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

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**Form 8-K**

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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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## **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.*

On May 7, 2015, Aviat Networks, Inc. (“Aviat Networks”) issued a press release announcing its preliminary results of operations and financial condition as of and for its third quarter of fiscal year 2015, which ended April 3, 2015. The full text of the press release and related financial tables is furnished herewith as Exhibit 99.1 and is 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 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 7, 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

Press Release, issued by Aviat Networks, Inc. on May 7, 2015

# News Release

www.aviatnetworks.com



## Aviat Networks Announces Third Quarter of Fiscal 2015 Financial Results

SANTA CLARA, Calif., May 7, 2015 -- Aviat Networks, Inc. (NASDAQ: AVNW), the leading expert in microwave networking solutions, today reported preliminary financial results for the third quarter of fiscal 2015, which ended April 3, 2015.

### Financial Highlights for Q3FY15

- Revenue at \$74.8 million
- Book to bill was above 1
- GAAP Gross Margin at 23.5%; Non-GAAP Gross Margin at 23.7%
- GAAP Operating Expense at \$27.7 million; Non-GAAP Operating Expense at \$23.8 million
- GAAP Net Loss including discontinued operations at \$(11.5) million, or \$(0.18) per share
- Non-GAAP Loss from Continuing Operations at \$(6.5) million, or \$(0.10) per share

A reconciliation of GAAP to non-GAAP financial measures for the fiscal third quarter along with the accompanying notes is provided on Table 4 below.

“Our fiscal third quarter results reflect positive trends in the business. Key customer wins in North America and Africa have further diversified our customer base and we made substantial progress lowering expenses,” said Michael Pangia, president and CEO, Aviat Networks. “Recent bookings momentum will lead to higher fourth quarter revenue. Leveraging our new product portfolio and operational efficiencies, we are increasingly confident in our ability to generate cash and profit.”

### GAAP Financial Results

For the third quarter of fiscal 2015, revenue was \$74.8 million, compared with \$81.4 million in the year-ago quarter. Aviat reported a net loss, including discontinued operations, for the quarter of \$(11.5) million, or \$(0.18) per share, compared with a net loss of \$(14.8) million, or \$(0.24) per share, in the year-ago quarter. Loss from continuing operations for the quarter was \$(11.5) million, or \$(0.18) per share, compared with a loss from continuing operations of \$(15.1) million, or \$(0.24) per share, in the year-ago quarter.

Cash and cash equivalents were \$35.0 million as of April 3, 2015 compared with \$38.7 million as of the end of the

second quarter of fiscal 2015.

### **Non-GAAP Financial Results**

Non-GAAP loss from continuing operations for the quarter was \$(6.5) million, or \$(0.10) per share, compared with a non-GAAP loss from continuing operations of \$(10.2) million, or \$(0.16) per share, in the year-ago quarter.

The third quarter of fiscal 2015 non-GAAP loss from continuing operations excluded \$4.0 million of pre-tax charges composed primarily of the following:

- \$0.7 million of share-based compensation expense;
- \$3.2 million of restructuring expense; and
- \$0.1 million of amortization of purchased intangibles.

Third quarter of fiscal 2015 Adjusted EBITDA was \$(4.2) million, compared with \$(7.8) million in the year ago quarter. In addition to the \$4.0 million of pre-tax charges excluded from non-GAAP loss from continuing operations noted above, third quarter of fiscal 2015 Adjusted EBITDA also excludes \$1.8 million of pre-tax charges primarily comprised of depreciation and amortization on property, plant and equipment.

A reconciliation of GAAP to non-GAAP financial measures for the third quarter of fiscal 2015 along with accompanying notes is provided on Table 4 below.

### **Third Quarter of Fiscal 2015 Revenue by Region**

Revenue in the North America region was \$31.9 million in the third quarter of fiscal 2015, compared with \$37.4 million in the year-ago quarter. International revenue was \$42.9 million, compared with \$44.0 million in the year-ago quarter.

### **Fourth Quarter of Fiscal 2015 Outlook**

Aviat Networks expects the following:

- Revenue in the range of \$80 million to \$85 million; and
- Adjusted EBITDA of approximately breakeven.

### **Conference Call Details**

Aviat Networks will host a conference call at 4:30 p.m. Eastern Time (ET) today to discuss its financial results for the third quarter of fiscal 2015. To listen to the live conference call, please dial toll free 888-468-2440 or 719-325-2329, access code 8806832, by 4:20 p.m. ET. Investors are invited to listen via webcast, which will be broadcast live and via replay approximately two hours after the call at <http://investors.aviatnetworks.com/events.cfm>.

