>\$ (368)</u>	<u>\$ (140)</u>	<u>\$ (104)</u>	<u>\$ (64)</u>

12) Supplemental Retirement Plan and Related Post Retirement Benefits

The Company has two non-qualified supplemental retirement defined benefit plans (“SERP” and “SERP II”) for certain executive officers. The following table sets forth information regarding the net periodic pension cost for the plans.

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Service cost	\$ 124	\$ 148	\$ 62	\$ 74
Interest cost	376	310	188	155
Amortization of prior service cost	260	248	130	124
Amortization of net actuarial losses	54	64	27	32
Net periodic cost	<u>\$ 814</u>	<u>\$ 770</u>	<u>\$ 407</u>	<u>\$ 385</u>

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Participants in the SERP are entitled to paid medical, dental and long-term care insurance benefits upon retirement under the plan. The following table sets forth information regarding the net periodic cost recognized for those benefits:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Service cost	\$ 1	\$ 2	\$ 1	\$ 1
Interest cost	16	12	8	6
Amortization of prior service cost	12	12	6	6
Net periodic cost	<u>\$ 29</u>	<u>\$ 26</u>	<u>\$ 15</u>	<u>\$ 13</u>

13) Sales to Major Customers

The Company has a significant concentration of business with three major customers, each in excess of 10% of consolidated sales. The loss of any of these customers would significantly, negatively impact our sales and earnings.

The Company had sales to three customers that represented 17.1%, 17.1% and 14.6% of consolidated sales for the six months ended June 28, 2014 and 22.9%, 15.1% and 14.0% of consolidated sales for the three months ended June 28, 2014. Sales to these customers were in the Aerospace and Test Systems segments.

The Company had sales to one customer in the Aerospace segment that represented 31.5% of consolidated sales for the six months ended June 29, 2013 and 29.5% of consolidated sales for the three months ended June 29, 2013.

Accounts receivable from these customers at June 28, 2014 was \$48.6 million.

14) Legal Proceedings

The Company is subject to various legal proceedings, claims, and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect these matters will have a material adverse effect on our business, financial position, results of operations, or cash flows. However, the results of these matters cannot be predicted with certainty. Should the Company fail to prevail in any legal matter or should several legal matters be resolved against the Company in the same reporting period, then the financial results of that particular reporting period could be materially adversely affected.

We are a defendant in an action filed in the Regional State Court of Mannheim, Germany (Lufthansa Technik AG v. Astronics Advanced Electronics Systems Corp.) relating to an allegation of patent infringement. The damages sought include injunctive relief, as well as monetary damages. We dispute the allegation and are vigorously defending ourselves in this action. We have filed a nullity action with the Federal Patent Court in Munich, Germany, requesting the court to revoke the German part of the European patent that is subject to the claim. In November 2011, the Regional State Court of Mannheim, Germany, issued an interim decision to the effect that the infringement litigation proceedings be stayed until the Federal Patent Court decides on the concurrent nullity action. In February 2014, The Federal Patent Court issued a written judgment upholding the validity of a portion of the patent. This judgment is subject to appeal. However, as a result the judgment proclaimed by The Federal Patent Court the stay of the infringement litigation proceedings is no longer effective. At this time we are unable to provide a reasonable estimate of our potential liability or the potential amount of loss related to this action, if any. If the outcome of this litigation is adverse to us, our results and financial condition could be materially affected.

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15) Segment Information

Below are the sales and operating profit by segment for the three and six months ended June 28, 2014 and June 29, 2013 and a reconciliation of segment operating profit to income before income taxes. Operating profit is net sales less cost of products sold and other operating expenses excluding interest and corporate expenses. Cost of products sold and other operating expenses are directly identifiable to the respective segment.

(Dollars in thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Sales				
Aerospace	\$243,895	\$140,345	\$121,523	\$68,676
Test Systems	71,856	4,547	53,167	2,157
Less Intersegment Sales	(237)	(92)	(127)	—
	<u>71,619</u>	<u>4,455</u>	<u>53,040</u>	<u>2,157</u>
Total Consolidated Sales	<u>\$315,514</u>	<u>\$144,800</u>	<u>\$174,563</u>	<u>\$70,833</u>
Operating Profit (Loss) and Margins				
Aerospace	\$ 38,251	\$ 25,735	\$ 20,761	\$11,447
	15.7%	18.3%	17.1%	16.7%
Test Systems	2,335	(2,135)	4,030	(610)
	3.2%	(47.0)%	7.6%	(28.3)%
Total Operating Profit	<u>40,586</u>	<u>23,600</u>	<u>24,791</u>	<u>10,837</u>
	12.9%	16.3%	14.2%	15.3%
Deductions from Operating Profit				
Interest Expense, net of interest income	4,882	480	2,559	262
Corporate Expenses and Other	4,478	4,558	2,310	2,857
Income Before Income Taxes	<u>\$ 31,226</u>	<u>\$ 18,562</u>	<u>\$ 19,922</u>	<u>\$ 7,718</u>

Identifiable Assets

(In thousands)	June 28, 2014	December 31, 2013
Aerospace	\$448,447	\$ 428,619
Test Systems	115,325	11,035
Corporate	19,003	51,617
Total Assets	<u>\$582,775</u>	<u>\$ 491,271</u>

16) Fair Value

ASC Topic 820, *Fair value Measurements and Disclosures*, (“ASC Topic 820”) defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. This statement applies under other accounting pronouncements that require or permit fair value measurements. The statement indicates, among other things, that a fair value measurement assumes that the transaction to sell an asset or transfer a liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. ASC Topic 820 defines fair value based upon an exit price model. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and involves consideration of factors specific to the asset or liability.

ASC Topic 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.

Level 3 inputs are unobservable inputs based on our own assumptions used to measure assets and liabilities at fair value.

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On a Recurring Basis:

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The following table provides the financial assets and liabilities carried at fair value measured on a recurring basis as of June 28, 2014 and December 31, 2013:

(In thousands)	Classification	Total	Level 1	Level 2	Level 3
Interest rate swaps	Other Liabilities				
June 28, 2014		\$ (80)	\$ —	\$ (80)	\$ —
December 31, 2013		(108)	—	(108)	—
Acquisition contingent consideration	Current Liabilities				
June 28, 2014		\$(2,595)	\$ —	\$ —	\$(2,595)
December 31, 2013		(137)	—	—	(137)
June 28, 2014	Other Liabilities	\$(3,634)	\$ —	\$ —	\$(3,634)
December 31, 2013		(5,709)	—	—	(5,709)

Interest rate swaps are securities with no quoted readily available Level 1 inputs, and therefore are measured at fair value using inputs that are directly observable in active markets and are classified within Level 2 of the valuation hierarchy, using the income approach (See Note 17).

