
**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): November 6, 2014

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

(IRS Employer
Identification No.)

**5200 Great America Parkway
Santa Clara, CA 95054**

(Address of principal executive offices, including zip code)

(408) 567-7000

(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))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 6, 2014, Aviat Networks, Inc. (the “Company”) received a notification (the “Notice”) from The NASDAQ Stock Market LLC (“NASDAQ”) as a result of the Company’s failure to file its Quarterly Report on Form 10-Q for the quarterly period ended September 26, 2014, as required under NASDAQ Listing Rule 5250(c)(1). The Company has not been in compliance with NASDAQ Listing Rule 5250(c)(1), which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission, since September 26, 2014, when it failed to timely file its Annual Report on Form 10-K for the fiscal year ended June 27, 2014.

On November 10, 2014, the Company issued a press release pursuant to NASDAQ Listing Rule 5810(b) announcing its receipt of the Notice. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, issued by Aviat Networks, Inc. on November 10, 2014

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/ Michael Pangia

Name: Michael Pangia

Title: President and Chief Executive Officer

November 10, 2014

EXHIBIT INDEX

Exhibit No.
Under
Regulation S-K,
Item 601

Description

99.1

Press Release, issued by Aviat Networks, Inc. on November 10, 2014

News Release

www.aviatnetworks.com



Aviat Networks Receives Expected NASDAQ Notice Related to Delay in Form 10-Q Filing

SANTA CLARA, Calif. - November 10, 2014 - Aviat Networks, Inc. (NASDAQ: AVNW), the leading expert in microwave networking solutions, today announced that, as expected, it received a standard notice from NASDAQ stating that Aviat is not in compliance with NASDAQ Listing Rule 5250(c)(1), which requires timely filing of periodic financial reports with the Securities and Exchange Commission. The November 6, 2014, letter was sent as a result of Aviat's delay in filing its Quarterly Report on Form 10-Q for its fiscal quarter ended September 26, 2014. The letter also relates to Aviat's delay in filing its Annual Report on Form 10-K for the fiscal year ended June 27, 2014. The Form 10-Q cannot be filed until the Form 10-K is filed.

The NASDAQ notice has no immediate effect on the listing or trading of Aviat's common stock on the NASDAQ Global Select Market. Aviat is working to complete and file both the Form 10-K and the Form 10-Q as soon as possible. Under NASDAQ's listing rules, Aviat has until November 25, 2014, to submit a plan to regain compliance. If the plan is accepted, Aviat can be granted an exception of up to 180 calendar days from the Form 10-K's due date, or until March 24, 2015, to regain compliance. Aviat expects to submit a plan to regain compliance within the timeline prescribed by NASDAQ.

About Aviat Networks

Aviat Networks, Inc. (NASDAQ: AVNW) is a leading global provider of microwave networking solutions transforming communications networks to handle the exploding growth of IP-centric, multi-Gigabit data services. With more than 750,000 systems installed around the world, Aviat Networks provides LTE-proven microwave networking solutions to mobile operators, including some of the largest and most advanced 4G/LTE networks in the world. Public safety, utility, government and defense organizations also trust Aviat Networks' solutions for their mission-critical applications where reliability is paramount. In conjunction with its networking solutions, Aviat Networks provides a comprehensive suite of localized professional and support services enabling customers to effectively and seamlessly migrate to next generation Carrier Ethernet/IP networks. For more than 50 years, customers have relied on Aviat Networks' high performance and scalable solutions to help them maximize their investments and solve their most challenging network problems. Headquartered in Santa Clara, California, Aviat Networks operates in more than 100 countries around the world. For more information, visit www.aviatnetworks.com or connect with Aviat Networks on Twitter, Facebook and LinkedIn.

Forward-Looking Statements

The information contained in this document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act of 1934 and

Section 27A of the Securities Act of 1933, including statements regarding Aviat's expectations with respect to regaining compliance with NASDAQ's listing rules. All statements identified by the use of forward-looking terminology, including "anticipate," "believe," "plan," "estimate," "expect," "goal," "will," "see," "continue," "delivering," "view," and "intend," or the negative of these terms or other similar expressions, constitute forward-looking statements. These forward-looking statements are based on estimates reflecting the current beliefs of the senior management of Aviat. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should therefore be considered in light of various important factors, including those set forth in this document.

For more information regarding the risks and uncertainties for Aviat's business, see "Risk Factors" in the Form 10-K filed with the Securities and Exchange Commission ("SEC") on September 23, 2013, as well as other reports filed by Aviat with the SEC from time to time. Aviat undertakes no obligation to update publicly any forward-looking statement for any reason, except as required by law, even as new information becomes available or other events occur in the future.

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Investor Relations:

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