

ASTRONICS CORP  
Form 8-K  
January 21, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 20, 2014**

**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 1.01 Entry into a Material Definitive Agreement.**

On January 20, 2014, Astronics Corporation (the Company ) entered into an agreement to purchase substantially all of the assets and liabilities of the Test and Services Division (the Division ) of EADS North America, Inc. (the Seller ) for approximately \$53.0 million in cash plus a net working capital adjustment. The closing of the transaction is subject to the satisfaction of customary closing conditions, including expiration of the applicable waiting period under Hart-Scott-Rodino Anti-Trust Improvements Act of 1976, as amended. Upon closing, this Division will be reported as part of the Astronics Test Systems segment.

The foregoing summary of the Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Agreement, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

The Agreement has been provided solely to inform the Company's shareholders and investors of its terms. The representations, warranties and covenants contained in the Agreement were made only for purposes of such agreement and as of specific dates, were made solely for the benefit of the parties to the Agreement and may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate. In addition, such representations, warranties and covenants may have been qualified by certain disclosures not reflected in the text of the Agreement, and may apply standards of materiality in a way that is different from what may be viewed as material by shareholders of, or other investors in, the Company. Such shareholders and investors are not third-party beneficiaries under the Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company, the Seller or any of their respective subsidiaries or affiliates.

On January 21, 2014, the Company issued a press release announcing the transaction. A copy of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.1          | Asset Purchase Agreement dated January 20, 2014               |
| 99.1          | Press Release of Astronics Corporation dated January 21, 2014 |

**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: January 20, 2014

By: /s/ David C. Burney

Name: David C. Burney

Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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