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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-K/A**

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**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 7, 2015**

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**AVIAT NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

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

**Registrant's telephone number, including area code: 408-567-7000**

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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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SIGNATURE

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## Explanatory Note

Aviat Networks, Inc. (the "Company") is filing this Current Report on Form 8-K/A to revise certain information in a press release (the "Original Earnings Release") furnished by the Company with its Current Report on Form 8-K filed with the Securities and Exchange Commission on May 7, 2015.

### Item 2.02 Results of Operations and Financial Condition

#### Item 7.01 Regulation FD Disclosure

*The information contained in this Current Report on Form 8-K, including the accompanying Exhibit 99.1, is being furnished pursuant to Item 2.02 and 7.01 of Form 8-K and 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 liability of that section. The information contained in this Current Report on Form 8-K that is furnished under Item 2.02 and 7.01, including the accompanying Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.*

Following the publication of the Original Earnings Release, the Company identified an adjustment in its Condensed Consolidated Interim Statement of Operations for the second quarter of fiscal 2015 ended December 26, 2014 with respect to the recognition of certain revenue and cost of revenue prior to obtaining final evidence of the arrangement. This adjustment had no impact on operating cash flows for the two quarters ended December 26, 2014. The Company has assessed this adjustment on the financial statements and determined that, on both a qualitative and quantitative basis, it is immaterial to the condensed consolidated interim financial statements. Thus, the Company will not amend its previously filed second quarterly report on Form 10-Q and will adjust the financial statements on a prospective basis.

As a result of the adjustment, the Company is revising certain information in the financial tables accompanying the Original Earnings Release. The adjustment for the second quarter of fiscal 2015 affected the Company's year-to-date operating results for the third quarter of fiscal 2015, but had no impact on its operating results for the third quarter of fiscal 2015 or its operating cash flows for the three quarters ended April 3, 2015. The corrected tables are furnished as Exhibit 99.1 and are incorporated herein by reference.

#### Use of Non-GAAP Measures and Comparative Financial Information

The press release and related preliminary financial tables include a discussion of non-GAAP financial measures, including non-GAAP income or loss from continuing operations, non-GAAP net income or loss from continuing operations per basic and diluted share, and adjusted earnings or loss before interest, tax, depreciation and amortization ("Adjusted EBITDA") for the third quarter of fiscal year 2015. A "non-GAAP financial measure" is generally defined as a numerical measure of a company's historical or future performance that excludes or includes amounts, or is subject to adjustments, so as to be different from the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles ("GAAP"). The non-GAAP income or loss from continuing operations was determined by excluding share-based compensation, warehouse consolidation costs, transactional tax assessments, amortization of intangible assets, restructuring charges and adjustment to reflect pro forma tax rate. Adjusted EBITDA was determined by excluding depreciation and amortization on property, plant and equipment, interest expense, provision for income taxes, and non-GAAP pre-tax adjustments as set forth above, from the GAAP income from continuing operations. Aviat Networks has included in its press release a reconciliation of non-GAAP financial measures disclosed in the press release to the most directly comparable GAAP financial measures.

Aviat Networks reports information in accordance with U.S. GAAP. Management of Aviat Networks monitors gross margin, operating income or loss, income or loss from continuing operations, income or loss from continuing operations per share and adjusted EBITDA on a non-GAAP basis for planning and forecasting results in future periods, and may use these measures for some management compensation purposes. As such, historical non-GAAP combined information has been included in this press release for comparative purposes. As a result, management is presenting these non-GAAP measures in addition to results reported in accordance with GAAP to better communicate underlying operational and financial performance in each period. Management believes these non-GAAP measures provide information that is useful to investors in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate positive or negative impact on results in any given period. Management also believes that these non-GAAP measures enhance the ability of an investor to analyze trends in Aviat Networks' business and to better understand our performance.

Aviat Networks management does not, nor does it suggest that investors should consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Aviat Networks presents such non-GAAP financial measures in reporting its financial results to provide investors with an additional tool to evaluate the Company's financial performance.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished herewith:

99.1 Corrected Financial Tables to the Press Release, issued by Aviat Networks, Inc. on May 7, 2015.

**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 13, 2015

By: /s/ Michael Shahbazian

Name: Michael Shahbazian

Title: Chief Financial Officer (interim)

## EXHIBIT INDEX

Exhibit No.  
Under  
Regulation S-K,  
Item 601

Description

99.1

Corrected Financial Tables to the Press Release issued by Aviat Networks, Inc. on May 7, 2015

