
**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): May 13, 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.)

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

(Address of principal executive offices, including zip code)

(408)-941-7100

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	Name of each exchange on which registered
Common Stock, par value, \$0.01 per share	AVNW	The Nasdaq Global Select Market

- 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)
 - 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.
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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

On May 13, 2021, the Board of Directors (the “Board”) of Aviat Networks, Inc. (“Aviat” or the “Company”) approved the appointment of Ms. Michele Klein as a director of the Board, effective immediately, until the Company’s 2021 Annual Meeting of Stockholders or until her respective successor is duly elected and qualified or until her earlier death, resignation or removal, whichever first occurs.

Ms. Klein was appointed as a director of the Company in May 2021. In June 2019, Ms. Klein joined the board of directors of Intevac, Inc. (NASDAQ: IVAC), where she currently serves as a member of the Compensation Committee and the Nominating and Governance Committee. In 2017 she was elected a director of Photon Control, a publicly-listed Canadian company and a provider of optical sensors and systems to the semiconductor equipment industry, where she chairs the Mergers and Acquisitions Committee and is a member of the Audit Committee. Ms. Klein currently serves as the CEO of Jasper Ridge Inc., a privately-held company developing technology to improve vision. She is a director of Gridtential Energy, a privately-held energy storage company. From 2005 until 2010 Ms. Klein served as Senior Director of Applied Ventures LLC, the venture capital arm of Applied Materials, where she recommended and managed investments in energy storage and solar energy, and represented Applied Materials on the boards of seven technology companies. Ms. Klein co-founded Boxer Cross Inc., a semiconductor equipment manufacturer, and served as CEO and Director from 1997 until its acquisition by Applied Materials in 2003. She previously co-founded and led High Yield Technology Inc., a semiconductor metrology company, from 1986 until its acquisition by Pacific Scientific in 1996. Ms. Klein earned an MBA from the Stanford Graduate School of Business and a Bachelor of Science degree from the University of Illinois. The Board believes Ms. Klein’s qualifications to sit on our Board include her experience as a CEO of a semiconductor equipment manufacturing company and years of operational, management and corporate governance expertise working on other companies’ boards of directors in the semiconductor equipment and solar energy industries.

Ms. Klein will receive the same indemnification and compensation as the Company’s other non-employee directors, as well as approximately \$37,500 in restricted stock units (“RSUs”) which shall vest in November 2021 contemporaneously with the prior annual grant to the Board. For a full description of the compensation program for the Company’s non-employee directors and the Company’s indemnification agreements, please see the Company’s definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on September 25, 2020.

There are no arrangements or understandings between Ms. Klein and any other person pursuant to which Ms. Klein was selected as a director. Ms. Klein has not engaged in a related party transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K during the last two fiscal years, and there are no family relationships between Ms. Klein and any of Aviat’s executive officers or directors. The Board has determined that Ms. Klein is independent in accordance with the applicable rules of the Nasdaq Stock Market.

Item 7.01. Regulation FD Disclosure.

On May 17, 2021, the Company issued a press release announcing the appointment of Ms. Klein to the Board. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
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99.1*	Appointment to Board of Directors
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished herewith.

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.

May 17, 2021

By: /s/ Eric Chang

Name: Eric Chang

Title: Senior Vice President and Chief Financial Officer



www.aviatnetworks.com

Aviat Networks Appoints Michele Klein to its Board of Directors

Austin, Texas. – May 17, 2021 – Aviat Networks, Inc. (NASDAQ: AVNW), the leading expert in wireless transport solutions, today announced the appointment of Michele F. Klein to its board of directors.

Ms. Klein is a public company director and accomplished executive with experience leading corporate growth and M&A initiatives. Her extensive background and perspective in systems, software, and the energy sector align well with Aviat's worldwide private network business and will help guide Aviat's strategy in these areas. Ms. Klein is also an accomplished investment strategist, having served as a senior director of Applied Ventures, the venture capital arm of Applied Materials, Inc., where she recommended and managed investments, and represented Applied on the boards of seven technology companies. Previously, Ms. Klein co-founded and led two semiconductor equipment companies from inception to acquisition by public companies.

“Michele is a welcome addition as a new independent director to our board,” said John Mutch, Chairman of Aviat Networks. “She is known for her growth orientation and corporate governance experience, and her industry and investment expertise complements the experience of our other board members. Aviat will benefit greatly from her proven track record, as we continue to execute our growth strategy, increase profitability, and return greater value to our shareholders.”

“The opportunity to join the Aviat Board of Directors is exciting, and I look forward to working with John, Pete, and the other board members as the company enhances its leadership position in wireless transport solutions.”

Ms. Klein earned a BS from the University of Illinois and an MBA from the Stanford Graduate School of Business.

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About Aviat Networks

Aviat Networks, Inc. is the leading expert in wireless transport solutions and works to provide dependable products, services and support to its customers. With more than one million systems sold into 170 countries worldwide, communications service providers and private network operators including state/local government, utility, federal government and defense organizations trust Aviat with their critical applications. Coupled with a long history of microwave innovations, Aviat provides a comprehensive suite of localized professional and support services enabling customers to drastically simplify both their networks and their lives. For more than 70 years, the experts at Aviat have delivered high performance products, simplified operations, and the best overall customer experience. Aviat Networks is headquartered in Austin, Texas. For more information, visit www.aviatnetworks.com or connect with Aviat Networks on Twitter, Facebook and LinkedIn.

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