
**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): October 7, 2014

AVIAT NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33278

(Commission
File Number)

20-5961564

(IRS Employer
Identification No.)

5200 Great America Parkway

Santa Clara, CA 95054

(Address of principal executive offices, including zip code)

(408) 567-7000

(Registrant's telephone number, including area code)

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:

- 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))
-
-

TABLE OF CONTENTS

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EX-99.1

Item 8.01. Other Events.

On October 7, 2014, Aviat Networks, Inc. issued a press release acknowledging receipt of director nominations in connection with its fiscal 2014 Annual Meeting of Stockholders. The press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, issued by Aviat Networks, Inc. on October 7, 2014.

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.

AVIAT NETWORKS, INC.

Date: October 7, 2014

By: /s/ Edward J. Hayes, Jr.

Name: Edward J. Hayes, Jr.

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.
Under
Regulation S-K,
Item 601

Description

99.1

Press Release, issued by Aviat Networks, Inc. on October 7, 2014.

News Release

www.aviatnetworks.com



Aviat Networks Acknowledges Receipt of Director Nominations

SANTA CLARA, Calif., October 7, 2014 - Aviat Networks, Inc. (NASDAQ: AVNW), the leading expert in microwave networking solutions, today announced receipt of a notice from affiliates of Lone Star Value Management, LLC that it plans to nominate six candidates to stand for election to Aviat's Board of Directors at Aviat's fiscal 2014 Annual Meeting of Stockholders.

Aviat will review Lone Star's notice to ensure that it complies with Aviat's bylaws and applicable law. Aviat's Board of Directors and the Board's Nominating and Corporate Governance Committee will consider the nominations in due course.

Wilson Sonsini Goodrich & Rosati, Professional Corporation, is acting as legal advisor to Aviat.

About Aviat Networks

Aviat Networks, Inc. (NASDAQ: AVNW) is a leading global provider of microwave networking solutions transforming communications networks to handle the exploding growth of IP-centric, multi-Gigabit data services. With more than 750,000 systems installed around the world, Aviat Networks provides LTE-proven microwave networking solutions to mobile operators, including some of the largest and most advanced 4G/LTE networks in the world. Public safety, utility, government and defense organizations also trust Aviat Networks' solutions for their mission-critical applications where reliability is paramount. In conjunction with its networking solutions, Aviat Networks provides a comprehensive suite of localized professional and support services enabling customers to effectively and seamlessly migrate to next generation Carrier Ethernet/IP networks. For more than 50 years, customers have relied on Aviat Networks' high performance and scalable solutions to help them maximize their investments and solve their most challenging network problems. Headquartered in Santa Clara, California, Aviat Networks operates in more than 100 countries around the world. For more information, visit www.aviatnetworks.com or connect with Aviat Networks on Twitter, Facebook and LinkedIn.

Additional Information and Where to Find It

Aviat Networks, Inc. (the "Company"), its directors and certain executive officers are participants in the solicitation of proxies from stockholders in connection with the Company's fiscal 2014 Annual Meeting of Stockholders (the "Annual Meeting"). The Company plans to file a proxy statement (the "2014 Proxy Statement") with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the Annual Meeting.

Charles D. Kissner, William A. Hasler, Clifford H. Higginson, Michael A. Pangia, Raghavendra Rau, Dr. Mohsen Sohi, Dr. James C. Stoffel and Edward F. Thompson, all of whom are members of the Company's Board of Directors are participants in the Company's solicitation. Other than Messrs. Kissner and Pangia, none of such participants owns in excess of 1% of the Company's common stock. Mr. Kissner may be deemed to own approximately 1.2% of the Company's common stock, and Mr. Pangia may be deemed to own approximately 1.8% of the Company's common stock. Additional information regarding such participants, including their direct or indirect interests, by security holdings or otherwise, will be included in the 2014 Proxy Statement and other relevant documents to be filed with the SEC in connection with the Annual Meeting. Information relating to the foregoing can also be found in the Company's definitive proxy statement for its 2013 Annual Meeting of Stockholders (the "2013 Proxy Statement"), which was filed with the SEC on September 25, 2013. To the extent that holdings of the Company's securities have changed since the amounts printed in the 2013 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Promptly after filing its definitive 2014 Proxy Statement with the SEC, the Company will mail the definitive 2014 Proxy Statement and a WHITE proxy card to each stockholder entitled to vote at the Annual Meeting. STOCKHOLDERS ARE URGED TO READ THE 2014 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain, free of charge, copies of the definitive 2014 Proxy Statement and any other documents filed by the Company with the SEC in connection with the Annual Meeting at the SEC's website (<http://www.sec.gov>), at the Company's website (<http://www.aviatnetworks.com>) or by writing to Investor Relations, Aviat Networks, Inc., 5200 Great America Parkway, Santa Clara, CA 95054.

###

Investor Relations:

Peter Salkowski, Aviat Networks, Inc., (408) 567-7117, Investorinfo@aviatnet.com