

ASTRONICS CORP  
Form 10-K/A  
May 16, 2014

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10 K/A**

**AMENDMENT NO. 1**

**þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the Fiscal Year Ended December 31, 2013**

**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**  
**(I.R.S. Employer**  
**Identification No.)**  
**130 Commerce Way, East Aurora, N.Y. 14052**

**(Address of principal executive office)**

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

**Securities registered pursuant to Section 12(b) of the Act: None**

**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 if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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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 (§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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. 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 Act).

Yes  No

As of January 31, 2014, 17,876,973 shares were outstanding, consisting of 13,589,794 shares of Common Stock \$.01 Par Value and 4,287,179 shares of Class B Stock \$.01 Par Value. The aggregate market value, as of the last business day of the Company's most recently completed second fiscal quarter, of the shares of Common Stock and Class B Stock of Astronics Corporation held by non-affiliates was approximately \$390,085,268 (assuming conversion of all of the outstanding Class B Stock into Common Stock and assuming the affiliates of the Registrant to be its directors, executive officers and persons known to the Registrant to beneficially own more than 10% of the outstanding capital stock of the Corporation).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Proxy Statement for the 2014 Annual Meeting of Shareholders to be held May 13, 2014 are incorporated by reference into Part III of this Report.

**EXPLANATORY NOTE**

The Form 10-K for Astronics Corporation's fiscal year ended December 31, 2013 was originally filed on March 7, 2014. This Form 10-K/A is being filed to correct a typographical error in the Section 1350 Certification attached to the Form 10-K as Exhibit 32. A corrected and updated Section 1350 Certification is attached to this Form 10-K/A as Exhibit 32.

Except for the updated exhibits described above, this Form 10-K/A does not update, modify or amend any other information or any other exhibits as originally filed on the Form 10-K. Therefore, this Form 10-K/A does not reflect events occurring after the original filing date of the Form 10-K and does not update those disclosures as affected by subsequent events. Accordingly, this Form 10-K/A should be read in conjunction with the Form 10-K and with other filings made by the issuing entity with the Securities and Exchange Commission subsequent to the filing of the Form 10-K.

Pursuant to the requirements of Section 13 or 15(d) 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, on May 16 2014.

Astronics Corporation

By /s/ David C.

Burney

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

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
32**	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002; filed herewith

\*\* Submitted electronically herewith