Our Level 3 fair value liabilities represent contingent consideration recorded related to the 2011 Ballard acquisition, to be paid up to a maximum of \$5.5 million if certain revenue growth targets are met over the next three years, the 2012 Max-Viz acquisition, to be paid up to a maximum of \$8.0 million if certain revenue growth targets are met over the next two years and the 2013 AeroSat acquisition, to be paid up to a maximum of \$53.0 million if certain revenue growth targets are met over the next two years. The calculation of additional purchase consideration ("Earn Out") related to the acquisition of AeroSat is as follows:

	AeroSat Revenue	Earn Out Formula
2014	<\$30 million	No Earn Out
	>\$30 million < \$50 million	(AeroSat Revenue X 15%) x ((AeroSat Revenue-\$30 million)/\$20 million)
	>\$50 million	AeroSat Revenue X 15%
2015	<\$40 million	No Earn Out
	>\$40 million < \$60 million	(AeroSat Revenue X 15%) x ((AeroSat Revenue-\$40 million)/\$20 million)
	>\$60 million	AeroSat Revenue X 15%

The amounts recorded were calculated using an estimate of the probability of future revenue. The varying contingent payments were then discounted to the present value utilizing a discounted cash flow methodology. The contingent consideration liabilities have no observable Level 1 or Level 2 inputs.

On a Non-recurring Basis:

In accordance with the provisions of ASC Topic 350 *Intangibles – Goodwill and Other*, the Company estimates the fair value of reporting units, utilizing unobservable Level 3 inputs. Level 3 inputs require significant management judgment due to the absence of quoted market prices or observable inputs for assets of a similar nature. The Company utilizes a discounted cash flow analysis to estimate the fair value of reporting units utilizing unobservable inputs. The fair value measurement of the reporting unit under the step-one and step-two analysis of the quantitative goodwill impairment test are classified as Level 3 inputs.

Intangible assets that are amortized are evaluated for recoverability whenever adverse effects or changes in circumstances indicate that the carrying value may not be recoverable. The recoverability test consists of comparing the undiscounted projected cash flows with the carrying amount. Should the carrying amount exceed undiscounted projected cash flows, an impairment loss would be recognized to the extent the carrying amount exceeds fair value. For the Company's indefinite-lived intangible asset, the impairment test consists of comparing the fair value, determined using the relief from royalty method, with its carrying amount. An impairment loss would be recognized for the carrying amount in excess of its fair value.

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At June 28, 2014, the fair value of goodwill and intangible assets classified using Level 3 inputs are the Max-Viz, Peco, AeroSat, PGA and ATS goodwill and intangible assets acquired were measured at fair value using a discounted cash flow methodology and are classified as Level 3 inputs.

As of June 28, 2014, the Company concluded that no indicators of impairment relating to intangible assets or goodwill existed and an interim test was not performed.

Due to their short-term nature, the carrying value of cash and equivalents, accounts receivable, accounts payable, and notes payable approximate fair value. The carrying value of the Company's variable rate long-term debt instruments also approximates fair value due to the variable rate feature of these instruments.

17) Derivative Financial Instruments

At June 28, 2014, we had an interest rate swap with a notional amount of approximately \$1.5 million, entered into on February 6, 2006, related to the Company's Series 1999 New York Industrial Revenue Bond, which effectively fixes the rate at 3.99% plus a spread based on the Company's leverage ratio on this obligation through February 1, 2016.

An interest rate swap entered into on March 19, 2009 related to the Company's term note issued January 30, 2009, was terminated in the third quarter of 2013 with no significant impact to the results of our operations.

At June 28, 2014 and December 31, 2013, the fair value of the interest rate swap was a liability of \$0.1 million which is included in other liabilities (See Note 16 - Fair Value). Amounts expected to be reclassified to earnings in the next twelve months are not expected to be significant.

Activity in AOCI related to these derivatives is summarized below:

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Derivative balance at the beginning of the period in AOCI	\$ (69)	\$ (142)	\$ (49)	\$ (127)
Net deferral in AOCI of derivatives:				
Net increase in fair value of derivatives	(45)	(11)	(59)	3
Tax effect	15	4	19	(1)
	<u>(30)</u>	<u>(7)</u>	<u>(40)</u>	<u>2</u>
Net reclassification from AOCI into earnings:				
Reclassification from AOCI into earnings – interest expense	34	70	17	33
Tax effect	(12)	(25)	(5)	(12)
	<u>22</u>	<u>45</u>	<u>12</u>	<u>21</u>
Net change in derivatives for the period	<u>(8)</u>	<u>38</u>	<u>(28)</u>	<u>23</u>
Derivative balance at the end of the period in AOCI	<u>\$ (77)</u>	<u>\$ (104)</u>	<u>\$ (77)</u>	<u>\$ (104)</u>

18) Recent Accounting Pronouncements

The Company's management has reviewed recent accounting pronouncements issued through the date of the issuance of financial statements. In management's opinion, none of these new pronouncements apply or will have a material effect on the Company's financial statements.

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19) Acquisitions

Astronics Test Systems

On January 20, 2014, we entered into an agreement to purchase substantially all of the assets and liabilities of the Test and Services Division of EADS North America, Inc. for approximately \$69.4 million in cash, including a net working capital adjustment of approximately \$16.4 million. On February 28, 2014, the assets were acquired by our wholly owned subsidiary Astronics Test Systems, Inc. ("ATS"). Located in Irvine, California, ATS is a leading provider of highly engineered automatic test systems, subsystems and instruments for the semi-conductor, consumer electronics, commercial aerospace and defense industries. ATS provides fully customized testing systems and support services for these markets. It also designs and manufactures test equipment under the test instrument brands known as Racal and Talon. The acquisition will strengthen our service offerings and expertise in the test market. This subsidiary is reported as part of our Test Systems segment. The purchase price allocation for this acquisition is not finalized as the fair value determination of assets and liabilities is not complete.

PGA Electronic s.a.

On December 5, 2013 we acquired 100% of the stock of PGA, a designer and manufacturer of seat motion and lighting systems primarily for business and first class aircraft seats and is Europe's leading provider of in-flight entertainment/communication systems as well as cabin management systems for private VVIP aircraft. The addition of PGA further diversifies the products and technologies that Astronics offers. The purchase price was approximately \$31.3 million for which approximately \$9.1 million, net of cash acquired, was paid in cash and the balance paid with 264,168 shares of Astronics stock valued at \$51.00 per share. PGA is included in our Aerospace reporting segment. The purchase price allocation for this acquisition is not finalized as the fair value determination of assets and liabilities is not complete.

Astronics AeroSat Corporation

On October 1, 2013, we acquired certain assets and liabilities from AeroSat Corporation and related entities, a supplier of aircraft antenna systems for \$12.5 million in cash, plus the potential additional purchase consideration of up to \$53 million based upon the achievement of certain revenue targets in 2014 and 2015. The addition of AeroSat further diversifies the products and technologies that Astronics offers. The additional contingent purchase consideration is recorded at its estimated fair value of approximately \$5.0 million at the date of acquisition based upon the Company's assessment of the probability of AeroSat achieving the revenue growth targets. Substantially all of the goodwill and purchased intangible assets are expected to be deductible for tax purposes over 15 years. AeroSat is included in our Aerospace reporting segment.

The allocation of the purchase price paid for AeroSat is based on fair values of the acquired assets and liabilities assumed of AeroSat as of October 1, 2013.