**Table 1**  
**AVIAT NETWORKS, INC.**  
**Fiscal Year 2015 Third Quarter Summary**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Quarter Ended		Three Quarters Ended	
	April 3, 2015	March 28, 2014	April 3, 2015	March 28, 2014
	(In millions, except per share amounts)			
Revenue from product sales and services	\$ 74.8	\$ 81.4	\$ 248.1	\$ 260.6
Cost of revenue	57.2	60.5	184.2	195.3
Gross margin	17.6	20.9	63.9	65.3
Operating expenses:				
Research and development expenses	6.4	8.4	19.4	27.5
Selling and administrative expenses	18.0	23.0	58.4	67.4
Amortization of identifiable intangible assets	0.1	0.1	0.3	0.3
Restructuring charges	3.2	4.2	4.7	9.0
Operating loss	(10.1)	(14.8)	(18.9)	(38.9)
Interest income	0.1	0.3	0.3	0.4
Interest expense	—	(0.1)	(0.3)	(0.3)
Loss from continuing operations before income taxes	(10.0)	(14.6)	(18.9)	(38.8)
Provision for income taxes	1.5	0.5	2.4	0.2
Loss from continuing operations	(11.5)	(15.1)	(21.3)	(39.0)
Income from discontinued operations, net of tax	—	0.3	0.1	0.7
Net loss	\$ (11.5)	\$ (14.8)	\$ (21.2)	\$ (38.3)
Basic and diluted income (loss) per common share:				
Continuing operations	\$ (0.18)	\$ (0.24)	\$ (0.34)	\$ (0.63)
Discontinued operations	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.01
Net loss	\$ (0.18)	\$ (0.24)	\$ (0.34)	\$ (0.62)
Weighted average shares outstanding, basic and diluted	62.3	61.9	62.2	61.5

**Table 2**  
**AVIAT NETWORKS, INC.**  
**Fiscal Year 2015 Third Quarter Summary**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	April 3, 2015	June 27, 2014
	(In millions)	
<b>Assets</b>		
Cash and cash equivalents	\$ 35.0	\$ 48.8
Receivables, net	69.1	77.2
Unbilled costs	20.8	23.8
Inventories	38.5	38.1
Customer service inventories	7.8	11.4
Other current assets	18.2	18.9
Property, plant and equipment, net	25.4	29.3
Identifiable intangible assets, net	0.1	0.4
Other assets	5.2	5.3
	<u>\$ 220.1</u>	<u>\$ 253.2</u>
<b>Liabilities and Stockholders' Equity</b>		
Short-term debt	\$ 9.0	\$ 6.0
Accounts payable	37.4	46.1
Accrued expenses and other current liabilities	42.6	45.5
Unearned income	38.2	33.3
Other long-term liabilities	16.1	19.7
Stockholders' equity	76.8	102.6
	<u>\$ 220.1</u>	<u>\$ 253.2</u>



**Table 3**  
**AVIAT NETWORKS, INC.**  
**Fiscal Year 2015 Third Quarter Summary**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three Quarters Ended	
	April 3, 2015	March 28, 2014
(In millions)		
<b>Operating Activities</b>		
Net loss	\$ (21.2)	\$ (38.3)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of identifiable intangible assets	0.3	0.3
Depreciation and amortization of property, plant and equipment	5.3	5.3
Bad debt expense	0.5	0.7
Share-based compensation expense	1.7	2.8
Charges for inventory and customer service inventory write-downs	6.0	4.3
Gain on disposition of the WiMAX business	(0.1)	—
Changes in operating assets and liabilities:		
Receivables	5.4	5.5
Unbilled costs	2.6	2.1
Inventories	(5.0)	(1.6)
Customer service inventories	1.6	0.2
Accounts payable	(6.6)	(9.5)
Accrued expenses	(2.0)	(5.6)
Advanced payments and unearned income	3.6	10.4
Income taxes payable or receivable	(0.1)	2.2
Reserve for uncertain tax positions and deferred taxes	(0.1)	(14.8)
Other assets and liabilities	(1.4)	3.9
Net cash used in operating activities	(9.5)	(32.1)
<b>Investing Activities</b>		
Additions of property, plant and equipment	(3.0)	(7.8)
Net cash used in investing activities	(3.0)	(7.8)
<b>Financing Activities</b>		
Proceeds from short-term debt	42.0	—
Repayments on short-term debt	(39.0)	(2.8)
Issuance of common stock under employee stock plans	—	0.1
Payments on capital lease obligations	(0.1)	(0.1)
Net cash provided by (used in) financing activities	2.9	(2.8)
Effect of exchange rate changes on cash and cash equivalents	(4.2)	0.2
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(13.8)</b>	<b>(42.5)</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>48.8</b>	<b>90.0</b>
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 35.0</b>	<b>\$ 47.5</b>

