
**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 31, 2011

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.)

5200 Great America Parkway, Santa Clara, CA 95054
(Address of principal executive offices, with zip code)

Registrant's telephone number, including area code: (408) 567-7000

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 40.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors (the “Board”) of the Company has appointed Edward J. Hayes, Jr., 56, as Senior President and Chief Financial Officer of the Company, effective October 31, 2011. In connection with and effective as of Mr. Hayes’ appointment, John Madigan will no longer serve as interim Chief Financial Officer of the Company. Mr. Madigan will continue to serve as Vice President, Corporate Controller and Principal Accounting Officer of the Company.

From 2006 to 2011, Mr. Hayes served as Chief Financial Officer of Pillar Data Systems, a designer and manufacturer of disk-based networked storage solutions. From 2004 to 2006, Mr. Hayes served as Executive Vice President and Chief Financial Officer of Quantum Corporation, a global storage company specializing in data backup, recovery and archive solutions. Mr. Hayes also currently sits on the boards of directors of Alaska Communications Systems Group, Inc., an integrated communications company, and Super Micro Computers, Inc., a developer and provider of server solutions.

Employment Agreement with Mr. Hayes

Effective October 31, 2011, the Company entered into an employment agreement with Mr. Hayes in connection with his appointment as Senior Vice President and Chief Financial Officer. The Company may terminate Mr. Hayes’ employment without cause at any time and Mr. Hayes may terminate his employment with the Company with at least 10 days’ notice to the Company.

The employment agreement provides for an annual base salary of \$360,000, subject to annual review and adjustment by the Board. Starting in the Company’s fiscal year 2013, Mr. Hayes will be eligible to participate in the Company’s Annual Incentive Plan with a target annual bonus of 75% of base salary at target, based upon achievement of the same performance objectives, floors and caps determined by the Board for the Annual Incentive Plan for executives generally. Mr. Hayes is also entitled to participate in the Company’s Annual Incentive Plan for fiscal year 2012, with a target of \$288,750, prorated for the portion of fiscal year 2012 falling between his start date of October 31, 2011 and the end of fiscal year 2012.

Mr. Hayes will also be eligible to participate in the Company’s Long-Term Incentive Program (“LTIP”) with a target value as determined by the Board. Mr. Hayes is eligible to participate in the Company’s 2012-14 LTIP with awards of (i) options with a GAAP value of \$144,375 with a three-year vesting period (50%/25%/25%) and (ii) shares of restricted stock with a GAAP value of \$72,188 with a three-year vesting period (33.3%/33.3%/33.3%), with the first applicable vesting date for such awards on the first anniversary of his start date and additional vesting on each anniversary of such date thereafter.

Mr. Hayes will also receive one-time awards of (i) options with a GAAP value of \$314,600 with a three-year vesting period (50%/25%/25%) and (ii) shares of restricted stock with a GAAP value of \$187,500 with a three-year vesting period (33.3%/33.3%/33.3%), with the first applicable vesting date for such awards on the first anniversary of his start date and additional vesting on each anniversary of such date thereafter. Mr. Hayes is also eligible to receive a one-time cash bonus of \$75,000 if the Company achieves, by the end of the Company’s fourth quarter of fiscal year 2012, certain operational goals specified by the Chief Executive Officer. Finally, Mr. Hayes will receive a one-time cash signing bonus of \$50,000 following 30 days of employment.

In the event that Mr. Hayes resigns from the Company without “good reason” or Mr. Hayes’s employment is terminated by the Company for “cause,” each as defined in the employment agreement, he 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. Hayes’s employment by the Company is terminated by reason of death, he will not be entitled to any compensation or benefits from the Company other than those earned through the date of such termination, except that his estate will receive a pro rata portion of any short-term incentive bonus that he would have earned during the incentive bonus period in which the employment terminates.

If Mr. Hayes's employment by the Company is terminated by the Company without cause or in connection with a long-term disability, or if Mr. Hayes resigns from his employment for good reason, Mr. Hayes will be entitled to the following severance benefits, provided he signs a general release in favor of the Company:

- all compensation and benefits that are earned but unpaid through the date of termination;
- monthly severance payments at Mr. Hayes' final base salary rate for a period of 12 months following such termination;
- payment of premiums necessary to continue group health insurance under COBRA for a period of up to 12 months following such termination;
- the prorated portion of any incentive bonus that Mr. Hayes would have earned, if any, during the incentive bonus period in which Mr. Hayes' employment terminates;
- with respect to any options or other equity-related awards granted after the date of the employment agreement, vesting will cease upon Mr. Hayes' termination date, but he will be entitled to purchase any vested shares of stock that are subject to options until the earlier of (x) 12 months following the termination date or (y) the date on which the applicable options expire; and
- reasonable outplacement assistance selected and paid for by the Company.