The allocation of purchase price based on appraised fair values was as follows (In thousands):

Accounts Receivable	\$ 1,712
Inventory	4,009
Prepaid Deposits	687
Fixed Assets	448
Purchased Intangible Assets	13,800
Goodwill	1,610
Other Assets	65
Accounts Payable	(286)
Accrued Expenses	(543)
Customer Deposits	(4,048)
Total Purchase Price	<u>\$17,454</u>

The amounts allocated to the purchased intangible assets consist of the following:

(In thousands)	Weighted Average Life	Acquisition Fair Value
Trademark	10 Years	\$ 800
Technology	10 Years	5,300
Customer Relationship	12 Years	7,700
		<u>\$ 13,800</u>

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Goodwill and other intangible assets reflected above were determined to meet the criterion for recognition apart from tangible assets acquired and liabilities assumed. The goodwill is primarily attributable to expected synergies and the assembled workforce. Purchased intangible assets and goodwill are deductible for tax purposes.

Peco, Inc.

On July 18, 2013, we acquired 100% of the stock of Peco which designs and manufactures highly engineered commercial aerospace interior components and systems for the aerospace industry. The company specializes in PSUs which incorporate air handling, emergency oxygen, electrical power management and cabin lighting systems. It also manufactures a wide range of fuel access doors that meet stringent strength, fuel sealing and anti-corrosion requirements. The addition of Peco diversifies the products and technologies that Astronics offers. We purchased the outstanding stock of Peco for \$136.0 million in cash. Peco is included in our Aerospace reporting segment.

The following summary, prepared on a pro forma basis, combines the consolidated results of operations of the Company with those of Peco as if the acquisition took place on January 1, 2012. The pro forma consolidated results include the impact of certain adjustments, including increased interest expense on acquisition debt, amortization of purchased intangible assets and income taxes.

	Six Months Ended		Three Months Ended	
	June 28, 2014 as Reported	June 29, 2013 Pro Forma	June 28, 2014 as Reported	June 29, 2013 Pro Forma
(in thousands, except earnings per share)				
Sales	\$315,514	\$187,197	\$174,563	\$92,286
Net Income	20,651	15,803	13,144	6,647
Basic earnings per share	1.15	0.91	0.73	0.38
Diluted earnings per share	1.09	0.87	0.70	0.37

The pro forma results are not necessarily indicative of what actually would have occurred if the acquisition had been in effect for the three months and six months ended June 28, 2014. In addition, they are not intended to be a projection of future results.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(The following should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's Form 10-K for the year ended December 31, 2013.)

OVERVIEW

Astronics Corporation, through our subsidiaries, designs and manufactures advanced, high-performance lighting and safety systems, electrical power generation and distribution systems, aircraft structures and avionics products for the global aerospace industry as well as test, training and simulation systems for the military, semi-conductor and consumer electronics markets. On February 28, 2014 we completed the acquisition of substantially all of the assets and liabilities of EADS North America's Test and Services division ("Astronics Test Systems" or "ATS") which is included in our Test Systems segment.

Our Aerospace segment serves four primary markets. They are the commercial transport, military, business jet and other aerospace markets. The Test Systems segment serves the military and defense markets and with the addition of ATS in 2014, the Test Systems segment also serves the commercial electronics and semi-conductor markets.

Our strategy is to invest significantly in engineering, research and development to develop and maintain positions of technical leadership. We expect to leverage those positions to increase our ship set content, growing the amount of content and volume of products we sell and to selectively acquire businesses with similar technical capabilities.

Important factors affecting our growth and profitability are the rate at which new aircraft are produced, government funding of military programs, our ability to have our products designed into the plans for new aircraft and the rates at which aircraft owners, including commercial airlines, refurbish or install upgrades to their aircraft. New aircraft build rates and aircraft owners spending on upgrades and refurbishments is cyclical and dependent on the strength of the global economy. Once designed into a new aircraft, the spare parts business is frequently retained by the Company. With the acquisition of ATS in 2014, future growth and profitability of the test business will be dependent on developing and procuring new and follow-on business in commercial electronics and semi-conductor markets as well as with the military.

ACQUISITIONS

On February 28, 2014, Astronics completed the acquisition of substantially all of the assets and liabilities of EADS North America's Test and Services division. Astronics Test Systems is located in Irvine, California and is a leading provider of highly engineered automatic test systems, subsystems and instruments for the semi-conductor, consumer electronics, commercial aerospace and defense industries. The purchase price was approximately \$69.4 million in cash, including a net working capital adjustment of approximately \$16.4 million. The net working capital adjustment is yet to be finalized. The addition of ATS compliments products and technologies that the Astronics Test Segment offers. ATS is included in our Test Systems segment.

On December 5, 2013 we completed the acquisition of 100% of the stock of PGA Electronic s.a. ("PGA") located in Chateauroux, France. PGA designs and manufactures seat motion and lighting systems primarily for premium class aircraft seats and is a provider of in-flight entertainment/communication systems as well as cabin management systems for private VVIP aircraft. The addition of PGA further diversifies the products and technologies that Astronics offers. The purchase price was approximately \$31.3 million for which approximately \$9.1 million, net of cash acquired, was paid in cash and the balance paid with 264,168 shares of Astronics stock valued at \$51.00/share. PGA is included in our Aerospace reporting segment.

On October 1, 2013, we acquired certain assets and liabilities from AeroSat Corporation and related entities, a supplier of aircraft antenna systems for \$12 million in cash, plus contingent purchase consideration ("Earn Out") of up to a maximum of \$53.0 million based upon the achievement of certain revenue levels in 2014 and 2015. The fair value of the estimated contingent consideration at June 28, 2014 was \$5.6 million. The addition of AeroSat further diversifies the products and technologies that Astronics offers. AeroSat is included in our Aerospace reporting segment.

On July 18, 2013, we completed the acquisition of 100% of the stock of Peco, Inc. which designs and manufacturers highly engineered commercial aerospace interior components and systems for the aerospace industry. The company specializes in overhead Passenger Service Units, ("PSUs") which incorporate air handling, emergency oxygen, electrical power management and cabin lighting systems. It also manufactures a wide range of fuel access doors that meet stringent strength, fuel sealing and anti-corrosion requirements. The addition of Peco diversifies the products and technologies that Astronics offers. We purchased the outstanding stock of Peco for \$136.0 million in cash. Peco is included in our Aerospace reporting segment.

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CONSOLIDATED RESULTS OF OPERATIONS AND OUTLOOK

(Dollars in thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Sales	\$315,514	\$144,800	\$174,563	\$70,833
Gross Profit	\$ 73,207	\$ 38,900	\$ 43,202	\$18,681
Gross Profit Percentage	23.2%	26.9%	24.7%	26.4%
SG&A Expenses as a Percentage of Sales	11.8%	13.7%	11.9%	15.1%
Interest Expense, net of interest income	\$ 4,882	\$ 480	\$ 2,559	\$ 262
Effective Tax Rate	33.9%	26.1%	34.0%	33.2%
Net Earnings	\$ 20,651	\$ 13,722	\$ 13,144	\$ 5,158

A discussion by segment can be found at “Segment Results of Operations and Outlook” in this MD&A.

Financial results include the effect of four business acquisitions Astronics completed from July 2013 through the end of the 2014 first quarter, of which three were in its Aerospace segment and one was in the Test Systems segment.

