



Item 1.01 Entry into a Material Definitive Agreement.

The disclosure required by this Item is set forth in Item 2.01 below, which is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Astronics Corporation (the "Company"), through its wholly owned subsidiary, Astronics Acquisition Corp. ("AAC"), and General Dynamics OTS (Aerospace), Inc. ("Seller") entered into an Asset Purchase Agreement dated February 3, 2005 (the "Purchase Agreement") providing for the acquisition by AAC from Seller of substantially all of the assets and liabilities of Seller's airborne electronics systems business (the "Acquisition"). Seller is a subsidiary of General Dynamics Corporation (NYSE: GD).

The purchase price was \$13.0 million in cash paid at closing, plus a potential earn-out of up to an aggregate of \$4.0 million based upon the 2005 revenue of the acquired business.

In connection with the funding of the Acquisition, the Company drew down approximately \$7.0 million from its existing credit agreement with HSBC Bank USA (the "Credit Agreement"). The terms of the Credit Agreement are set forth in that certain Credit Agreement dated February 20, 2003 between the Company and HSBC Bank USA. Following this draw, approximately \$7.0 million is currently outstanding under the Credit Agreement and approximately \$1.0 million is available for future borrowings. Currently, the Company is paying interest on its outstanding borrowings under the Credit Agreement at a variable annual rate of approximately 5.6%.

The Acquisition was consummated on February 3, 2005.

On February 3, 2005, the Company issued a press release announcing that it had completed the Acquisition. A copy of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure required by this Item is set forth in Item 2.01 below, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

The financial statements required to be filed as part of this Current Report will be filed pursuant to an amendment to this Current Report not later than 71 days after this Current Report is required to be filed.

(b) *Pro Forma Financial Information.*

The pro forma financial information required to be filed as part of this Current Report will be filed pursuant to an amendment to this Current Report not later than 71 days after this Current Report is required to be filed.

(c) *Exhibits.*

**Exhibit  
Number**

**Description**

99.1	Press Release of Astronics Corporation dated February 3, 2005
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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: February 7, 2005

By:

/s/ David C. Burney  
David C. Burney  
Vice President Finance, Chief  
Financial Officer

EXHIBIT INDEX

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