If, within 18 months following any "change of control," as defined in the employment agreement, Mr. Hayes is terminated by the Company without cause or if Mr. Hayes resigns from his employment for good reason and signs a release in favor of the Company, he will be entitled to the severance benefits and payments described above; provided, however, that the 12-month time periods with respect to the post-termination severance payments of Mr. Hayes' final base salary rate, payment of group health insurance premiums and stock option exercise periods will each be increased by an additional 12 months. The Company will also accelerate the vesting of all unvested stock options and all other then-unvested equity-related awards that vest based solely on continued employment. In addition, Mr. Hayes will be entitled to a payment equal to the greater of the average of (a) the annual incentive bonus payments received by him during the previous three years, if any, and (b) his target incentive bonus for the year in which his employment terminates.

Mr. Hayes is subject to non-compete provisions during the term of the employment agreement and non-solicitation covenants during the term of his employment agreement and for 12 months after his employment terminates.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith:

99.1 Press Release, issued by Aviat Networks, Inc. on October 31, 2011

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.

By: /s/ Meena Elliott

Name: Meena Elliott

Title: Senior Vice President, General Counsel and
Secretary

Date: October 31, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, issued by Aviat Networks, Inc. on October 31, 2011

**Aviat Networks Appoints Edward J. ('Ned') Hayes, Jr. as
Chief Financial Officer**

SANTA CLARA, Calif., October 31, 2011 – Aviat Networks, Inc. (NASDAQ: AVNW), a leading expert in wireless transmission solutions, today appointed Edward J. ('Ned') Hayes, Jr. as senior vice president and chief financial officer. In this role, Mr. Hayes will oversee the company's global financial and IT operations.

"Ned has significant public company experience. Serving in previous CFO posts, he has consistently demonstrated the ability to make transformative business and financial decisions that move companies along their strategic agenda," said Michael Pangia, president and chief executive officer of Aviat Networks. "His addition to our management team will further enhance our ability to drive the business forward, translate operational efficiencies into improved financial performance, and execute with a focused momentum and renewed energy."

Mr. Hayes, incoming CFO, said, "Aviat Networks is a recognized technology leader in the mobile backhaul market with a long history of loyal customers and innovative products and solutions. The company has a proven track record of success, recently refocused itself on its core competencies, a strong management team and a solid balance sheet. I believe that Aviat Networks is well positioned for future growth and profitability and I look forward to supporting the company in its plans to create shareholder value."

Prior to his appointment at Aviat Networks, Mr. Hayes spent the last five years as the chief financial officer at Pillar Data Systems, Inc., an enterprise data storage company, until its recent acquisition by Oracle Corporation. In this capacity, he transformed the finance group into a world-class organization and, along with the management team, restructured global operations to drive revenue growth, operating expense optimization and cash management. Before joining Pillar Data, he served as executive vice president and chief financial officer of Quantum Corporation, a \$1B data storage company publicly traded on the NYSE. Mr. Hayes also served as president and chief executive officer of DirecTV Broadband, Inc., an internet service provider and executive vice president and chief financial officer of Telocity, Inc., an internet service provider which the management team took public in March of 2000 and then sold to DirecTV in March of 2001. Prior to his position at Telocity, he served as the financial vice president and chief financial officer in two of Lucent Technologies' largest divisions, including the \$25 billion Global Service Provider Business. He has also held senior financial management positions at other multi-national companies such as Unisys Corporation (NYSE: UIS), Asea Brown Boveri (ABB), and Credit Suisse First Boston. He has previously served as an independent director and Chair of the Audit Committee of New Wave Research, Inc. and as an independent director of and Chair of the Audit Committee of NPTest, Inc.

Mr. Hayes currently serves on the board of Super Micro Computer, Inc. (NASDAQ: SMCI) as an independent director and Chair of the Audit Committee and as an independent director and non-executive Chairman of the Board of Alaska Communications Systems (NASDAQ: ALSK). Mr. Hayes received his undergraduate degree from Colgate University in New York and conducted his graduate studies at New York University's Graduate School of Business. He will report directly to Michael Pangia, Aviat Networks president and chief executive officer.

John Madigan, vice president, corporate controller and principal accounting officer who served as interim CFO since August, will remain in his position reporting to Mr. Hayes.

About Aviat Networks, Inc.

Aviat Networks, Inc. is a leader in wireless transmission solutions. We apply innovation and IP networking expertise toward building a carrier class foundation for future mobile and fixed broadband networks. With more than 750,000 systems installed around the world, Aviat Networks has built a reputation as a leader in offering best-of-breed solutions including LTE-ready microwave backhaul and a complete portfolio of service and support options to public and private telecommunications operators worldwide. With a global reach and local presence in more than 46 countries, Aviat Networks works by the side of its customers allowing them to quickly and cost effectively seize new market and service opportunities. Aviat Networks, formerly Harris Stratex Networks Inc., is headquartered in Santa Clara, California and is listed on NASDAQ (AVNW). For more information, please visit <http://www.us.aviatnetworks.com/> or join the dialogue at www.twitter.com/aviatnetworks and on our corporate blog at <http://blog.aviatnetworks.com/>

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Media Contact:

Cynthia Johnson, Aviat Networks, Inc. (408) 550-3321, cynthia.johnson@aviatnet.com