Consolidated sales for the second quarter of 2014 increased 146.4% to \$174.6 million compared with \$70.8 million for the same period last year. Aerospace segment sales increased \$52.8 million to \$121.5 million and Test Systems segment sales increased \$51.0 million to \$53.0 million. The 2014 second quarter included \$93.8 million in sales from acquired businesses, while organic sales increased \$10.0 million, or 14.1%.

Consolidated sales for the first six months of 2014 increased by 117.9% to \$315.5 million compared with \$144.8 million for the same period last year, an increase of \$170.7 million. Aerospace sales increased \$103.6 million to \$243.9 million and Test Systems sales increased \$67.1 million to \$71.6 million. From July 2013 through the end of the 2014 first quarter, Astronics completed four business acquisitions, three in its Aerospace segment and one in the Test Systems segment. For the first six months of 2014, sales from these acquired businesses contributed \$152.6 million to consolidated sales, while organic sales increased \$18.1 million, or 12.5%.

Consolidated cost of products sold increased \$79.2 million to \$131.4 million in the second quarter of 2014 from \$52.2 million for the same period last year. The increase was due to the cost of products sold associated with increased organic sales volumes and cost of products sold associated with sales from businesses acquired after the second quarter of 2013 totaling \$73.1 million. Consolidated cost of products sold as a percentage of sales was 75.3% in the second quarter of 2014 compared with 73.6% in the second quarter of 2013. Margin leverage achieved from increased organic sales volume was more than offset by costs of approximately \$8.7 million relating to the fair value step-up of inventory from acquired businesses and increased engineering and development (“E&D”) costs. E&D costs were \$20.6 million in the second quarter of 2014, including \$6.7 million for businesses acquired since the second quarter of 2013. E&D costs in last year’s second quarter were \$13.3 million.

Consolidated cost of products sold increased \$136.4 million to \$242.3 million in the first six months of 2014 from \$105.9 million for the same period last year. The increase was due to the cost of products sold associated with increased organic sales volumes and the cost of products sold associated with sales from acquired businesses totaling \$124.0 million. Consolidated cost of products sold as a percentage of sales was 76.8% in the first six months of 2014 compared with 73.1% in the first six months of 2013. Margin leverage achieved from increased organic sales volume was more than offset by costs of approximately \$17.4 million relating to the fair value step-up of inventory from acquired businesses and increased E&D costs. Total E&D costs were \$37.9 million in the first six months of 2014, including \$9.9 million from businesses acquired after last year’s second quarter. E&D expense in last year’s first six months was \$26.1 million.

Selling, general and administrative (“SG&A”) expenses were \$20.7 million, or 11.9% of sales, in the second quarter of 2014 compared with \$10.7 million, or 15.1% of sales, in the same period last year. The increase was due primarily to the incremental SG&A costs of acquired businesses, which added approximately \$10.6 million to SG&A in the second quarter of 2014, partially offset by lower legal and professional costs when compared with the prior year second quarter.

Selling, general and administrative (“SG&A”) expenses were approximately \$37.1 million, or 11.8% of sales, in the first six months of 2014 compared with \$19.9 million, or 13.7% of sales, in the same period last year. The increase was due primarily to the incremental SG&A costs of acquired businesses, which added approximately \$17.5 million to SG&A in the first six months of 2014 when compared with the same period last year, partially offset by lower legal and professional costs.

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The effective tax rates were approximately 33.9% and 26.1% for the six months and 34.0% and 33.2% for the three months ended June 28, 2014 and June 29, 2013, respectively. The effective tax rate for the second quarter of 2014 was lower than the federal statutory rate, due to the domestic production activity deduction and lower effective tax rates on foreign income. The effective tax rate for the first six months of 2013 was impacted primarily by the domestic production activity deduction, the recognition of approximately \$1.1 million in domestic 2012 U.S. Research & Development (“R&D”) tax credits and \$0.4 million in domestic 2013 R&D tax credits. Assuming that the R&D tax credit is not extended we expect our effective tax rate for the full year of 2014 to be in the range of 33% to 35%.

Net income for the second quarter of 2014 was \$13.1 million or \$0.70 per diluted share, an increase of \$8.0 million from \$5.1 million, or \$0.28 per diluted share in the second quarter of 2013. Net income for the first six months of 2014 was \$20.7 million or \$1.09 per diluted share, an increase of \$7.0 million from \$13.7 million, or \$0.75 per diluted share in the second quarter of 2013. For both the three and six months ended June 28, 2014, the earnings per share increase is due primarily to the increase in net income. Earnings per share for all periods presented have been calculated reflecting the effect of the one-for-five Class B share distribution for shareholders of record on October 10, 2013.

SEGMENT RESULTS OF OPERATIONS AND OUTLOOK

Operating profit, as presented below, is sales less cost of products sold and other operating expenses, excluding interest expense and other corporate expenses. Cost of products sold and other operating expenses are directly identifiable to the respective segment. Operating profit is reconciled to earnings before income taxes in Note 15 of the Notes to Consolidated Condensed Financial Statements included in this report.

AEROSPACE

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Sales	\$243,895	\$140,345	\$121,523	\$68,676
Operating profit	\$ 38,251	\$ 25,735	\$ 20,761	\$11,447
Operating Margin	15.7%	18.3%	17.1%	16.7%

	June 28, 2014	December 31, 2013
Total Assets	\$448,447	\$ 428,619
Backlog	\$204,545	\$ 207,101

Aerospace Sales by Market

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Commercial Transport	\$195,790	\$ 97,226	\$ 96,504	\$46,264
Military	21,310	20,698	12,352	12,082
Business Jet	18,175	15,631	8,308	6,966
Other	8,620	6,790	4,359	3,364
	<u>\$243,895</u>	<u>\$140,345</u>	<u>\$121,523</u>	<u>\$68,676</u>

Aerospace Sales by Product Line

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Electrical Power & Motion	\$126,482	\$ 86,651	\$ 60,651	\$41,855
Lighting & Safety	74,598	37,208	39,507	19,091
Avionics	25,250	9,696	12,497	4,366
Structures	7,343	—	3,704	—
Other	10,222	6,790	5,164	3,364
	<u>\$243,895</u>	<u>\$140,345</u>	<u>\$121,523</u>	<u>\$68,676</u>

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Aerospace segment sales increased by \$52.8 million, or 77.0% when compared with the prior year's second quarter to \$121.5 million. Organic sales grew 15.3%, or \$10.5 million, and sales from acquired businesses added \$42.3 million.

Sales to the Commercial Transport market increased \$50.2 million, of which \$38.0 million was related to the acquired businesses with the remaining increase primarily related to higher organic sales of Electrical Power & Motion products. Excluding acquired businesses, sales of Electrical Power & Motion products to the Commercial Transport market increased approximately \$10.7 million as global demand for passenger power systems continued to be strong.

Military sales increased \$0.3 million when compared with the prior year's second quarter as \$0.8 million of sales contributed by the acquired businesses was partially offset by lower organic sales. Sales to the Business Jet market were up \$1.3 million when compared with last year's second quarter, mostly from the acquired businesses which contributed \$1.2 million in sales.

The \$1.0 million increase in second quarter Other sales was due primarily to approximately \$2.3 million in sales from the acquired businesses which was partially offset by \$1.3 million lower organic revenue.

