

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 1 to
SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

CERAGON NETWORKS LTD.
(Name of Issuer)

Ordinary Shares, par value NIS 0.01 per share
(Title of Class of Securities)

M22013102
(CUSIP Number)

Nitzba City, Plot 300, Bldg. A, 7th floor, POB 112, Rosh Ha' Ayin 4810002, Israel

Tel: (+972) 3-543-1643

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
With a copy to

Michael Gibson, Katherine Frank, and Stephen Gill
Vinson & Elkins LLP
200 West 6th Street, Suite 2500
Austin, TX 78701
512-542-8400

July 6, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. M22013102

1	NAME OF REPORTING PERSON: Aviat Networks, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="radio"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS: WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: [4,288,757]
	8	SHARED VOTING POWER: 0
	9	SOLE DISPOSITIVE POWER: [4,288,757]
	10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 4,288,757	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.1% (1)	
14	TYPE OF REPORTING PERSON: CO	

(1) Based on 84,001,666 Ordinary Shares (as defined herein), issued and outstanding as of March 27, 2022, as disclosed on the Annual Report on Form 20-F filed by the Issuer (as defined herein) filed with the SEC on May 2, 2022.

CUSIP No. M22013102

1	NAME OF REPORTING PERSON: Weinstock Legacy, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="radio"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS: WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 10,000*
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 10,000*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 10,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) <input type="checkbox"/> EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.01% (1)	
14	TYPE OF REPORTING PERSON: OO	

*Consists of shares owned by Weinstock Legacy, LLC

(1) Based on 84,001,666 Ordinary Shares (as defined herein), issued and outstanding as of March 27, 2022, as disclosed on the Annual Report on Form 20-F filed by the Issuer (as defined herein) filed with the SEC on May 2, 2022.

CUSIP No. M22013102

1	NAME OF REPORTING PERSON: Craig Weinstock	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="radio"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS: PF, AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 10,000*
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 10,000*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 10,000	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) <input type="checkbox"/> EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.01% (1)	
14	TYPE OF REPORTING PERSON: IN	

*Consists of shares owned by Weinstock Legacy, LLC

(1) Based on 84,001,666 Ordinary Shares (as defined herein), issued and outstanding as of March 27, 2022, as disclosed on the Annual Report on Form 20-F filed by the Issuer (as defined herein) filed with the SEC on May 2, 2022.

Explanatory Note: This statement on Schedule 13D amends the Schedule 13D of Aviat Networks, Inc. (one of the “**Reporting Persons**”) that was filed with the Securities and Exchange Commission on June 27, 2022 with respect to the Ordinary Shares of Ceragon Networks, Ltd. (the “**Issuer**”). This amendment to the Schedule 13D constitutes Amendment No. 1 to the Schedule 13D. Capitalized terms used by not defined herein have the meaning given to such terms in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is amended and restated in its entirety to read as follows:

To date, the source of funding for the purchase of the Ordinary Shares by Aviat was the general working capital of Aviat. The Ordinary Shares beneficially owned by Weinstock Legacy and Mr. Weinstock were acquired with the general working capital of Weinstock Legacy and personal funds of Mr. Weinstock. The total cost for purchasing the Ordinary Shares reported as owned by Aviat, including brokerage commissions, was approximately \$8,038,418.04. The total cost for purchasing the Ordinary Shares reported as owned by Weinstock Legacy and Mr. Weinstock, including brokerage commissions, was approximately \$16,605.

The information in Items 4 and 5 are incorporated by reference into this Item 3.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On July 6, 2022, Aviat issued a letter to the Board of Directors of the Issuer (the “**Board**”) which condemned the Board for failing to respond to Aviat’s prior letter from June 27, 2022 (the “**June 27 Letter**”) and for failing to call an extraordinary meeting of shareholders as requested in the June 27 Letter.

The full text of the letter is attached hereto as Exhibit C and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

Exhibit C [July 6, 2022 Letter issued to Board of Directors of Ceragon Networks, Ltd.](#)

[CUSIP NO.M22013102]

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 8, 2022

Aviat Networks, Inc.

By: /s/ Pete Smith

Name: Pete Smith

Title: President and Chief Executive Officer

Weinstock Legacy, LLC

By: /s/ Craig Weinstock

Name: Craig Weinstock

Title: President

/s/ Craig Weinstock

Name: Craig Weinstock

SCHEDULE II

Schedule II of the Schedule 13D is amended and restated in its entirety to read as follows:

The following table lists all transactions completed by each Reporting Person in the Ordinary Shares since April 25, 2022. Each of the following transactions were open market transactions.