**AVIAT NETWORKS, INC.**

**Quarter Ended April 3, 2015 Summaries**

**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES AND REGULATION G DISCLOSURE**

To supplement the consolidated financial statements presented in accordance with accounting principles generally accepted in the United States ("GAAP"), we provide additional measures of gross margin, research and development expenses, selling and administrative expenses, operating income or loss, income tax provision or benefit, income or loss from continuing operations, basic and diluted income or loss per share from continuing operations, and adjusted earnings before interest, tax, depreciation and amortization ("Adjusted EBITDA"), adjusted to exclude certain costs, charges, gains and losses, as set forth below. We believe that these non-GAAP financial measures, when considered together with the GAAP financial measures provide information that is useful to investors in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate positive or negative impact on results in any particular period. We also believe these non-GAAP measures enhance the ability of investors to analyze trends in our business and to understand our performance. In addition, we may utilize non-GAAP financial measures as a guide in our forecasting, budgeting and long-term planning process and to measure operating performance for some management compensation purposes. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. Reconciliations of these non-GAAP financial measures with the most directly comparable financial measures calculated in accordance with GAAP follow.

**Table 4**  
**AVIAT NETWORKS, INC.**  
**Fiscal Year 2015 Third Quarter Summary**  
**RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES <sup>(1)</sup>**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**

	Quarter Ended				Three Quarters Ended			
	April 3, 2015	% of Revenue	March 28, 2014	% of Revenue	April 3, 2015	% of Revenue	March 28, 2014	% of Revenue
(In millions, except percentages and per share amounts)								
<b>GAAP gross margin</b>	\$ 17.6	23.5 %	\$ 20.9	25.7 %	\$ 63.9	25.8 %	\$ 65.3	25.1 %
Share-based compensation	0.1		0.1		0.1		0.2	
Warehouse consolidation costs	—		—		—		0.2	
<b>Non-GAAP gross margin</b>	<b>17.7</b>	<b>23.7 %</b>	<b>21.0</b>	<b>25.8 %</b>	<b>64.0</b>	<b>25.8 %</b>	<b>65.7</b>	<b>25.2 %</b>
<b>GAAP research and development expenses</b>	\$ 6.4	8.6 %	\$ 8.4	10.3 %	\$ 19.4	7.8 %	\$ 27.5	10.6 %
Share-based compensation	—		—		(0.1)		(0.2)	
<b>Non-GAAP research and development expenses</b>	<b>6.4</b>	<b>8.6 %</b>	<b>8.4</b>	<b>10.3 %</b>	<b>19.3</b>	<b>7.8 %</b>	<b>27.3</b>	<b>10.5 %</b>
<b>GAAP selling and administrative expenses</b>	\$ 18.0	24.1 %	\$ 23.0	28.3 %	\$ 58.4	23.5 %	\$ 67.4	25.9 %
Share-based compensation	(0.6)		(0.5)		(1.5)		(2.4)	
Transactional taxes assessments	—		—		—		(0.6)	
<b>Non-GAAP selling and administrative expenses</b>	<b>17.4</b>	<b>23.3 %</b>	<b>22.5</b>	<b>27.6 %</b>	<b>56.9</b>	<b>22.9 %</b>	<b>64.4</b>	<b>24.7 %</b>
<b>GAAP operating loss</b>	\$ (10.1)	(13.5)%	\$ (14.8)	(18.2)%	\$ (18.9)	(7.6)%	\$ (38.9)	(14.9)%
Share-based compensation	0.7		0.6		1.7		2.8	
Warehouse consolidation costs	—		—		—		0.2	
Transactional taxes assessments	—		—		—		0.6	
Amortization of intangible assets	0.1		0.1		0.3		0.3	
Restructuring charges	3.2		4.2		4.7		9.0	
<b>Non-GAAP operating loss</b>	<b>(6.1)</b>	<b>(8.2)%</b>	<b>(9.9)</b>	<b>(12.2)%</b>	<b>(12.2)</b>	<b>(4.9)%</b>	<b>(26.0)</b>	<b>(10.0)%</b>
<b>GAAP income tax provision</b>	\$ 1.5	2.0 %	\$ 0.5	0.6 %	\$ 2.4	1.0 %	\$ 0.2	0.1 %
Adjustment to reflect pro forma tax rate	(1.0)		—		(0.9)		1.3	
<b>Non-GAAP income tax provision</b>	<b>0.5</b>	<b>0.7 %</b>	<b>0.5</b>	<b>0.6 %</b>	<b>1.5</b>	<b>0.6 %</b>	<b>1.5</b>	<b>0.6 %</b>
<b>GAAP loss from continuing operations</b>	\$ (11.5)	(15.4)%	\$ (15.1)	(18.6)%	\$ (21.3)	(8.6)%	\$ (39.0)	(15.0)%
Share-based compensation	0.7		0.6		1.7		2.8	
Warehouse consolidation costs	—		—		—		0.2	
Transactional taxes assessments	—		—		—		0.6	
Amortization of intangible assets	0.1		0.1		0.3		0.3	
Restructuring charges	3.2		4.2		4.7		9.0	
Adjustment to reflect pro forma tax rate	1.0		—		0.9		(1.3)	
<b>Non-GAAP loss from continuing operations</b>	<b>\$ (6.5)</b>	<b>(8.7)%</b>	<b>\$ (10.2)</b>	<b>(12.5)%</b>	<b>\$ (13.7)</b>	<b>(5.5)%</b>	<b>\$ (27.4)</b>	<b>(10.5)%</b>
<b>Loss per share from continuing operations</b>								
<b>Basic and Diluted:</b>								
GAAP	\$ (0.18)		\$ (0.24)		\$ (0.34)		\$ (0.63)	
Non-GAAP	\$ (0.10)		\$ (0.16)		\$ (0.22)		\$ (0.45)	
<b>Shares used in computing loss per share from continuing operations</b>								
<b>Basic and Diluted:</b>								
GAAP	62.3		61.9		62.2		61.5	
Non-GAAP	62.3		61.9		62.2		61.5	

