

ASTROTECH Corp \WA\
Form 10-K/A
April 11, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended June 30, 2013

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

For the transition period from _____ to _____

Commission File Number 001-34426

Astrotech Corporation

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

91-1273737
(I.R.S. Employer
Identification No.)

401 Congress Ave. Suite 1650

Austin, Texas 78701

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(Address of principal executive offices) (Zip code)

(512) 485-9530

(Registrant's telephone number, including area code)

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange

Common Stock

on which registered

(no par value)

NASDAQ Capital Market

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

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

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 (§229.405 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 (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of 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 small reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant, based upon the closing price of such stock on the NASDAQ Capital Market on such date of \$0.90 was approximately \$17,512,295 as of December 31, 2012.

As of October 7, 2013, 19,486,727 shares of the registrant's Common Stock, no par value, were outstanding, including 8,333 shares of restricted stock with voting rights.

EXPLANATORY NOTE

Astrotech Corporation, referred to herein as the Company, is amending its Fiscal Year 2013 Form 10-K to change information required on the cover page of Form 10-K, in PART III, Item 10 Directors, Executive Officers and Corporate Governance - Section 16(a) Beneficial Ownership Reporting Compliance, and in Item 11 Executive Compensation - Fiscal Year 2013 Non-Employee Director Compensation Table. This required information will be included in our definitive Proxy Statement for our 2014 Annual Meeting of Shareholders, which has not yet been filed. We have unchecked the box provided on the cover page of this Form to indicate that, at the time of filing the Fiscal Year 2013 Form 10-K, the Company had not disclosed Form 4 filings timely pursuant to Item 405 of Regulation S-K. On March 17, 2013, Don M. White, an executive officer with the Company, initiated an order to sell 2,000 shares of Astrotech stock held in a former employer's 401(k) plan as part of a required liquidation of all positions prior to transferring his 401(k) funds into his rollover IRA. Mr. White reported the transaction to Company management on March 17, 2013, but it was not disclosed on Form 4 until April 10, 2014 due to an administrative oversight. See Part III Item 10. Directors, Executive Officers and Corporate Governance - Section 16(a) Beneficial Ownership Reporting Compliance for additional information. We have also corrected the Fiscal Year 2013 Non-Employee Director Compensation Table, which previously over reported Daniel T. Russler, Jr.'s compensation due to a clerical error.

There are no other changes to the original Form 10-K filing other than those outlined in this document. This Form 10-K/A does not reflect events occurring after the filing of the original 2013 Form 10-K, or modify or update the disclosures therein in any way other than as required to reflect the amendment set forth below.

PART III**Item 10.****Directors, Executive Officers and Corporate Governance.****Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who beneficially own more than 10% of the Company's common stock to file reports of ownership and changes in ownership with the SEC. Such directors, executive officers, and greater than 10% shareholders are required by SEC regulation to furnish to the Company copies of all Section 16(a) forms they file. Due dates for the reports are specified by those laws, and the Company is required to disclose in this document any failure in the past fiscal year to file by the required dates. Based solely on written representations of the Company's directors and executive officers and on copies of the reports that they have filed with the SEC, the Company's belief is that all but one of Astrotech's directors and executive officers complied with all filing requirements applicable to them with respect to transactions in the Company's equity securities during fiscal year 2013.

On March 17, 2013, Don M. White, an executive officer with the Company, initiated an order to sell 2,000 shares of Astrotech stock held in a former employer's 401(k) plan as part of a required liquidation of all positions prior to transferring his 401(k) funds into his rollover IRA. Mr. White reported the transaction to Company management on March 17, 2013, but it was not disclosed on Form 4 until April 10, 2014 due to an administrative oversight.

Item 11.**Executive Compensation****Fiscal Year 2013 Non-Employee Director Compensation Table**

| Name | Fees Earned or Paid in Cash (\$) | Restricted Stock Awards (\$) | Stock Options (\$) | All other compensation (\$) | Total (\$) |
|-------------------|---|---|-----------------------------------|--|-----------------------|
| Mark Adams | 46,500 | | | | 46,500 |

| | | |
|-------------------------------|----------------|----------------|
| John A. Oliva | 62,000 | 62,000 |
| William F. Readdy | 47,500 | 47,500 |
| Sha-Chelle Manning | 48,500 | 48,500 |
| Daniel T. Russler, Jr. | 59,250 | 59,250 |
| Total | 263,750 | 263,750 |

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| (31) | Rule 13a-14(a) Certifications |
| 31.1 | Certification of Thomas B. Pickens III, the Company's Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 31.2 | Certification of Eric Stober, the Company's Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| (32) | Section 1350 Certifications |
| 32.1 | Certification of Thomas B. Pickens III, the Company's Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 32.2 | Certification of Eric Stober, the Company's Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. |

SIGNATURES

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.

Astrotech Corporation

By: /s/ Thomas B. Pickens III
Thomas B. Pickens III
Chief Executive Officer

Date: April 10, 2014

By: /s/ Eric Stober
Eric Stober
Chief Financial Officer

Date: April 10, 2014

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Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of this registrant in the capacities and on the dates indicated.

| | | |
|--|---|----------------|
| /s/ Thomas B. Pickens III Thomas B. Pickens III | Chairman of the Board and Chief Executive Officer | April 10, 2014 |
| /s/ Mark Adams Mark Adams | Director | April 10, 2014 |
| /s/ Sha-Chelle Manning Sha-Chelle Manning | Director | April 10, 2014 |
| /s/ John A. Oliva John A. Oliva | Director | April 10, 2014 |
| /s/ William F. Readdy William F. Readdy | Director | April 10, 2014 |
| /s/ Daniel T. Russler, Jr. Daniel T. Russler, Jr. | Director | April 10, 2014 |
| /s/ Eric Stober Eric Stober | Chief Financial Officer | April 10, 2014 |