

ASTRONICS CORP  
Form 8-K  
February 27, 2015

**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, 2015**

**ASTRONICS CORPORATION**

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

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

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

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

**130 Commerce Way**

**East Aurora, New York**  
**(Address of principal executive offices)**

**14052**  
**(Zip Code)**

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

**N/A**

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

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

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

**Item 8.01 Other Events**

James S. Kramer, Executive Vice President of Astronics Corporation (the Company) and President of the Company's subsidiary, Luminescent Systems, Inc., 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. Kramer adopted a written plan on February 25, 2015 relating to future sales of the Company's common stock. Mr. Kramer's plan will begin on March 18, 2015 and will continue until June 30, 2016, unless sooner terminated. Under Mr. Kramer'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, as follows:

Effective Date of Order	Number of Common Shares	Expiration Date of Order
03/18/2015	4,550	06/30/2016
06/10/2015	3,100	06/30/2016
08/27/2015	6,000	06/30/2016
11/30/2015	6,000	06/30/2016
03/01/2016	4,030	06/30/2016
06/01/2016	3,000	06/30/2016

**SIGNATURE**

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

**Astronics Corporation**

Dated: February 27, 2015

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