
**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): July 9, 2010

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: 5200 Great America Parkway, Santa Clara, CA 95054

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

(Former address, if changed since last report): 637 Davis Drive, Morrisville, North Carolina 27560

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 8.01 Other Events

On July 9, 2010, Aviat Networks, Inc. sent a letter to Ramius Value and Opportunity Advisors, LLC, a subsidiary of Ramius LLC, a copy of which is attached.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith:

99.1 Letter to Ramius dated July 9, 2010

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/ Thomas L. Cronan, III

Name: Thomas L. Cronan III

Title: Senior Vice President and Chief Financial Officer

Date: July 9, 2010

EXHIBIT INDEX

Exhibit No.
Under
Regulation S-K,
Item 601

Description

99.1

Letter to Ramius LLC dated July 9, 2010



AVIAT NETWORKS
5200 Great America Parkway
Santa Clara, CA 95054
Phone: 408 567 7000
Fax: 408 567 7111

WWW.AVIATNETWORKS.COM

July 9, 2010

Peter A. Feld
Jeffrey C. Smith
Ramius LLC
599 Lexington Avenue
New York, NY 10022

Dear Peter and Jeff,

I have received and reviewed your letter dated July 7, 2010 and appreciated our introductory conversation on the same day. As we would with any investor, especially one with a significant shareholding, we welcome your views regarding Aviat Networks and look forward to continuing a constructive dialogue with you.

As noted in your letter and included as part of the 13D you filed, our management has spent time with you to answer your questions about the Company and its businesses. As you acknowledged during our most recent call, the issues identified in your letter are ones on which the Board and management have been focused for some time.

Clearly, Aviat Networks needs to adjust the cost structure, concentrate on the right product portfolio and optimize its business model. We agree with your assessment that the Company is undervalued. These are issues on which the Board is actively engaged. The Board's move in appointing me as CEO reflects a recognition of the need for change in order to implement the actions necessary to improve financial and operational performance and to deliver value to our shareholders.

As I communicated in our press release issued today, we plan to move promptly and decisively to put Aviat Networks on track to restore profitability and establish a platform to drive sustainable revenue growth. A number of those actions are already under way and will be announced in the near future.

Our focus, however, extends beyond the themes in your letter. We have a strong, international platform that provides a foundation for growth in a global marketplace. We must leverage that platform effectively and efficiently. In addition, we need to continue to innovate in order to enhance our product offering and expand our revenue opportunities and client base. I look forward to being able to present a comprehensive strategic plan to investors on the next earnings call.

Our management team and Board will consider all reasonable strategies to generate long-term sustainable growth. We trust that you are sincere in your stated desire to have a productive dialogue and look forward to your additional ideas on how Aviat Networks can enhance shareholder value.

Sincerely,

/s/Chuck Kissner
Chuck Kissner
Chairman and Chief Executive Officer