

AVIAT NETWORKS, INC.  
Form S-8  
February 10, 2016

As filed with the Securities and Exchange Commission on February 10, 2016  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

AVIAT NETWORKS, INC.  
(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)  
5200 Great America Parkway  
Santa Clara, CA 95054  
(Address of Principal Executive Offices)

20-5961564  
(I.R.S. Employer  
Identification Number)

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Aviat Networks, Inc. 2007 Stock Equity Plan (As Amended and Restated Effective November 13, 2015)  
(Full Title of the Plan)

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Michael A. Pangia  
President and Chief Executive Officer  
Aviat Networks, Inc.  
5200 Great America Parkway  
Santa Clara, CA 95054  
(Name and Address of Agent for Service)

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(408) 567-7000  
(Telephone Number, Including Area Code for Agent for Service)

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Copies to:  
Robert G. Day  
Douglas K. Schnell  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

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Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="checkbox"/>

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Common Stock, par value \$0.01 per share, issuable under the Aviat Networks, Inc. 2007 Stock Equity Plan (As Amended and Restated Effective November 13, 2015) (1)	10,500,000	\$0.66	\$6,930,000.00	\$697.85

Represents additional shares authorized under the Aviat Networks, Inc. 2007 Stock Equity Plan (As Amended and Restated Effective November 13, 2015) (as amended, the "2007 Plan"). Shares issuable pursuant to the 2007 Plan were previously registered on the Registration Statements on Form S-8 filed by the registrant with the Securities (1) and Exchange Commission on February 5, 2007 (File No. 333-140442), December 7, 2009 (File No. 333-163542) and December 13, 2011 (333-178467). Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 10,500,000 shares authorized under the 2007 Plan. The contents of the prior Registration Statements are incorporated herein by reference.

Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement (2) also covers an indeterminate number of additional shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.

Estimated solely for purposes of calculating the registration fee. The estimate is made pursuant to Rules 457(c) and (3)(h) under the Securities Act, and based upon the average high and low prices of a share of registrant's common stock, as reported on the Nasdaq Global Select Market on February 8, 2016.

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## EXPLANATORY NOTE

On February 5, 2007, Aviat Networks, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 333-140442) with the Securities and Exchange Commission (the “SEC”) covering the registration of 5,000,000 shares of common stock, par value \$0.01 per share (“Common Stock”), of the Registrant issuable under the Registrant’s 2007 Stock Equity Plan (as amended and restated to date, the “2007 Plan”). On December 7, 2009, the Registrant filed a Registration Statement on Form S-8 (File No. 333-163542) to register an additional 5,400,000 shares of Common Stock issuable under the 2007 Plan. On December 13, 2011, the Registrant filed a Registration Statement on Form S-8 (File No. 333-178467) to register an additional 6,000,000 shares of Common Stock issuable under the 2007 Plan. At the annual meeting of the Registrant’s stockholders held on November 13, 2011, the Registrant’s stockholders approved an amendment to the 2007 Plan to increase the authorized shares under the 2007 Plan by 10,500,000 shares from 16,400,000 to 26,900,000. Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register an additional 10,500,000 shares authorized under the 2007 Plan. The contents of the prior Registration Statements are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the SEC by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in, and shall be deemed to be a part of, this registration statement (other than information supplied in a Current Report on Form 8-K that is furnished and not filed and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information):

1. The Registrant’s annual report on Form 10-K for the fiscal year ended July 3, 2015, filed with the SEC on October 1, 2015;
2. The Registrant’s quarterly reports on Form 10-Q for the fiscal quarter ended October 2, 2015, filed with the SEC on November 12, 2015 and for the fiscal quarter ended January 1, 2016; filed on February 10, 2016;
3. The Registrant’s Current Reports on Form 8-K filed with the SEC on August 21, 2011 (two filings), October 2, 2015, November 16, 2015, December 7, 2015, January 5, 2016 and January 21, 2016; and
4. The description of Registrant’s common stock set forth in our registration statement on Form 8-A filed with the SEC on January 26, 2007, and any amendment or report filed for the purpose of updating such information.

In addition, all documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all of such securities then remaining unsold are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents, except that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC will not be deemed incorporated by reference into this registration statement. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

#### Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Santa Clara, State of California, on February 10, 2016.

AVIAT NETWORKS, INC.

By:           /s/   Michael A. Pangia  
              Name: Michael A. Pangia  
              Title: President and Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Michael A. Pangia and Ralph S. Marimon with full power to act alone as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any subsequent registration statement filed by the Registrant pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together, shall constitute one instrument.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael A. Pangia Michael A. Pangia	President, Chief Executive Officer and Director (Principal Executive Officer)	February 10, 2016
/s/ Ralph S. Marimon Ralph S. Marimon	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	February 10, 2016
/s/ Eric Chang Eric Chang	Vice President and Principal Accounting Officer (Principal Accounting Officer)	February 10, 2016
/s/ John Mutch John Mutch	Chairman of the Board	February 10, 2016
/s/ William A. Hasler William A. Hasler	Director	February 10, 2016
/s/ James R. Henderson James R. Henderson	Director	February 10, 2016
/s/ Robert G. Pearse Robert G. Pearse	Director	February 10, 2016
/s/ John Quicke John Quicke	Director	February 10, 2016
/s/ James C. Stoffel James C. Stoffel	Director	February 10, 2016

EXHIBIT INDEX

- 4.1 Amended and Restated Certificate of Incorporation of the Registrant as filed with the Secretary of State of the State of Delaware on November 19, 2009. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33278) filed on November 23, 2009.
- 4.2 Amended and Restated Bylaws of the Registrant. Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-33278) filed on October 2, 2015.
- 4.3 Certificate of Ownership and Merger Merging Aviat Networks, Inc. into Harris Stratex Networks, Inc., effective January 27, 2010, as filed with the Secretary of State of the State of Delaware on January 27, 2010. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-33278) filed on January 28, 2010.
- 4.4 Specimen common stock certificate of Registrant, adopted as of January 29, 2010. Incorporated by reference to Exhibit 4.1.1 to the Registrant's Form 10-K for the fiscal year end July 2, 2010 (File No. 001-33278) filed on September 9, 2010.
- 4.5 Aviat Networks, Inc. 2007 Stock Equity Plan (As Amended and Restated Effective November 13, 2015). Incorporated by reference to Appendix A to the Registrant's Proxy Statement on Schedule 14A (File No. 001-33278) filed on October 1, 2015.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
- 23.1 Consent of Independent Registered Public Accounting Firm - BDO USA, LLP.
- 23.2 Consent of Independent Registered Public Accounting Firm - KPMG, LLP.
- 23.3 Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in the opinion filed as Exhibit 5.1 to this Registration Statement).
- 24.1 Power of Attorney (included on the signature pages to this Registration Statement).