Aerospace segment sales increased by \$103.6 million, or 73.8%, compared with the prior year's first six months to \$243.9 million. Organic sales grew 14.0%, or \$19.6 million. Sales from acquired businesses were \$83.9 million.

Sales to the Commercial Transport market increased \$98.6 million, including \$73.6 million from the acquired businesses. Excluding acquired businesses, sales of Electrical Power & Motion products to the Commercial Transport market increased approximately \$22.8 million as global demand for passenger power systems continued to be strong. Sales of Lighting and Safety products to this market increased approximately \$2.3 million.

Military sales increased \$0.6 million when compared with the first six months of 2013. The acquired businesses added \$1.8 million, more than offsetting \$1.2 million in lower organic sales. Sales to the Business Jet market increased \$2.5 million when compared with last year's first half. The acquired businesses contributed \$3.9 million in sales to this market, more than offsetting lower organic sales of \$1.4 million. Both Lighting & Safety and Electrical Power & Motion sales to the Business Jet market decreased slightly from the prior year six-month period. The \$1.8 million increase in the first six months of 2014 Other sales reflected approximately \$4.5 million additional sales from the acquired businesses partially offset by lower organic Other sales.

Aerospace operating profit for the second quarter of 2014 was \$20.8 million, or 17.1% of sales, compared with \$11.4 million, or 16.7% of sales, in the same period last year. Approximately \$4.8 million in operating profit was related to the acquired aerospace businesses. Operating leverage gained on volume for the organic business was partially offset by approximately \$0.7 million of higher organic E&D costs. Aerospace SG&A expense increased \$6.2 million in the second quarter of 2014 as compared with 2013. The increase was due primarily to the incremental SG&A for the acquired businesses, offset slightly by lower legal costs.

Aerospace operating profit for the first six months of 2014 was \$38.3 million, or 15.7% of sales, compared with \$25.7 million, or 18.3% of sales, in the same period last year. The acquired businesses contributed approximately \$6.2 million in operating profit in the period. Leverage achieved from higher organic sales volume was offset by increased organic E&D costs of approximately \$1.9 million. Additionally, cost of products sold had approximately \$2.4 million of expense related to the fair value step-up of inventory from acquired businesses. Aerospace SG&A expense increased \$11.9 million in first six months of 2014 as compared with 2013. The increase was due primarily to the incremental SG&A for the acquired businesses.

2014 Outlook for Aerospace – We expect 2014 sales for our Aerospace segment to be in the range of \$485 million to \$505 million. The Aerospace segment's backlog at the end of the second quarter of 2014 was \$204.5 million with approximately \$166.7 million expected to be shipped over the remaining part of 2014 and \$190.2 million is expected to ship over the next 12 months.

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TEST SYSTEMS

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Sales	\$71,856	\$ 4,547	\$53,167	\$2,157
Less Intersegment Sales	(237)	(92)	(127)	—
Net Sales	71,619	4,455	53,040	2,157
Operating profit (loss)	\$ 2,335	\$(2,135)	\$ 4,030	\$(610)
Operating Margin	3.2%	(47.9)%	7.6%	(28.3)%

	June 28, 2014	December 31, 2013
Total Assets	\$115,325	\$ 11,035
Backlog	\$122,296	\$ 7,062

Test Systems Sales by Market

(In thousands)	Six Months Ended		Three Months Ended	
	June 28, 2014	June 29, 2013	June 28, 2014	June 29, 2013
Commercial Electronics	\$57,457	\$ —	\$43,120	\$ —
Military	14,162	4,455	9,920	2,157
	\$71,619	\$4,455	\$53,040	\$2,157

Sales in the 2014 second quarter increased approximately \$50.8 million to \$53.0 million compared with sales of \$2.2 million for the same period in 2013. Incremental sales to both the Commercial Electronics and Military markets from the acquisition of Astronics Test Systems (“ATS”) on February 28, 2014 drove the increase. Sales for the acquired ATS business were \$51.5 million in the second quarter of 2014.

Sales in the first six months of 2014 were up \$67.1 million to \$71.6 million over the prior year period. Incremental sales to both the Commercial Electronics and Military markets from the acquisition of ATS drove the growth. Year-to-date ATS sales were \$68.7 million.

Operating income for the second quarter of 2014 was \$4.0 million compared with an operating loss of \$0.6 million in the same period last year, due to the margin leverage achieved from the increased sales volume provided by the acquisition offset by the impact of \$8.7 million in cost of products sold related to the fair value step-up of inventory, incremental SG&A costs of approximately \$4.0 million and increased E&D costs of approximately \$3.5 million from the acquired business.

Operating income for the first six months of 2014 was \$2.3 million compared with an operating loss of \$2.1 million in the same period last year, due to the margin leverage achieved from the increased sales volume provided by the acquisition; offset by the impact of \$15.0 million in cost of products sold related to the fair value step-up of inventory, incremental SG&A costs of approximately \$5.1 million, plus increased E&D costs of approximately \$3.7 million from the acquired business.

2014 Outlook for Test Systems – We expect sales for the Test Systems segment for 2014 to be in the range of \$155 million to \$160 million. The Test Systems segment’s backlog at the end of the second quarter of 2014 was \$122.3 million with approximately \$81.6 million expected to be shipped over the remaining part of 2014 and approximately \$104.4 million scheduled to ship over the next 12 months.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities:

Cash provided by operating activities totaled \$23.2 million for the first six months of 2014, as compared with \$17.3 million during the same period in 2013. Cash flow from operating activities increased due to higher net income and higher non-cash expenses to net income being offset by the impact of cash used by increases in net operating assets for the first six months of 2014 when compared with the first six months of 2013.

Investing Activities:

Cash used for investing activities was \$90.9 million for the first six months of 2014 compared with \$3.7 million used in the same period of 2013. Cash used for the acquisition of ATS in February of 2014 was \$67.9 million. The increase in cash used for capital expenditures of \$19.4 million related primarily to the acquisition of the new buildings in Clackamas, Oregon. The Company expects capital spending in 2014 to be in the range of \$40 million to \$44 million.

Financing Activities:

Net cash provided by financing activities totaled \$34.0 million compared with cash used of \$4.5 million in the first six months of 2013. The increase was due primarily to the draw of \$58.2 million on the Company’s credit facility to acquire ATS on February 28, 2014 offset by higher payments on debt including voluntary payments of approximately \$22.0 million on the company’s revolving credit facility.

The Company’s cash needs for working capital, debt service and capital equipment during 2014 are expected to be met by cash flows from operations, cash balances and if necessary, utilization of the revolving credit facility.

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On February 28, 2014, in connection with the funding of the acquisition of ATS, the Company amended its existing credit facility by entering into Amendment No. 2. to Third Amended and Restated Credit Agreement. The Company elected to exercise its option to increase the revolving credit commitment. The Credit Agreement now provides for a \$125 million five-year revolving credit facility maturing on June 30, 2018, of which \$58.0 million was drawn to finance the acquisition. As of June 28, 2014, the balance owed on the credit facility was \$36.0 million. On May 5, 2014, the Company entered into Amendment No. 3 to Third Amended and Restated Credit Agreement for the purpose of revising certain definitions under the Credit Agreement.

