
**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): April 3, 2020**

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:

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

Registrant's telephone number, including area code: 408-941-7100

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.

Departure of Chief Operating Officer and Principal Financial Officer; Appointment of New Chief Financial Officer

Stan Gallagher, Chief Operating Officer and Principal Financial Officer of Aviat Networks, Inc. (the “Company”), will leave his position effective April 3, 2020 (the “Effective Date”). Mr. Gallagher will receive severance payments from the Company in accordance with the terms of his employment agreement.

Mr. Chang will assume the role of Chief Financial Officer of the Company on the Effective Date and will continue to be the Company’s principal accounting officer. Mr. Chang’s employment with the Company will continue to be subject to his previously disclosed employment agreement with the Company, subject to the changes described below.

Mr. Chang joined Aviat Networks in February 2016 and previously served as the company’s senior vice president, corporate controller and principal accounting officer responsible for worldwide accounting, reporting, compliance and taxation. Prior to joining Aviat Networks, he served as senior director, corporate controller at Micrel, Incorporated from 2013 to 2016 until it was acquired by Microchip Technology. Before that, Mr. Chang served as senior director, assistant corporate controller and business unit controller at Atmel Corporation from 2007 to 2013. Mr. Chang was at Ernst & Young LLP from 2003 to 2007, where he last served as senior audit manager, managing financial statement audits of public companies. Mr. Chang is a Certified Public Accountant in California and holds a Bachelor of Science degree in Accounting and Computer Information Systems from Indiana University Kelley School of Business.

Other than his pre-existing employment agreement, there are no arrangements or understandings between Mr. Chang and any other persons pursuant to which he was selected as Chief Financial Officer. There are also no family relationships between Mr. Chang and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Amendment to Employment Agreement

On April 3, 2020, the Company and Mr. Chang entered into an amendment (the “Amendment”) to his previously disclosed employment agreement, pursuant to which (i) Mr. Chang’s position was changed to Chief Financial Officer (ii) Mr. Chang’s annual base salary will increase to \$300,000 per year effective July 4, 2020 from \$280,000 per year.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 10.1 hereto and incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

[10.1 Amendment to Employment Agreement, dated April 3, 2020 between Aviat Networks, Inc. and Eric Chang](#)

[99.1 Press Release](#)

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.

April 3, 2020

By: /s/ Pete Smith

Name: Pete Smith

Title: President and Chief Executive Officer

Amendment to Employment Agreement

THIS AMENDMENT TO EMPLOYMENT AGREEMENT (this "**Amendment**") is made and entered into effective as of April 3, 2020 (the "**Amendment Effective Date**"), by and between Aviat Networks, Inc. (the "**Company**"), and Eric Chang (the "**Executive**" and, together with the Company, the "**Parties**").

Whereas, the Company and Executive entered into an Employment Agreement (the "Agreement") dated as of January 19, 2016 and amended on June 20, 2018.

Whereas, the Executive's Fiscal Year 2020 AIP ("Annual Incentive Plan") and LTIP ("Long Term Incentive Plan) percentages were previously increased by the Compensation Committee of the Company's Board of Directors from 40% to 50% on August 21, 2019, and

Whereas, the Parties desire to amend Paragraphs 1 and 3(a) of the Agreement in the manner reflected herein, and

Now therefore, in consideration of the premises and mutual covenants and conditions herein, the Parties, intending to be legally bound, hereby agree as follows, effective as of the Amendment Effective Date:

1. **Position and Duties.** Paragraph 1 of the Agreement is hereby deleted in its entirety with the following (with all capitalized terms having the meaning originally ascribed thereto in the Agreement):

"1. Position and Duties. You will be employed by the Company as Senior Vice President, Chief Finance Officer and Principal Accounting Officer reporting to the Chief Executive Officer. This position will be based at our location in Milpitas, California. You accept full-time employment with the Company on the terms and conditions set forth in this Agreement and any subsequent amendments, and you agree during your employment not to engage in any business, other employment or other activities which would conflict with your obligations to the Company or create an actual or the appearance of a conflict of interest with the Company's interest or your employment relationship with the Company."

2. **Compensation.** Paragraph 3(a) of the Agreement is hereby deleted and replaced in its entirety with the following (with all capitalized terms having the meaning originally ascribed thereto in the Agreement):

"(a) Salary. Effective on of July 4, 2020, you will be paid a monthly base salary of \$25,000.00 (\$300,000.00 per year), less applicable withholding, in accordance with the Company's normal payroll procedures and applicable law. In conjunction with your annual performance review, which will occur at or about the start of each fiscal year (currently July 1st) your base salary will be reviewed by the Board, and may be subject to adjustment based upon various factors including, but not limited to, your performance and the Company's profitability. Your base salary will not be reduced except as part of a salary reduction program that similarly affects all members of the executive staff reporting to the Chief Executive Officer of the Company."

3. **Ratification.** All terms and provisions of the Agreement not amended hereby, either expressly or by necessary implication, shall remain in full force and effect. From and after the date of this Amendment, all references to the term "Agreement" in this Amendment or the original Agreement, as previously amended, shall include the terms contained in this Amendment.

IN WITNESS WHEREOF, the Parties have entered into this Amendment.

Aviat Networks, Inc. Executive

By: _____s/ Pete Smith_____ By: ___/s/ Eric Chang_____

Pete Smith Eric Chang

President & CEO CFO, Principal Accounting Officer



www.aviatnetworks.com

Aviat Networks Announces Promotion of Eric Chang to Chief Financial Officer

AUSTIN, Texas, April 3, 2020 -- [Aviat Networks](#), Inc. (NASDAQ: AVNW), ("Aviat Networks," "Aviat," or the "Company"), the leading expert in wireless transport solutions, today announced the promotion of Eric Chang to Chief Financial Officer. Mr. Chang joined Aviat in February 2016 and most recently served as Senior Vice President, Corporate Controller and Principal Accounting Officer.

"Eric's promotion is reflective of his strong contributions as a member of Aviat's senior leadership team and the level of expertise he brings across financial planning and analysis, accounting, compliance, investor relations and business strategy," said Pete Smith, Aviat Networks' President and Chief Executive Officer. "This is a natural next step for Eric, and I look forward to continuing to work with him as the Company focuses on its growth strategy. Aviat's products and services are more critical than ever as our communication service providers and other customers provide essential infrastructure and face increased network demand during the COVID-19 situation."

Prior to joining Aviat Networks, Mr. Chang served as senior director and corporate controller at Micrel, Incorporated from 2013 to 2016 until it was acquired by Microchip Technology. Before that, Mr. Chang served as senior director, assistant corporate controller and business unit controller at Atmel Corporation from 2007 to 2013. Mr. Chang was at Ernst & Young LLP from 2003 to 2007, where he last served as senior audit manager, managing financial statement audits of public companies. Mr. Chang is a Certified Public Accountant in California and holds a Bachelor of Science degree in Accounting and Computer Information Systems from Indiana University Kelley School of Business.

"I am honored to step into the CFO role for Aviat," said Mr. Chang. "While we are successfully navigating through near-term challenges related to the COVID-19 crisis, I look forward to continuing to work with Pete and the leadership team to drive long-term profitable, sustainable growth."

As part of Aviat's restructuring and cost reduction efforts, the Company also announced today the elimination of the Chief Operating Officer role and the departure of Stan Gallagher. "I wish Stan all the best in his future endeavors and want to thank him for his service and contributions to the Company," said Mr. Smith. "Eric has worked closely with Stan and we expect a smooth transition."

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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