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**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**

(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*

**Common Stock**

(no par value)

*Name of each exchange  
on which registered*

**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 registrants 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
<b>Total</b>	<b>263,750</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>263,750</b>

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<b>(31)</b>	<b>Rule 13a-14(a) Certifications</b>
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.
<b>(32)</b>	<b>Section 1350 Certifications</b>
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

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.

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

**Certification Pursuant to Rule 13a-14(a) and Rule 15d-14(a)  
of the Securities Exchange Act of 1934**

I, Thomas B. Pickens III, certify that:

- (1) I have reviewed this annual report as amended on Form 10-K/A of Astrotech Corporation, a Washington corporation (the “registrant”);
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
- (5) The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 10, 2014

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



**Certification Pursuant to Rule 13a-14(a) and Rule 15d-14(a)  
of the Securities Exchange Act of 1934**

I, Eric Stober, certify that:

- (1) I have reviewed this annual report as amended on Form 10-K/A of Astrotech Corporation, a Washington corporation (the “registrant”);
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
- (5) The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 10, 2014

/s/ Eric Stober

Eric Stober  
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OLXLEY ACT OF 2002

In connection with the annual report as amended on Form 10-K/A of Astrotech Corporation (the “Company”) for the fiscal year ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “report”), I, Thomas B. Pickens, III, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas B. Pickens III  
Thomas B. Pickens III, Chief Executive Officer  
April 10, 2014

The foregoing certification is being furnished solely to accompany the report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, as is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

CERTIFICATION OF CHIEF FINANCIAL OFFICER  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OLXLEY ACT OF 2002

In connection with the annual report as amended on Form 10-K/A of Astrotech Corporation (the “Company”) for the fiscal year ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “report”), I, Eric Stober, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) the report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eric Stober

Eric Stober, Chief Financial Officer

April 10, 2014

The foregoing certification is being furnished solely to accompany the report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, as is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.