<u>Aviat Networks, Inc.</u>		
Date	Shares bought	Price
4/25/22	44,000	\$1.9133
4/26/22	50,000	\$1.8340
4/27/22	44,000	\$1.8392
4/28/22	44,000	\$1.8870
4/29/22	44,000	\$1.9237
5/2/22	44,000	\$1.8817
5/3/22	44,000	\$1.9337
5/4/22	44,000	\$1.9703
5/5/22	48,000	\$1.9662
5/6/22	48,000	\$1.9350
5/9/22	55,000	\$1.8146
5/10/22	60,000	\$1.7465
5/11/22	60,000	\$1.6566
5/12/22	60,000	\$1.5712
5/13/22	48,000	\$1.6765
5/16/22	55,000	\$1.7104
5/17/22	55,000	\$1.7779
5/18/22	10,000	\$1.6987
5/19/22	55,000	\$1.7040
5/20/22	62,500	\$1.6807

5/23/22	55,000	\$1.7315
5/24/22	70,000	\$1.6032
5/25/22	60,000	\$1.6141
5/26/22	65,000	\$1.7398
5/27/22	55,000	\$1.7949
5/31/2022	55,000	\$1.7797
6/1/2022	55,000	\$1.8900
6/2/2022	55,000	\$1.8249
6/3/2022	55,000	\$1.8107
6/6/2022	55,000	\$1.8143
6/7/2022	55,000	\$1.8146
6/8/2022	55,000	\$1.9266
6/9/2022	55,000	\$1.9009
6/10/2022	70,000	\$1.7533
6/13/2022	80,000	\$1.5852
6/14/2022	80,000	\$1.5897
6/15/2022	70,000	\$1.6750
6/16/2022	70,000	\$1.7342
6/17/2022	55,000	\$1.8735
6/21/2022	55,000	\$1.9647
6/22/2022	55,000	\$2.0119
6/23/2022	55,000	\$2.1276
6/24/2022	55,000	\$2.2288
6/27/2022	55,000	\$2.1598

<u>Weinstock Legacy, LLC</u>		
<u>Date</u>	<u>Shares bought</u>	<u>Price</u>
5/20/22	1,000	1.65
5/20/22	1,000	1.655
5/24/22	1,000	1.60
5/25/22	2,000	1.60
6/13/22	5,000	1.70

Craig Weinstock

None.

Aviat Networks Calls Out Ceragon Networks' Failure to Respond to Acquisition Proposal and Request for Extraordinary Meeting of Shareholders

AUSTIN, Texas – July 6, 2022 – Aviat Networks, Inc. (NASDAQ: AVNW) (“Aviat”), the leading expert in wireless transport solutions, today issued the following open letter to the Board of Directors (the “Board”) of Ceragon Networks Ltd. (NASDAQ: CRNT) (“Ceragon” or the “Company”), urging the Company to schedule an extraordinary meeting of shareholders, which Aviat called for on June 27th (U.S.) / June 28th (Israel), 2022. As Ceragon’s third largest shareholder, Aviat is entitled to call this meeting and believes Ceragon’s silence represents its continued refusal to engage constructively with Aviat and act in the best interests of shareholders.

Members of the Board:

It has been over a week since we made public our acquisition proposal and, as the holder of more than 5% of Ceragon’s outstanding shares, requested an extraordinary general meeting of shareholders for the purposes of removing three current directors and electing five highly qualified and independent new directors to better represent the interests of all Ceragon shareholders. To date, your only response has been to confirm receipt and the only guidance that you have provided to your shareholders is that they “need not take action at this time”.

While your lack of response is disappointing, it is not surprising, given your refusal for several months to engage constructively with us in negotiations regarding a transaction that would deliver compelling value to shareholders. Your failure to respond over the past week only demonstrates to us, and to our fellow shareholders, that transparency and communication are far from your top priorities. We have come to expect delay tactics from you, but your other shareholders deserve better. They deserve a Board that will confront the Company’s continued underperformance and that will consider opportunities to unlock value in earnest.

I urge you to do right by your shareholders – begin negotiations with us and set a date for shareholders to make their voices heard.

Sincerely,

Peter A. Smith

Aviat Networks

President and Chief Executive Officer

About Aviat Networks, Inc.