Quarter Ended				Three Quarters Ended			
April 3, 2015	% of Revenue	March 28, 2014	% of Revenue	April 3, 2015	% of Revenue	March 28, 2014	% of Revenue

(In millions, except percentages and per share amounts)

**ADJUSTED EBITDA:**

<b>GAAP loss from continuing operations</b>	<b>\$ (11.5)</b>	<b>(15.4)%</b>	<b>\$ (15.1)</b>	<b>(18.6)%</b>	<b>\$ (21.3)</b>	<b>(8.6)%</b>	<b>\$ (39.0)</b>	<b>(15.0)%</b>
Depreciation and amortization of property, plant and equipment	1.8		1.8		5.3		5.3	
Interest expense	—		0.1		0.3		0.3	
Share-based compensation	0.7		0.6		1.7		2.8	
Warehouse consolidation costs	—		—		—		0.2	
Transactional taxes assessments	—		—		—		0.6	
Amortization of intangible assets	0.1		0.1		0.3		0.3	
Restructuring charges	3.2		4.2		4.7		9.0	
Provision for income taxes	1.5		0.5		2.4		0.2	
<b>Adjusted EBITDA</b>	<b>\$ (4.2)</b>	<b>(5.6)%</b>	<b>\$ (7.8)</b>	<b>(9.6)%</b>	<b>\$ (6.6)</b>	<b>(2.7)%</b>	<b>\$ (20.3)</b>	<b>(7.8)%</b>

- (1) The adjustments above reconcile our GAAP financial results to the non-GAAP financial measures used by us. Our non-GAAP income or loss from continuing operations excluded share-based compensation, warehouse consolidation costs, transactional tax assessments, amortization of intangible assets, restructuring charges and adjustment to reflect pro forma tax rate. Adjusted EBITDA was determined by excluding depreciation and amortization on property, plant and equipment, interest expense, provision for income taxes, and non-GAAP pre-tax adjustments, as set forth above, from the GAAP income from continuing operations. We believe that the presentation of these non-GAAP items provides meaningful supplemental information to investors, when viewed in conjunction with, and not in lieu of, our GAAP results. However, the non-GAAP financial measures have not been prepared under a comprehensive set of accounting rules or principles. Non-GAAP information should not be considered in isolation from, or as a substitute for, information prepared in accordance with GAAP. Moreover, there are material limitations associated with the use of non-GAAP financial measures.

**Table 5**  
**AVIAT NETWORKS, INC.**  
**Fiscal Year 2015 Third Quarter Summary**  
**SUPPLEMENTAL SCHEDULE OF REVENUE BY GEOGRAPHICAL AREA**  
**(Unaudited)**

	Quarter Ended		Three Quarters Ended	
	April 3, 2015	March 28, 2014	April 3, 2015	March 28, 2014
	(in millions)			
<b>North America</b>	<b>\$ 31.9</b>	<b>\$ 37.4</b>	<b>\$ 114.7</b>	<b>\$ 104.9</b>
<b>International:</b>				
Africa and Middle East	23.0	21.7	69.2	84.7
Europe and Russia	8.2	9.5	28.1	28.1
Latin America and Asia Pacific	11.7	12.8	36.1	42.9
	<b>42.9</b>	44.0	<b>133.4</b>	155.7
<b>Total Revenue</b>	<b>\$ 74.8</b>	<b>\$ 81.4</b>	<b>\$ 248.1</b>	<b>\$ 260.6</b>