

ASTRONICS CORP  
Form 8-K  
May 04, 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): May 2, 2012

**ASTRONICS CORPORATION**

(Exact name of registrant as specified in its charter)

Edgar Filing: ASTRONICS CORP - Form 8-K

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(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))

-MORE -

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 2, 2012, Astronics Corporation held its 2012 Annual Meeting of Shareholders ( Annual Meeting ) for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the following:

1. To elect the Board of Directors;
  
2. To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the current fiscal year;

The final voting results on each of the matters submitted to a vote of shareholders at the Annual Meeting were as follows:

- 1) The nominees to the Board of Directors were elected based on the following shares voted:

	<b>For</b>	<b>Withheld</b>
Raymond W. Boushie	23,815,016	1,686,356
Robert T. Brady	23,025,903	2,475,469
John B. Drenning	22,185,903	3,315,469
Peter J. Gundermann	22,534,592	2,966,780
Kevin T. Keane	21,601,476	3,899,896
Robert J. McKenna	22,669,641	2,831,731

- 2) Ratification of Ernst & Young LLP as independent registered accounting firm for fiscal year 2012. A total of 29,558,421 votes were cast for the proposal, 240,676 votes were cast against it and 549,264 votes abstained. There were no broker non-votes. The affirmative votes constituted more than a majority of the votes represented at the meeting, the number needed to approve the proposal.

**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: May 4, 2012

By: /s/ David C. Burney  
Name: David C. Burney  
Vice President and Chief Financial Officer