The credit facility carries an interest rate ranging from 225 basis points to 350 basis points above LIBOR, depending on the Company's leverage ratio as defined in the Credit Agreement. In addition, the Company is required to pay a commitment fee of between 25 basis points and 50 basis points quarterly, on the unused portion of the total revolving credit commitment, also based on the Company's Leverage Ratio.

The credit facility allocates up to \$20 million of the \$125 million revolving credit line for the issuance of letters of credit, including certain existing letters of credit. The credit facility is secured by substantially all of the Company's assets. At June 28, 2014, outstanding letters of credit totaled \$9.1 million. There remains approximately \$79.9 million available under the revolving credit facility on June 28, 2014.

The amended facility temporarily increases the maximum leverage ratio of adjusted EBITDA to funded debt as defined in the agreement to 4.0 to 1.0 for fiscal quarters ending March 31, 2014 and June 30, 2014, 3.75 to 1.0 as of the end of fiscal quarters from September 30, 2014 through March 31, 2015 and 3.5 to 1.0 as of the end of each fiscal quarter subsequent to March 31, 2015 to maturity. There were no changes to the other covenants, interest rates being charged or commitment fees. At June 28, 2014 the leverage as defined in the agreement was 2.20:1.

At June 28, 2014, the Company was in compliance with all of the covenants pursuant to the credit facility.

In the event of voluntary or involuntary bankruptcy of the Company or any subsidiary, all unpaid principal and other amounts owing under the Credit Agreement automatically become due and payable. Other events of default, such as failure to make payments as they become due and breach of financial and other covenants, give the agent the option to declare all such amounts immediately due and payable.

BACKLOG

The Company's backlog at June 28, 2014 was \$326.8 million compared with \$214.2 million at December 31, 2013 and \$114.5 million at June 29, 2013.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table represents contractual obligations as of June 28, 2014:

(In thousands)	Payments Due by Period				
	Total	2014	2015-2016	2017-2018	After 2018
Long-term Debt	\$245,618	\$ 9,190	\$ 35,961	\$190,705	\$ 9,762
Purchase Obligations	53,701	44,757	8,807	137	—
Interest on Long-term Debt	42,659	4,531	20,120	17,197	811
Supplemental Retirement Plan and Post Retirement Obligations	14,900	197	782	782	13,139
Operating Leases	7,358	1,354	3,223	1,884	897
Other Long-term Liabilities	6,442	5	6,116	257	64
Total Contractual Obligations	\$370,678	\$60,034	\$ 75,009	\$210,962	\$ 24,673

Notes to Contractual Obligations Table

Purchase Obligations — Purchase obligations are comprised of the Company's commitments for goods and services in the normal course of business.

Long-Term Debt — See Part 1 Financial Information, Item 1 Financial Statements, Note 6, Long-Term Debt and Notes Payable included in this report.

Operating Leases — Operating lease obligations are primarily related to facility leases for our AES, AeroSat, Ballard, DME, Max-Viz, Peco, and foreign operations.

MARKET RISK

The Company believes that there have been no material changes in the current year regarding the market risk information for its exposure to currency exchange rates or interest rate fluctuations. Refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2013 for a complete discussion of the Company's market risk.

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CRITICAL ACCOUNTING POLICIES

Refer to the Company's annual report on Form 10-K for the year ended December 31, 2013 for a complete discussion of the Company's critical accounting policies.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)," which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU can be applied using one of two prescribed retrospective methods, and no early adoption is permitted. The provisions of this ASU are effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. We are currently evaluating the adoption of this standard on our financial statements.

FORWARD-LOOKING STATEMENTS

This Quarterly Report contains certain forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involves uncertainties and risks. These statements are identified by the use of the "may," "will," "should," "believes," "expects," "expected," "intends," "plans," "projects," "estimates," "predicts," "potential," "outlook," "forecast," "anticipates," "presume" and "assume," and words of similar import. Readers are cautioned not to place undue reliance on these forward looking statements as various uncertainties and risks could cause actual results to differ materially from those anticipated in these statements. These uncertainties and risks include the success of the Company with effectively executing its plans; successfully integrating its acquisitions; the timeliness of product deliveries by vendors and other vendor performance issues; changes in demand for our products from the U.S. government and other customers; the acceptance by the market of new products developed; our success in cross-selling products to different customers and markets; changes in government contracts; the state of the commercial and business jet aerospace market; the Company's success at increasing the content on current and new aircraft platforms; the level of aircraft build rates; as well as other general economic conditions and other factors. Certain of these factors, risks and uncertainties are discussed in the sections of this report entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Market Risk in Item 2, above.

Item 4. Controls and Procedures

- a) The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of June 28, 2014. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 28, 2014.
- b) Changes in Internal Control over Financial Reporting - There have been no changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to various legal proceedings, claims, and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect these matters will have a material adverse effect on our business, financial position, results of operations, or cash flows. However, the results of these matters cannot be predicted with certainty. Should the Company fail to prevail in any legal matter or should several legal matters be resolved against the Company in the same reporting period, then the financial results of that particular reporting period could be materially adversely affected.

We are a defendant in an action filed in the Regional State Court of Mannheim, Germany (Lufthansa Technik AG v. Astronics Advanced Electronics Systems Corp.) relating to an allegation of patent infringement. The damages sought include injunctive relief, as well as monetary damages. We dispute the allegation and are vigorously defending ourselves in this action. We have filed a nullity action with the Federal Patent Court in Munich, Germany, requesting the court to revoke the German part of the European patent that is subject to the claim. In November 2011, the Regional State Court of Mannheim, Germany, issued an interim decision to the effect that the infringement litigation proceedings be stayed until the Federal Patent Court decides on the concurrent nullity action. In February 2014, The Federal Patent Court issued a written judgment upholding the validity of a portion of the patent. This judgment is subject to appeal. However, as a result the judgment proclaimed by The Federal Patent Court the stay of the infringement litigation proceedings is no longer effective. At this time we are unable to provide a reasonable estimate of our potential liability or the potential amount of loss related to this action, if any. If the outcome of this litigation is adverse to us, our results and financial condition could be materially affected.

Other than this proceeding, we are not party to any significant pending legal proceedings that management believes will result in material adverse effect on our financial condition or results of operations.

Item 1a Risk Factors

In addition to other information set forth in this report, you should carefully consider the factors discussed in Part 1, Item 1A. "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or results of operations. The risks described in our Annual Report on Form 10-K are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or results of operations.

The Company has a significant concentration of business with three customers, each in excess of 10% of consolidated sales, where a significant reduction in sales to any one of these customers would negatively impact our sales and earnings. Combined sales to these customers were approximately 52.0% and 48.7% of consolidated revenue during the three and six month periods ending June 28, 2014, respectively.

Our Test Systems Segment is highly dependent on winning large contract awards in both the military and commercial markets. Our future revenue stream and profits may be impacted significantly if we are not successful in developing new customers or are not selected for new programs by existing customers.

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Item 2. Unregistered sales of equity securities and use of proceeds

(c) The following table summarizes the Company's purchases of its common stock for the quarter ended June 28, 2014:

Period	(a) Total number of shares Purchased(1)	(b) Average Price Paid per Share	(c) Total number of shares Purchased as part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
March 30, 2014 – April 26, 2014 (1)	844	\$ 62.68	—	—
April 27, 2014 – May 24, 2014	—	—	—	—
May 25, 2014- June 28, 2014 (2)	1,257	\$ 56.48	—	—
Total	<u>2,101</u>	<u>\$ 58.98</u>	<u>—</u>	<u>—</u>

In connection with the exercise of stock options, we accept, from time to time, delivery of shares to pay the exercise price of stock options.

