
**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): November 10, 2021

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
(I.R.S. Employer
Identification No.)

(Address of principal executive offices, including zip code)

200 Parker Dr., Suite C100A, Austin, Texas 78728

Registrant's telephone number, including area code: (408)-941-7100

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))

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|----------------|---|
| Common Stock, par value, \$0.01 per share | AVNW | The Nasdaq Global Select Market |
| <input type="checkbox"/> Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2) | | |
| <input type="checkbox"/> If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. | | |

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described under Item 5.07 below, Aviat Networks, Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”) on November 10, 2021. At the Annual Meeting, the Company’s stockholders approved the Aviat Networks, Inc. Amended and Restated Long Term Incentive Plan (the “LTIP”), which was initially approved by the Company’s stockholders on March 20, 2018. The LTIP provides for an increase of 1,250,000 shares of the Company’s Class A common stock in connection with awards of award stock options, stock appreciation rights (“SARs”), performance awards, restricted stock, restricted stock units (“RSUs”), stock awards, other stock-based awards, cash awards, and substitute awards, any of which may be further designated as performance awards, to eligible officers, employees, directors and consultants of the Company and its subsidiaries who are selected by the compensation committee of the Board of Directors (the “Board”) to receive such an award.

A description of the material terms and conditions of the LTIP is provided on pages 42-50 of the Company’s proxy statement filed with the U.S. Securities and Exchange Commission on September 27, 2019 (the “Proxy Statement”), and the full text of the LTIP is included as Annex 1 to the Proxy Statement, which description and text are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

VOTING RESULTS OF FISCAL YEAR 2021 ANNUAL MEETING OF STOCKHOLDERS

The fiscal year 2021 Annual Meeting of Stockholders of the Company was held on November 10, 2021. For more information about the proposals set forth below, please see the Company’s definitive Proxy Statement filed with the SEC on September 13, 2021. A total of 8,372,448 (or approximately 74.8%) of the Company’s shares issued, outstanding and entitled to vote at the fiscal year 2021 Annual Meeting of Stockholders were represented in person or by proxy at the meeting. Set forth below are the final voting results for the proposals voted on at the fiscal year 2021 Annual Meeting of Stockholders.

(1) Proposal 1 - Election of Directors

| Nominees: | Number of Shares | | | |
|----------------------|------------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| John Mutch | 5,979,988 | 105,775 | 11,539 | 2,275,146 |
| Bryan Ingram | 6,040,075 | 45,930 | 11,297 | 2,275,146 |
| Michele Klein | 6,042,428 | 46,079 | 8,795 | 2,275,146 |
| Somesh Singh | 6,042,723 | 45,695 | 8,884 | 2,275,146 |
| Peter Smith | 6,038,031 | 45,427 | 13,844 | 2,275,146 |
| Dr. James C. Stoffel | 5,779,505 | 305,847 | 11,950 | 2,275,146 |

(2) Proposal 2 - Ratification of the appointment by the Audit Committee of BDO USA, LLP as the Company’s independent registered public accounting firm for fiscal year 2022

| Proposal 2 | Number of Shares | | |
|------------|------------------|---------|---------|
| | For | Against | Abstain |
| | 8,288,515 | 27,820 | 56,113 |

(3) Proposal 3 - Advisory, non-binding vote to approve the Company’s named executive officer compensation

| Proposal 3 | Number of Shares | | | |
|------------|------------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| | 5,918,407 | 144,837 | 34,058 | 2,275,146 |

(4) Proposal 4 - Approval of the Amended and restated 2018 Incentive Plan

| | Number of Shares | | | |
|------------|------------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Proposal 4 | 5,446,656 | 617,316 | 33,330 | 2,275,146 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No. **Description**

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

November 15, 2021

By: /s/ David M. Gray

Name: David M. Gray

Title: Senior Vice President and Chief Financial Officer