
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AVIAT NETWORKS, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-5961564
(I.R.S. Employer
Identification Number)

200 Parker Drive, Suite C100A, Austin, Texas
(Address of Principal Executive Offices)

78728
(Zip Code)

Aviat Networks, Inc. Amended and Restated 2018 Incentive Plan
(Full Title of the Plan)

Peter A. Smith
President and Chief Executive Officer
Aviat Networks, Inc.
200 Parker Drive, Suite C100A,
Austin, TX 78728
(Name and Address of Agent for Service)

(408) 941-7100
(Telephone Number, Including Area Code for Agent for Service)

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<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 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

At the annual meeting of the Registrant's stockholders held on November 10, 2021, the Registrants stockholders approved the Amended and Restated 2018 Incentive Plan ("Amended and Restated 2018 Plan") pursuant to which an additional 1,250,000 shares of common stock of the Registrant have been authorized for issuance. Pursuant to General Instruction F of Form S-8, this Registration Statement is being filed to register the maximum number of shares authorized for issuance under the Amended and Restated 2018 Incentive Plan. The original Registration Statement on Form S-8 for the plan prior to its amendment and restatement was filed with the Securities and Exchange Commission (the "Commission") on May 16, 2018 (File no. 333-224957) (the "Prior Registration Statement"); this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement and makes it a part of this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Aviat Networks, Inc. (the "Registrant") will provide all participants in the Aviat Networks, Inc. Amended and Restated 2018 Incentive Plan with the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428 of the Securities Act, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428(a)(2) of the Securities Act. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Registrant with the Commission and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (1) The Registrant's annual report on Form 10-K for the fiscal year ended July 1, 2022, filed with the SEC on September 14, 2022;
- (2) The Registrant's Current Reports on Form 8-K filed with the SEC on August 22, 2022; August 25, 2022 (other than with respect to Items 2.02 or 7.01); and
- (3) The description of Registrant's common stock set forth in our registration statement on Form 8-A filed with the SEC on January 26, 2007, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such information.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Aviat Networks, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Current Report on Form 10-Q filed with the SEC on February 10, 2017, File No. 001-33278)
3.2	Amended and Restated Bylaws of Aviat Networks, Inc., (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on August 25, 2022, File No. 001-33278)
4.1	[Specimen common stock certificate of Registrant, adopted as of January 29, 2010 (incorporated by reference to Exhibit 4.1.1 to the Registrant's Form 10-K for the fiscal year end July 2, 2010 (File No. 001-33278) filed on September 9, 2010)]
4.2	Aviat Networks, Inc. Amended and Restated 2018 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement on Schedule 14A (File No. 001-33278) filed on September 27, 2021)
5.1*	<u>Opinion of Vinson & Elkins LLP</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm - BDO USA, LLP</u>
23.3*	<u>Consent of Vinson & Elkins LLP (contained in the opinion filed as Exhibit 5.1 to this Registration Statement)</u>
24.1*	<u>Power of Attorney (included on the signature pages to this Registration Statement)</u>
107.1*	<u>Calculation of Filing Fee Tables</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on September 23, 2022.

AVIAT NETWORKS, INC.

By: /s/ David M. Gray

Name: David M. Gray

Title: Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of David M. Gray with full power to act alone as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and any subsequent registration statement filed by the Registrant pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together, shall constitute one instrument.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Peter A. Smith</u> Peter A. Smith	President and Chief Executive Officer	September 23, 2022
<u>/s/ David M. Gray</u> David M. Gray	Senior Vice President and Chief Financial Officer	September 23, 2022
<u>/s/ John Mutch</u> John Mutch	Chairman of the Board	September 23, 2022
<u>/s/ Bryan Ingram</u> Bryan Ingram	Director	September 23, 2022
<u>/s/ Michele Klein</u> Michele Klein	Director	September 23, 2022
<u>/s/ Somesh Singh</u> Somesh Singh	Director	September 23, 2022
<u>/s/ James C. Stoffel</u> James C. Stoffel	Director	September 23, 2022
<u>/s/ Bruce Taten</u> Bruce Taten	Director	September 23, 2022

Aviat Networks, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1- Newly Registered Securities

Security Type	Security Class, Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Fee Rate ⁽¹⁾	Amount of Registration Fee ⁽²⁾	
Equity	Common Stock, par value, \$0.01 per share	Rule 457(c) and 457(h)	1,250,000 \$	31.04 \$	38,800,000	\$92.70 per \$1,000,000 \$	3,596.76	
Total Offering Amounts					— \$	38,800,000	— \$	3,596.76
Total Fee Offsets					—	—	—	—
Net Fee Due					—	—	— \$	3,596.76

(1) The Form S-8 registration statement to which this Exhibit 107.1 is attached registers 1,250,000 shares of common stock of Aviat Networks, Inc., a Delaware corporation, pursuant to the Aviat Networks, Inc. Amended and Restated 2018 Incentive Plan (as amended, the "Plan"). Pursuant to Rule 416, this Registration Statement shall be deemed to cover such additional shares of common stock as may become issuable pursuant to the antidilution provisions of the Plan.

(2) Estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h), on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices for the common stock reported on The NASDAQ Stock Market on September 20, 2022.

[September 23, 2022]

Aviat Networks, Inc.
200 Parker Drive, Suite C100A
Austin, Texas 78728

Ladies and Gentlemen:

We have acted as counsel for Aviat Networks, Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 1,250,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on September 23, 2022, which Shares may be issued from time to time in accordance with the terms of the Aviat Networks, Inc. Amended and Restated 2018 Incentive Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Vinson & Elkins LLP Attorneys at Law
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York
Palo Alto Richmond Riyadh San Francisco Taipei Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700
Dallas, TX 75201-2975
Tel +1.214.220.7700 Fax +1.214.220.7716 www.velaw.com

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins L.L.P.

US 9280166v.2

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

Aviat Networks, Inc.

Milpitas, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Aviat Networks, Inc. of our reports dated September 14, 2022, relating to the consolidated financial statements and schedule and the effectiveness of Aviat Networks, Inc.'s internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the year ended July 1, 2022.

/s/ BDO USA, LLP

San Jose, California

September 23, 2022