Aviat Networks, Inc. is the leading expert in wireless transport solutions and works to provide dependable products, services and support to its customers. With more than one million systems sold into 170 countries worldwide, communications service providers and private network operators including state/local government, utility, federal government and defense organizations trust Aviat with their critical applications. Coupled with a long history of microwave innovations, Aviat provides a comprehensive suite of localized professional and support services enabling customers to drastically simplify both their networks and their lives. For more than 70 years, the experts at Aviat have delivered high-performance products, simplified operations, and the best overall customer experience. Aviat Networks is headquartered in Austin, Texas. For more information, visit www.aviatnetworks.com or connect with Aviat Networks on [Twitter](#), [Facebook](#) and [LinkedIn](#).

Forward-Looking Statements

The information contained in this document includes forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such statements include, without limitations, statements regarding the proposed transaction between Aviat and Ceragon, the results of the requested extraordinary general meeting of shareholders of Ceragon and Ceragon’s actions in connection therewith. All statements, trend analyses and other information contained herein regarding the foregoing beliefs and expectations, as well as about the markets for the services and products of Aviat and trends in revenue, and other statements

identified by the use of forward-looking terminology, including, without limitation, "anticipate," "believe," "plan," "estimate," "expect," "goal," "will," "see," "continue," "delivering," "view," and "intend," or the negative of these terms or other similar expressions, constitute forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, forward-looking statements are based on estimates reflecting the current beliefs, expectations and assumptions of the senior management of Aviat regarding the future of its business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Such forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should therefore be considered in light of various important factors, including those set forth in this document. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include the following:

the impact of COVID-19 on our business, operations and cash flows;

continued price and margin erosion as a result of increased competition in the microwave transmission industry;

our ability to realize the anticipated benefits of any proposed or recent acquisitions, including our proposed transaction with Ceragon, within the anticipated timeframe or at all, including the risk that proposed or recent acquisitions will not be integrated successfully;

the results of the extraordinary general meeting of Ceragon's shareholders;

the impact of the volume, timing, and customer, product, and geographic mix of our product orders;

the timing of our receipt of payment for products or services from our customers;

our ability to meet projected new product development dates or anticipated cost reductions of new products;

our suppliers' inability to perform and deliver on time as a result of their financial condition, component shortages, the effects of COVID-19 or other supply chain constraints;

the effects of inflation and the timing and extent of changes in the prices and overall demand for and availability of our inputs;

customer acceptance of new products;

the ability of our subcontractors to timely perform;

weakness in the global economy affecting customer spending;

retention of our key personnel;

our ability to manage and maintain key customer relationships;

uncertain economic conditions in the telecommunications sector combined with operator and supplier consolidation;

our failure to protect our Intellectual property rights or defend against Intellectual property infringement claims by others;

the results of our restructuring efforts;

the ability to preserve and use our net operating loss carryforwards;

the effects of currency and interest rate risks;

the effects of current and future government regulations, including the effects of current restrictions on various commercial and economic activities in response to the COVID-19 pandemic;

general economic conditions, including uncertainty regarding the timing, pace and extent of an economic recovery in the United States and other countries where we conduct business;

the conduct of unethical business practices in developing countries;

the impact of political turmoil in countries where we have significant business;

the impact of tariffs, the adoption of trade restrictions affecting our products or suppliers, a United States withdrawal from or significant renegotiation of trade agreements, the occurrence of trade wars, the closing of border crossings, and other changes in trade regulations or relationships; and

Aviat's ability to implement our stock repurchase program or the extent to which it enhances long-term stockholder value.

For more information regarding the risks and uncertainties for Aviat's business, see "Risk Factors" in Aviat's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on August 25, 2021 as well as other reports filed by Aviat with the SEC from time to time. Aviat does not undertake any obligation to update publicly any forward-looking statement, whether written or oral, for any reason, except as required by law, even as new information becomes available or other events occur in the future.

Additional Information

This document does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor will there be any sale of securities in any states or jurisdictions in which such offer or sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities will be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act of 1933 or an exemption therefrom.

In connection with any transaction between Aviat and Ceragon that involves the issuance of Aviat shares to the Ceragon shareholders, Aviat will file a registration statement with the SEC. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT, ANY AMENDMENTS THERETO AND OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION. Investors will also be able to obtain copies of the registration statement and other documents containing important information about each of the companies once such documents are filed with the SEC, without charge, at the SEC's web site at www.sec.gov.

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