

ASTRONICS CORP  
Form 8-K  
July 31, 2012

**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): July 30, 2012**

**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**  
(IRS Employer

Identification No.)

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130 Commerce Way

East Aurora, New York  
(Address of Principal Executive Offices)

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

14052  
(Zip Code)

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:

- ..  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.**

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On July 30, 2012, Astronics Corporation (the Company) acquired 100% of the stock of privately-held Max-Viz, Inc. (Max-Viz), a market-leading developer and designer of Enhanced Vision Systems (EVS) for fixed and rotary wing aircraft through both OEM and aftermarket channels in the general aviation, commercial and military aerospace markets for \$10 million in cash. Additional purchase consideration of up to \$8.0 million may be paid by Astronics if Max-Viz achieves certain revenue targets in 2013, 2014 and 2015. The Acquisition was consummated on July 30, 2012.

The Agreement and Plan of Merger has been provided solely to inform the Company's shareholders and investors of its terms. The representations, warranties and covenants contained in the Agreement and Plan of Merger 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 Plan of Merger 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 Plan of Merger, 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 Plan of Merger 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, Max-Viz or any of their respective subsidiaries or affiliates.

The foregoing summary of the Agreement and Plan of Merger, 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 and Plan of Merger, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

On July 31, 2012, 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.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Agreement and Plan of Merger dated as of July 30, 2012 by and among Astronics Corporation, MV Acquisition Corp., Max-Viz Inc.
99.1	Press Release of Astronics Corporation dated July 31, 2012

**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**

Date: July 31, 2012

By: /s/ David C. Burney  
David C. Burney  
Vice President Finance, Chief

Financial Officer

**EXHIBIT INDEX**

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