

**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)

**5200 Great America Parkway
Santa Clara, CA 95054**
(Address of Principal Executive Offices)

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

**Michael A. Pangia
President and Chief Executive Officer
Aviat Networks, Inc.
860 N. McCarthy Blvd., Suite 200
Milpitas, CA 95035**
(Name and Address of Agent for Service)

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

Copies to:
**Adam W. Finerman
Kenneth A. Schlesinger
Olshan Frome Wolosky LLP
1325 Avenue of the Americas
New York, NY 10019
(212) 451-2300**

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee (3)
Common Stock, par value \$0.01 per share, issuable under the Aviat Networks, Inc. 2018 Incentive Plan	500,000 (1)	\$17.04	\$8,520,000.00	\$1,060.74

- (1) This Registration Statement covers 500,000 shares of the Registrant's common stock that may be offered or sold from time to time pursuant to the Registrant's 2018 Incentive Plan (the "Plan"). Shares of common stock issuable under the Plan include awards or restricted stock and shares of common stock issuable upon exercise of stock options and restricted stock units under the Plan.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (3) Estimated solely for purposes of calculating the registration fee. The estimate is made pursuant to Rules 457(c) and (h) under the Securities Act, and based upon the average high and low prices of a share of Registrant's common stock, as reported on the Nasdaq Global Select Market on May 11, 2018.
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EXPLANATORY NOTE

At the annual meeting of the Registrant's stockholders held on March 20, 2018, the Registrants stockholders approved a new 2018 Incentive Plan pursuant to which 500,000 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 218 Incentive Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 3. Incorporation of Documents by Reference.

The information specified by Items 1 and 2 of Part I for Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the introductory Note to Part I of Form S-8.

The documents containing the information specified in Part I of Form S-8 will be sent to participating employees as specified by Rule 428(b) of the Securities Act. Such documents need not be filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. Such documents and the documents incorporated by reference herein pursuant to Item 3 Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the Securities and Exchange Commissions (the "SEC"). The following documents, which have been filed with the SEC by the Registrant pursuant to the Exchange Act, are hereby incorporated by reference in, and shall be deemed to be a part of, this registration statement (other than information supplied in a Current Report on Form 8-K that is furnished and not filed and, except as may be noted in any such Form 8-K, exhibits filed on such form that are related to such information):

1. The Registrant's annual report on Form 10-K for the fiscal year ended June 30, 2017, filed with the SEC on September 6, 2017, and the amended to the annual report on Form 10-K/A, filed with the SEC on October 6, 2017;
2. The Registrant's quarterly reports on Form 10-Q for the fiscal quarter ended September 29, 2017, filed with the SEC on November 13, 2017; for the fiscal quarter ended December 29, 2017, filed on February 8, 2018; and for the fiscal quarter ended March 30, 2018, filed on May 14, 2018;
3. The Registrant's Current Reports on Form 8-K filed with the SEC on September 22, 2017, October 6, 2017, November 13, 2017, February 12, 2018, March 21, 2018, and May 14, 2018; and
4. The description of Registrant's common stock set forth in its registration statement on Form 8-A filed with the SEC on January 26, 2007, and any amendment or report filed for the purpose of updating such information.

In addition, all documents filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all of such securities then remaining unsold are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents, except that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC will not be deemed incorporated by reference into this registration statement. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant's directors and officers are indemnified as provided by the Delaware General Corporation Law and the Registrant's Bylaws. The Registrant has agreed to indemnify each of its directors and certain officers against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant's directors, officers and controlling persons pursuant to the provisions described above, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and may, therefore, be unenforceable. In the event that a claim for indemnification against such liabilities (other than the Registrant's payment of expenses incurred or paid by its director, officer of controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The Registrant will then be governed by the court's decision.

The Registrant's Certificate of Incorporation provides that, to the fullest extent permitted by the Delaware General Corporation Law, no director of the Registrant will be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as director.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

Item 9. Undertakings.

1. **Item 512(a) of Regulation S-K.** The undersigned Registrant hereby undertakes:

- (A) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(B) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be initial bona fide offering thereof.

(C) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. Item 512(b) of Regulation S-K. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Item 512(h) of Regulation S-K. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 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 Milpitas, State of California, on May 15, 2018.

AVIAT NETWORKS, INC.

By: /s/ Michael A. Pangia

Name: Michael A. Pangia

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Michael A. Pangia and Ralph S. Marimon 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 and in his 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/ Michael A. Pangia</u> Michael A. Pangia	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 15, 2018
<u>/s/ Ralph S. Marimon</u> Ralph S. Marimon	Senior Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 15, 2018
<u>/s/ Eric Chang</u> Eric Chang	Vice President and Principal Accounting Officer <i>(Principal Accounting Officer)</i>	May 15, 2018
<u>/s/ John Mutch</u> John Mutch	Chairman of the Board	May 15, 2018
<u>/s/ Wayne Barr, Jr.</u> Wayne Barr, Jr.	Director	May 15, 2018
<u>/s/ Kenneth Kong</u> Kenneth Kong	Director	May 15, 2018
<u>/s/ John Quicke</u> John Quicke	Director	May 15, 2018
<u>/s/ James C. Stoffel</u> James C. Stoffel	Director	May 15, 2018

EXHIBIT INDEX

- 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., \(incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on October 2, 2015, File No. 001-33278\)](#)
- 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. 2018 Incentive Plan \(incorporated by reference to Appendix A to the Registrant's Proxy Statement on Schedule 14A \(File No. 001-33278\) filed on February 12, 2018\)](#)
- 5.1 [Opinion of Olshan Frome Wolosky LLP](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm - BDO USA, LLP](#)
- 23.2 [Consent of Olshan Frome Wolosky LLP \(contained in the opinion filed as Exhibit 5.1 to this Registration Statement\)](#)
- 24.1 Power of Attorney (included on the signature pages to this Registration Statement).

Olshan Frome Wolosky LLP
1325 Avenue of the Americas
New York, New York 10019

May 15, 2018

Aviat Networks
860 N. McCarthy Blvd., Suite 200
Milpitas, CA 95035

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the U.S. Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), relating to 500,000 shares (the "Shares") of common stock, par value \$0.01 per share (the "Common Stock"), of Aviat Networks, Inc., a Delaware corporation (the "Company"), that may be issued under the Company's 2018 Incentive Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and Bylaws of the Company, each as amended to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the SEC in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC.

Very truly yours,

/s/ Olshan Frome Wolosky LLP

OLSHAN FROME WOLOSKY LLP

Exhibit 23.1

[Letterhead of BDO]

Consent of Independent Registered Public Accounting Firm

Aviat Networks, Inc.
Milpitas, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated September 6, 2017, relating to the consolidated financial statements and schedule of Aviat Networks, Inc. (the “Company”) appearing in the Company’s Annual Report on Form 10-K for the year ended June 30, 2017.

/s/ BDO USA, LLP

San Jose, California

May 14, 2018