- (1) On April 3, 2014 we accepted delivery of 844 shares at \$62.68 in connection with the exercise of stock options.
- (2) On May 27, 2014, we accepted delivery of 925 shares at \$55.23 in connection with the exercise of stock options. On June 27, 2014, we accepted delivery of 332 shares at \$59.99 in connection with the exercise of stock options.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit 4.1	Amendment No. 3 to Third Amended and Restated Credit Agreement
Exhibit 31.1	Section 302 Certification - Chief Executive Officer
Exhibit 31.2	Section 302 Certification - Chief Financial Officer
Exhibit 32.	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.1	Instance Document
Exhibit 101.2	Schema Document
Exhibit 101.3	Calculation Linkbase Document
Exhibit 101.4	Labels Linkbase Document
Exhibit 101.5	Presentation Linkbase Document
Exhibit 101.6	Definition Linkbase Document

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

(Registrant)

Date: August 5, 2014

By: /s/ David C. Burney

David C. Burney
Vice President-Finance and Treasurer
(Principal Financial Officer)

Amendment No. 3 to Third Amended and Restated Credit Agreement

This amendment dated as of May 5, 2014 (“Amendment”) to the Agreement, as defined below, is entered into by and among Astronics Corporation (“Borrower”), each of the lenders under the Agreement, i.e., HSBC Bank USA, National Association, Bank of America, N.A. and Manufacturers and Traders Trust Company (collectively, the “Lenders”) and HSBC Bank USA, National Association, as agent for the Lenders under the Agreement (“Agent”), and as the Swingline Lender and Issuing Bank. Terms used herein and not otherwise defined are used with their defined meanings from the Agreement.

Recitals

A. Borrower, the Agent and the Lenders are the present parties to a Third Amended and Restated Credit Agreement dated as of July 18, 2013, as amended pursuant to Amendment No. 1 to Third Amended and Restated Credit Agreement dated as of December 31, 2013 and Amendment No. 2 to Third Amended and Restated Credit Agreement dated as of February 28, 2014 (the “Agreement”).

B. On or about February 28, 2014 (the “EADS Acquisition Closing Date”), Borrower’s Subsidiary, Astronics Test Systems Inc. (“ATS”) acquired substantially all of the assets of the EADS North America Test and Systems division of EADS North America Inc. (the “EADS Acquisition”).

C. In connection with the EADS Acquisition, EADS North America, Inc. (“EADS”) assigned to ATS and ATS assumed from EADS that certain Lease Agreement dated as of May 21, 2002 between RII (CA) QRS 15-2, Inc. and EADS, as amended, with respect to certain premises located in Irvine, California (the “Irvine Lease”).

D. Borrower has requested that the Irvine Lease and certain similar leases be treated as operating leases rather than capital leases for purposes of the Agreement.

E. The Lenders and the Agent are agreeable to the foregoing to the extent set forth in this Amendment.

F. The Borrower and each of the Guarantors will benefit from the changes to the Agreement set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth herein, and of the loans or other extensions of credit heretofore, now or hereafter made by the Lenders to, or for the benefit of, the Borrower and its Subsidiaries, the parties hereto agree as follows:

Conditions Precedent to this Amendment. This Amendment shall be effective as of the date first written above once the following conditions precedent are satisfied:

Amendment Documentation. The Agent shall have received: six (6) originals of this Amendment executed by all parties hereto.

No Default. As of the date hereof, after giving effect hereto, no Default or Event of Default shall have occurred and be continuing.

Representations and Warranties. The representations and warranties contained in the Agreement shall be true, correct and complete as of the date hereof as though made on such date, except to the extent such representations and warranties are expressly limited to a specific date.

Amendments. The Agreement is amended as follows:

Article I entitled “**Definitions**” is amended effective as of the EADS Acquisition Closing Date, by adding the following new definitions of “**Acquired Operating Lease**” and “**Irvine Lease**” in the appropriate alphabetical order:

“**Acquired Operating Lease**” - The Irvine Lease and any other lease of the Borrower or a Subsidiary that results from a Permitted Acquisition that would be characterized as an operating lease under GAAP if the Borrower or its Subsidiary were then entering into such lease, as lessee, but which is not permitted under GAAP to be re-classified as an operating lease following such Permitted Acquisition because of the historical classification of such lease as a capital lease.

“**Irvine Lease**” - That certain Lease Agreement dated as of May 21, 2002, between RII (CA) QRS 15-2, Inc., a Delaware corporation, as landlord, and EADS North America, Inc., a Delaware corporation (as successor-in-interest), as tenant, as amended by that certain First Amendment to Lease Agreement dated as of July 12, 2007 and that certain Second Amendment to Lease Agreement, Release and Consent dated as of February 28, 2014, and assigned by EADS North America, Inc. to and assumed by ATS, as tenant, pursuant to an Assignment and Assumption of Lease dated as of February 28, 2014, with respect to certain premises located in Irvine, California as those premises are more particularly described in such Irvine Lease.

Article I entitled “**Definitions**” is further amended effective as of the EADS Acquisition Closing Date by deleting the present definitions of “**Capital Lease**” and “**Operating Lease**” and replacing them with the following definition:

“**Capital Lease**” - As applied to any Person, means any lease of any property (whether real, personal or mixed) by that Person as Lessee that in conformity with GAAP should be accounted for as a capital lease on the balance sheet of that Person; provided however, any Acquired Operating Lease will be an Operating Lease and not a Capital Lease for all purposes of this Agreement, without regard to how such Acquired Operating Lease is classified under GAAP. All financial calculations, including, without limitation, the amount of Consolidated EBITDA, Consolidated Net Income and Consolidated Interest Expense, will be adjusted to reflect such treatment of each Acquired Operating Lease as an Operating Lease and compliance with any covenant set forth in this Agreement will be similarly determined on the basis that each Acquired Operating Lease is an Operating Lease, and not a Capital Lease, and does not create any Capital Lease Obligations or Capitalized Lease Obligations.

“**Operating Lease**” - As applied to any Person means any lease of any property (whether real, personal or mixed) by that Person as lessee that, in conformity with GAAP is not accounted for as a Capital Lease on the balance sheet of that Person except as otherwise provided in the definition of Capital Lease.

Reaffirmations.

The Borrower hereby acknowledges and reaffirms the execution and delivery of its Second Amended and Restated General Security Agreement dated as of July 18, 2013 and as supplemented prior to the date hereof (collectively, the "Borrower Security Agreement"), and agrees that the Borrower Security Agreement shall continue in full force and effect and continue to secure the "Obligations" as defined therein, including all indebtedness to the Agent, the Lenders and the Issuing Bank arising under or in connection with the Agreement, as amended hereby, and any renewal, extension or modification thereof, and the documents executed in connection therewith. The Borrower further acknowledges and reaffirms the authorization of any financing statements filed against the Borrower in connection with the Borrower Security Agreement and acknowledges, reaffirms, ratifies and agrees that the filing of such financing statement or financing statements shall continue in full force and effect and continue to perfect the Agent's security interest in any and all collateral described therein granted to the Agent, for the benefit of the Agent and the Lenders, by the Borrower under the Borrower Security Agreement or otherwise.

