
**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 25, 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))
-
-

TABLE OF CONTENTS

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURE

Item 8.01. Other Events.

The Board of Directors of Aviat Networks, Inc. (the “Company”), has appointed Charles D. Kissner as the new Executive Chairman of the Company, effective July 25, 2014.

A copy of the press release regarding the appointment of Mr. Kissner as Executive Chairman is attached hereto as Exhibit 99.1 and is incorporated by reference.

In connection with the appointment of Mr. Kissner as Executive Chairman, the Company and Mr. Kissner entered into a Letter Agreement (the “Letter Agreement”), effective as of July 25, 2014. A copy of the Letter Agreement is attached as Exhibit 10.1 and is incorporated by reference. The following description is not a complete description of all of the terms of the Letter Agreement, which investors should read in its entirety.

As compensation for the additional duties as Executive Chairman, the Company shall grant Mr. Kissner \$110,000 in stock options, to vest quarterly over the first year from the date of grant. The number of stock options to be granted will be based on the fair value of the grant determined under the same principles used by the Company for financial reporting. In addition, in the event of a change in control prior to vesting, the stock options will fully vest on the date of the change in control.

Item 9.01. Financial Statements and Exhibits.

(d)	Exhibits
10.1	Letter Agreement, dated July 25, 2014, between Aviat Networks, Inc. and Charles D. Kissner
99.1	Press Release, issued by Aviat Networks, Inc. on July 25, 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/ Edward J. Hayes, Jr.

Name: Edward J. Hayes, Jr.

Title: Senior Vice President and Chief Financial Officer

Date: July 28, 2014

EXHIBIT INDEX

**Exhibit No.
Under
Regulation S-K,
Item 601**

Description

10.1	Letter Agreement, dated July 25, 2014, between Aviat Networks, Inc. and Charles D. Kissner
99.1	Press Release, issued by Aviat Networks, Inc. on July 25, 2014.



July 25, 2014

Charles D. Kissner
c/o Aviat Networks, Inc.
5200 Great America Parkway
Santa Clara, CA 95054

Dear Chuck,

As we have discussed, and pursuant to the actions of the board of directors, this letter memorializes the terms and compensation for your service as the Executive Chairman of Aviat Networks.

As compensation for your service as Executive Chairman, you will receive the following compensation (with the compensation inclusive of all of your director compensation):

- \$130,000 in cash payable quarterly in arrears,
- \$60,000 in equity compensation split between stock options and restricted stock units on the same terms other directors, and
- for your service as Executive Chairman, an additional \$110,000 in stock options to vest quarterly over the first year from the date of grant. The number of stock options to be granted will be based on the fair value of the grant determined under the same principles used by the Company for financial reporting. In addition, in the event of a change in control or your removal from the board of directors other than voluntarily or for cause prior to vesting, these stock options will fully vest on the date such event.

To accept the Company's offer, please sign and date this letter in the space provided below. This letter may not be modified or amended except by a written agreement signed by you and by the Chief Executive Officer of the Company, pursuant to authority specifically delegated by the board of directors.

Regards,

/s/ Michael Pangia

Michael Pangia

President and CEO of Aviat Networks

/s/ Charles D. Kissner

Charles D. Kissner

July 25, 2014

Date

News Release



www.aviatnetworks.com

Aviat Networks Appoints Chuck Kissner as Executive Chairman

Will Assist in Accelerating Aviat's Business Transformation

SANTA CLARA, Calif., July 25, 2014 -- Aviat Networks, Inc. (NASDAQ: AVNW), the leading expert in microwave networking solutions, today announced that its Board of Directors has appointed Chuck Kissner as Executive Chairman. As Executive Chairman, Mr. Kissner will assist Michael Pangia, Aviat's President and Chief Executive Officer, and the rest of Aviat's management team, with strategic initiatives, long-term product and service planning and further alignment of Aviat's business model.

"I'm delighted that Chuck will be devoting more time to working with me and my team," said Michael Pangia, President and CEO, Aviat Networks. "As we continue to execute our business improvement plan, I am excited that Aviat will be able to benefit from Chuck's extensive knowledge of the wireless transmission space."

"Recent improvement in Aviat's business has created broader opportunities in our previously announced evaluation of our strategic direction," said Chuck Kissner, Executive Chairman, Aviat Networks. "Having worked more closely with the management team over the past few months, I am encouraged by the Company's near term business outlook and product roadmap. I look forward to working with Mike and his team to leverage our recent progress."

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 and Section 27A of the Securities Act, including the recent improvements in the business, near term business outlook and expectations regarding the contribution of Mr. Kissner.. All statements, trend analyses and other information contained herein about the markets for the services and products of Aviat Networks, Inc. and trends in revenue, as well as other 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 Networks. 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. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include the following:

- continued price and margin erosion as a result of increased competition in the microwave transmission industry;
- the impact of the volume, timing and customer, product and geographic mix of our product orders;
- our ability to meet financial covenant requirements which could impact our liquidity;
- our ability to meet projected new product development dates or anticipated cost reductions of new products;
- our suppliers' inability to perform and deliver on time as a result of their financial condition, component shortages or other supply chain constraints;
- customer acceptance of new products;
- the ability of our subcontractors to timely perform;
- continued weakness in the global economy affecting customer spending;
- retention of our key personnel;
- our ability to manage and maintain key customer relationships;
- uncertain economic conditions in the telecommunications sector combined with operator and supplier consolidation;
- the timing of our receipt of payment for products or services from our customers;
- our failure to protect our intellectual property rights or defend against intellectual property infringement claims by others;
- the results of restructuring efforts;
- the effects of currency and interest rate risks; and
- the impact of political turmoil in countries where we have significant business.

For more information regarding the risks and uncertainties for our business, see "Risk Factors" in our Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on September 23, 2013 as well as other reports filed by Aviat Networks, Inc. with the SEC from time to time. Aviat Networks 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.

Investor Relations:

Peter Salkowski, Aviat Networks, Inc., (408) 567-7117, Investorinfo@aviatnet.com