

AVIAT NETWORKS, INC.  
Form 8-K  
February 24, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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): February 24, 2015

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AVIAT NETWORKS, INC.  
(Exact name of registrant as specified in its charter)

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|   |                             |   |
|---|-----------------------------|---|
| Delaware  | 001-33278                   | 20-5961564                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (I.R.S. Employer<br>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  
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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Item 5.07 Submission of Matters to a Vote of Security Holders.

VOTING RESULTS OF 2014 ANNUAL MEETING OF STOCKHOLDERS

The 2014 Annual Meeting of Stockholders of the Company was held on February 24, 2015. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the SEC on January 23, 2015. A total of 55,602,183 (or approximately 89.2%) of the Company's shares issued, outstanding and entitled to vote at the 2014 Annual Meeting of Stockholders were represented in person or by proxy at the meeting. Set forth below are the final voting results for the proposals voted on at the 2014 Annual Meeting of Stockholders.

(1) Proposal 1 - Election of Directors: Election of eight nominees to the Company's Board of Directors for a one-year term expiring at the 2015 Annual Meeting of Stockholders, or until their successors are elected and qualified:

| Nominee              | Number of Shares |           |                  |
|----------------------|------------------|-----------|------------------|
|                      | For              | Withheld  | Broker Non-Votes |
| William A. Hasler    | 38,243,888       | 5,287,800 | 12,070,495       |
| James R. Henderson   | 40,667,525       | 2,864,163 | 12,070,495       |
| Charles D. Kissner   | 40,785,326       | 2,746,362 | 12,070,495       |
| John Mutch           | 40,809,581       | 2,722,107 | 12,070,495       |
| Michael A. Pangia    | 40,739,886       | 2,791,802 | 12,070,495       |
| Robert G. Pearse     | 40,671,828       | 2,859,860 | 12,070,495       |
| John J. Quicke       | 40,487,357       | 3,044,331 | 12,070,495       |
| Dr. James C. Stoffel | 40,689,286       | 2,842,402 | 12,070,495       |

Each nominee was elected by the Company's stockholders, as recommended by the Company's Board of Directors.

(2) Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm: Ratification of the Audit Committee's appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending July 3, 2015:

For: 52,678,925

Against: 2,884,462

Abstain: 38,796

Proposal 2 was approved by the Company's stockholders, as recommended by the Company's Board of Directors.

(3) Proposal 3 - Advisory vote on executive compensation. Approval of the advisory vote on executive compensation:

For: 39,702,765

Against: 3,694,833

Abstain: 134,090

Broker Non-Votes: 12,070,495

Proposal 3 was approved by the Company's stockholders, as recommended by the Company's Board of Directors.

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.

Date: February 24, 2015

By: /s/ Meena Elliott

Name: Meena Elliott  
Senior Vice President,

Title: Chief Legal and Administrative Officer,  
Corporate Secretary