Each of the Guarantors hereby acknowledges and reaffirms the execution and delivery of the Second Amended and Restated Continuing Absolute and Unconditional Guaranty dated as of July 18, 2013 as supplemented and reaffirmed prior to the date hereof (collectively, the "Guaranty") and the Second Amended and Restated General Security Agreement dated as of July 18, 2013 as supplemented prior to the date hereof (collectively, the "Guarantor Security Agreement"), and agrees that such Guaranty and the Guarantor Security Agreement shall continue in full force and effect and continue to guarantee or secure, as applicable, all "Obligations" as defined therein, including all indebtedness of the Borrower to the Agent, the Lenders and the Issuing Bank arising under or in connection with the Agreement, as amended hereby, and any renewal, extension or modification thereof, and the documents executed in connection therewith. Each Guarantor further acknowledges and reaffirms the authorization of any financing statements filed against such Guarantor in connection with the Guarantor Security Agreement and acknowledges, reaffirms, ratifies and agrees that the filing of such financing statement or financing statements shall continue in full force and effect and continue to perfect the Agent's security interest in any and all collateral described therein granted to the Agent by such Guarantor under the General Security Agreement or otherwise.

Luminescent Systems, Inc. ("LSI") hereby acknowledges and reaffirms the execution and delivery of the following mortgage documents (the "Mortgage Documents"):

a. An Agency Mortgage and Security Agreement (Acquisition Loan) dated as of October 1, 1999 and recorded in the Erie County Clerk's Office October 27, 1999 in Liber 12860 of Mortgages at page 2304 ("1999 Acquisition Mortgage");

b. An Agency Mortgage and Security Agreement (Building Loan) dated as of October 1, 1999 and recorded in Erie County Clerk's Office October 27, 1999 in Liber 12860 of Mortgages at page 2343 ("1999 Building Mortgage");

c. An Agency Mortgage and Security Agreement (Indirect Loan) dated as of October 1, 1999 and recorded in the Erie County Clerk's Office October 27, 1999 in Liber 12860 of Mortgages at page 2380 ("1999 Indirect Mortgage");

d. Assignment of Mortgage and First Modification of Agency Mortgage and Security Agreement, each dated as of January 22, 2009 by which the 1999 Acquisition Mortgage, the 1999 Building Mortgage and the 1999 Indirect Mortgage were assigned by HSBC Bank USA, National Association to the Agent.

LSI agrees that each of the Mortgage Documents shall continue in full force and effect and continue to secure the "Obligations" as defined therein, up to the amount set forth in such Mortgage Documents, including, without limitation, indebtedness arising under or in connection with the "Term Loan" under the Agreement.

Each of LSI and the Borrower hereby acknowledges and reaffirms the execution and delivery of the following documents to which they are a party (each as defined in the Reaffirmation Agreement dated as of July 18, 2013 by the Borrower and LSI, DME and Astronics Advanced:

- a. 1998 Reimbursement Agreement;
- b. 1998 Collateral Documents;
- c. 1998 Guaranty;
- d. 1999 Reimbursement Agreement;
- e. 1999 Collateral Documents;
- f. 1999 Mortgages;
- g. 2007 Reimbursement Agreement;
- h. 2007 Collateral Documents;
- i. 2007 Mortgages;
- j. Astronics Guaranties.

Each of LSI and the Borrower further agrees and acknowledges that the 1998 Collateral Documents, the 1999 Collateral Documents and the 2007 Collateral Documents shall continue in full force and effect and secure the "Obligations" under the 1998 Reimbursement Agreement, the 1999 Reimbursement Agreement and the 2007 Reimbursement Agreement, as applicable, and any renewal, extension or modification thereof, and the documents executed in connection therewith.

The Borrower further agrees and acknowledges that the Astronics Guaranties continue in full force and effect and guarantee the "Obligations" under the 1998 Reimbursement Agreement, the 1999 Reimbursement Agreement and the 2007 Reimbursement Agreement, as applicable, and any renewal, extension or modification thereof, and the documents executed in connection therewith.

Other.

This Amendment may be executed in any number of counterparts, and by the parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement. This Amendment, to the extent signed and delivered by means of a facsimile machine or e-mail scanned image, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person. At the request of any party hereto or to any such agreement or instrument, each other party hereto or thereto shall re-execute original forms thereof and deliver them to all other parties. No party hereto or to any such agreement or instrument shall raise the use of a facsimile machine or e-mail scanned image to deliver a signature or the fact that any signature or agreement or instrument was transmitted or communicated through the use of a facsimile machine or by e-mail as a defense to the formation of a contract and each party forever waives such defense.

This Amendment shall be governed by and construed under the internal laws of the State of New York, as the same may be in effect from time to time, without regard to principles of conflicts of law.

Borrower shall take such other and further acts, and deliver to the Agent and the Lenders such other and further documents and agreements, as the Agent shall reasonably request in connection with the transactions contemplated hereby.

[Signature Page Follows]

The Borrower, the Agent and the Lenders have caused this Amendment to be duly executed as of the date shown at the beginning of this Amendment.

ASTRONICS CORPORATION

By: _____
David C. Burney
Vice President - Finance

Consented to, and Agreed, as of the date of this Amendment by the following Guarantors:

**ASTRONICS ADVANCED ELECTRONIC
SYSTEMS CORP.
LUMINESCENT SYSTEMS, INC.
D M E CORPORATION
BALLARD TECHNOLOGY, INC.
MAX-VIZ, INC.
ASTRONICS AEROSAT CORPORATION
PECO, INC.
ASTRONICS TEST SYSTEMS INC.**

By: _____
David C. Burney, Treasurer

**HSBC BANK USA, NATIONAL ASSOCIATION
as Agent**

By: _____
Name: _____
Title: _____

**HSBC BANK USA, NATIONAL ASSOCIATION
as a Lender, Swingline Lender and Issuing Bank**

By: _____
Name: _____
Title: _____

BANK OF AMERICA, N.A., as a Lender

By: _____
Name: _____
Title: _____

**MANUFACTURERS AND TRADERS TRUST
COMPANY, as a Lender**

By: _____
Name: _____
Title: _____

SECTION 302 CERTIFICATION

Certification of Chief Executive Officer pursuant to Exchange Act rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Peter J. Gundermann, President and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astronics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ Peter J. Gundermann

Peter J. Gundermann
President and Chief Executive Officer

SECTION 302 CERTIFICATION

Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David C. Burney, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astronics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2014

/s/ David C. Burney

David C. Burney
Chief Financial Officer

**Certification pursuant to
18 U.S.C. Section 1350,
as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Astronics Corporation (the "Company") hereby certify that:

The Company's Quarterly Report on Form 10-Q for the quarter ended June 28, 2014 fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 5, 2014

/s/ Peter J. Gundermann

Peter J. Gundermann

Title: Chief Executive Officer

Dated: August 5, 2014

/s/ David C. Burney

David C. Burney

Title: Chief Financial Officer

This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by the Company into such filing.