### **Non-GAAP Measures and Comparative Financial Information**

Aviat Networks, Inc. reports information in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). Management of Aviat Networks monitors 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, adjusted earnings (losses) before interest, tax, depreciation and amortization ("Adjusted EBITDA") adjusted to exclude certain costs, charges, gains and losses, on a non-GAAP basis for planning and forecasting results in future periods, and may use these measures for some management compensation purposes. These measures exclude certain costs, expenses, gains and losses as shown on the attached Reconciliation of Non-GAAP Financial Measures table (table 4). 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 these non-GAAP financial measures in reporting its financial results to provide investors with an additional tool to evaluate its financial performance. Reconciliations of these non-GAAP financial measures with the most directly comparable financial measures calculated in accordance with GAAP are included in the tables below.

### **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](http://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 expectations regarding bookings momentum; expectations regarding Aviat Networks' ability



to generate cash and profit; and expectations and outlook regarding the fourth quarter of fiscal year 2015. All statements, trend analyses and other information contained herein about the markets for the services and products of Aviat Networks 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:

- material weaknesses identified in our system of internal control and associated remediation efforts and investments and other actions needed to remedy those material weaknesses;
- 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 December 19, 2014 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.

**Financial Tables to Follow:**

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

|  | Quarter Ended                           |                   | Three Quarters Ended |                   |
|--|---|-------------------|----------------------|-------------------|
|  | April 3,<br>2015                        | March 28,<br>2014 | April 3,<br>2015     | March 28,<br>2014 |
|  | (In millions, except per share amounts) |                   |                      |                   |
| Revenue from product sales and services                | \$ 74.8                                 | \$ 81.4           | \$ 249.7             | \$ 260.6          |
| Cost of revenue  | 57.2                                    | 60.5              | 185.1                | 195.3             |
| Gross margin   | 17.6                                    | 20.9              | 64.6                 | 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)            | (18.2)               | (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)            | (18.2)               | (38.8)            |
| Provision for income taxes                             | 1.5                                     | 0.5               | 2.4                  | 0.2               |
| Loss from continuing operations                        | (11.5)                                  | (15.1)            | (20.6)               | (39.0)            |
| Income from discontinued operations, net of tax        | —                                       | 0.3               | 0.1                  | 0.7               |
| Net loss   | \$ (11.5)                               | \$ (14.8)         | \$ (20.5)            | \$ (38.3)         |
| Basic and diluted income (loss) per common share:      |   |                   |                      |                   |
| Continuing operations                                  | \$ (0.18)                               | \$ (0.24)         | \$ (0.33)            | \$ (0.63)         |
| Discontinued operations                                | \$ 0.00                                 | \$ 0.00           | \$ 0.00              | \$ 0.01           |
| Net loss   | \$ (0.18)                               | \$ (0.24)         | \$ (0.33)            | \$ (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                                    | 37.6            | 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>\$ 219.2</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                                | 36.6            | 33.3            |
| Other long-term liabilities                    | 16.1            | 19.7            |
| Stockholders' equity                           | 77.5            | 102.6           |
|  | <u>\$ 219.2</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  | \$ (20.5)            | \$ (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   | (4.1)                | (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                                       | 2.0                  | 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)          |
| Proceeds from share-based compensation awards                               | —                    | 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,<br>2015 | % of<br>Revenue | March 28,<br>2014 | % of<br>Revenue | April 3,<br>2015     | % of<br>Revenue | March 28,<br>2014 | % of<br>Revenue |
| (In millions, except percentages and per share amounts)                   |                  |                 |                   |                 |                      |                 |                   |                 |
| <b>GAAP gross margin</b>  | \$ 17.6          | 23.5 %          | \$ 20.9           | 25.7 %          | \$ 64.6              | 25.9 %          | \$ 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>64.7</b>          | <b>25.9 %</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>7.7 %</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              | 23.4 %          | \$ 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>22.8 %</b>   | <b>64.4</b>       | <b>24.7 %</b>   |
| <b>GAAP operating loss</b>  | \$ (10.1)        | (13.5)%         | \$ (14.8)         | (18.2)%         | \$ (18.2)            | (7.3)%          | \$ (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>(11.5)</b>        | <b>(4.6)%</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)%         | \$ (20.6)            | (8.2)%          | \$ (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>\$ (13.0)</b>     | <b>(5.2)%</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)         |                 | \$ (0.33)            |                 | \$ (0.63)         |                 |
| Non-GAAP  | \$ (0.10)        |                 | \$ (0.16)         |                 | \$ (0.21)            |                 | \$ (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,<br>2015 | % of<br>Revenue | March 28,<br>2014 | % of<br>Revenue | April 3,<br>2015     | % of<br>Revenue | March 28,<br>2014 | % of<br>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>\$ (20.6)</b> | <b>(8.2)%</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>\$ (5.9)</b>  | <b>(2.4)%</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           | 70.8                 | 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            |
|                                | 42.9           | 44.0           | 135.0                | 155.7           |
| <b>Total Revenue</b>           | <b>\$ 74.8</b> | <b>\$ 81.4</b> | <b>\$ 249.7</b>      | <b>\$ 260.6</b> |

**Investor Relations:**

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