

ASTRONICS CORP  
Form 8-K  
February 26, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 25, 2016**

**ASTRONICS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-7087**  
**(Commission**  
**File Number)**

**16-0959303**  
**(I.R.S. Employer**  
**Identification No.)**

**130 Commerce Way**  
**East Aurora, New York**

**14052**

**(Address of principal executive offices)**

**(Zip Code)**

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

N/A

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below)

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

-END-

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**Item 8.01 Other Events**

Robert J. McKenna, Director of Astronics Corporation (the Company), has determined to monetize a portion of his equity position in the Company's common stock in a systematic, non-discretionary manner with minimal market impact and in accordance with applicable law and regulations.

Accordingly, pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, Mr. McKenna adopted a written plan on February 25, 2016 relating to future sales of the Company's common stock. Mr. McKenna's plan will begin on March 25, 2016 and will continue until February 25, 2017, unless sooner terminated. Under Mr. McKenna's plan, he will place an order to sell shares of the Company's common stock on the open market and at prevailing market prices, subject to a price floor of \$54.00 per share, as follows:

| Effective Date | Number of     | Expiration Date |
|----------------|---------------|-----------------|
| of Order       | Common Shares | of Order        |
| 03/25/2016     | 15,000        | 02/25/2017      |
| 04/25/2016     | 15,000        | 02/25/2017      |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Astronics Corporation**

Dated: February 26, 2016

By: /s/ David C. Burney  
Name: David C. Burney  
Executive Vice President