

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 5, 2026

AVIAT NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-33278	20-5961564
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

200C Parker Dr., Suite 100A, Austin, Texas 78728

(Address of principal executive offices, including zip code)

(512)-265-3680

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	AVNW	NASDAQ Stock Market LLC
Preferred Share Purchase Rights		NASDAQ Stock Market LLC

- ☐ Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).
- ☐ 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.

Appointment of New Chief Operations Officer

On October 5, 2026, Aviat Networks, Inc.'s (the "Company") Board of Directors appointed Khashayar "Hash" Pakbaz as the Company's Senior Vice President and Chief Operations Officer. Mr. Pakbaz's employment with the Company commenced on June 1, 2026, as Vice President, Chief Digital & Information Officer.

Before joining the Company, Mr. Pakbaz, age 59, served as Founder and Chief Executive Officer of ONEDigital AI. Prior to that, from January 2020 to June 2025, he served as Chief Digital Officer of JSR, a global electronics materials and life sciences company. Before joining JSR, Mr. Pakbaz served in several leadership roles at Lam Research including Industry 4.0 Strategy Lead from January 2019 to January 2020 and Life Science Tools M&A Segment Lead from June 2017 to December 2018, where he was responsible for business transformation, digital strategy, and growth initiatives. Earlier in his career, he served as Chief Executive Officer of SBA Materials, Inc., led a global business unit at Knowles Electronics, and held senior commercial and operational leadership positions with Cambrios Technologies Corporation, Symmorphix Inc. and Siemens AG. Mr. Pakbaz holds a Ph.D. in Physics and a Bachelor of Science in Physics, both from the University of California, Santa Barbara. He is the inventor or co-inventor of more than 20 patents and patent applications and has authored more than 40 scientific publications.

The Company entered into an employment agreement with Mr. Pakbaz in connection with his appointment as Senior Vice President and Chief Operations Officer (the "Employment Agreement"). The Employment Agreement is generally consistent with the terms of the employment agreements that the Company has entered into with other executive officers of the Company, other than with respect to compensation amounts (or target amounts) described below.

The Employment Agreement provides for an annual base salary of \$365,000, subject to annual review and adjustment by the Company's Board of Directors (the "Board"). Starting in the Company's fiscal year 2027, Mr. Pakbaz will be eligible to participate in the Company's Annual Incentive Plan with a target annual bonus of 50% of base salary, based upon achievement of the same performance objectives, floors and caps determined by the Board for the Annual Incentive Plan for executives generally.

Mr. Pakbaz will also be eligible to participate in the Company's Long-Term Incentive Program with a target value of 50% of base salary. Mr. Pakbaz's participation in the Company's Long-Term Incentive Program shall be on such terms and conditions as determined by the Board.

Mr. Pakbaz will also receive a one-time award of restricted stock units with a grant date value of \$200,000, with a two-year vesting period, with the first applicable vesting date for such awards on the first anniversary of his agreement date and additional vesting on each anniversary of such date thereafter.

The original term of the Employment Agreement is from October 5, 2026 until the one year anniversary of that date, subject to automatic extension for an additional year at the end of the term and each anniversary thereof unless timely notice of non-renewal is given by either the Company or Mr. Pakbaz. The Company may terminate Mr. Pakbaz's employment with or without Cause (as defined within the Employment Agreement) at any time.

This description of the Employment Agreement is qualified in its entirety by the final terms of the Employment Agreement, a form of which is expected to be filed with the Company's next Current Report on Form 10-Q. The Employment Agreement provides for the following:

- In the event that Mr. Pakbaz's employment terminates due to non-renewal of the Employment Agreement, Mr. Pakbaz will not be entitled to any compensation or benefits from the Company other than those earned through the date of termination of employment.
- If Mr. Pakbaz's employment is terminated by the Company without Cause or due to Mr. Pakbaz's death or Disability (each term as defined within the Employment Agreement), or if Mr. Pakbaz resigns from employment with the Company for Good Reason (collectively, a "Qualifying Termination"), Mr. Pakbaz will be entitled to the following severance benefits as long as Mr. Pakbaz signs a general release in favor of the Company:
 - a lump sum payment equal to the product of (i) 1.0 and (ii) the sum of Mr. Pakbaz's base salary and Mr. Pakbaz's prorated target annual bonus as of the termination date, each as in effect on the date of the Qualifying Termination; and
 - payment of premiums necessary to continue group health insurance under COBRA for Mr. Pakbaz and Mr. Pakbaz's eligible dependents for a period of up to 12 months following the Qualifying Termination.
- If, within the three (3) months preceding or the twelve (12) months following any "change in control" (as defined within the Employment Agreement), Mr. Pakbaz experiences a Qualifying Termination (a "CIC Termination") and signs a general release of claims in favor of the Company, Mr. Pakbaz will be entitled to the following severance benefits and payments:
 - a lump sum payment equal to the product of (i) 1.0 and (ii) the sum of Mr. Pakbaz's base salary and Mr. Pakbaz's target annual bonus, each as in effect on the date of the CIC Termination;
 - all of Mr. Pakbaz's outstanding equity awards will fully vest (with performance awards vesting based on actual performance (if determinable) or target); and
 - payment of premiums necessary to continue group health insurance under COBRA for Mr. Pakbaz's eligible dependents for a period of up to 18 months following the CIC Termination.

The Employment Agreement also contains a non-solicit covenant generally prohibiting Mr. Pakbaz from soliciting employees or business contacts for 12 months following Mr. Pakbaz's termination of employment for any reason. In addition, the Employment Agreement mandates that Mr. Pakbaz's confidentiality obligations continue even after Mr. Pakbaz's termination of employment.

The selection of Mr. Pakbaz to serve as the Company's Senior Vice President and Chief Operations Officer was not pursuant to any arrangement or understanding with any other person. Mr. Pakbaz does not have a family relationship with any of the officers or directors of the Company.

There are no related party transactions reportable under Item 5.02 of Form 8-K and Item 404(a) of Regulation S-K.

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 6, 2026

By: /s/ Andrew C. Schmidt

Name: Andrew C. Schmidt

Title: Senior Vice President and Chief Financial Officer