

AVIAT NETWORKS, INC.  
Form 8-K  
November 17, 2016

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): November 16, 2016

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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.<br>Employer<br>Identification<br>No.) |

Address of principal executive offices: 860 N. McCarthy Blvd., Suite 200, Milpitas, California 95035  
Registrant's telephone number, including area code: (408) 941- 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 2016 ANNUAL MEETING OF STOCKHOLDERS

The 2016 Annual Meeting of Stockholders of the Company was held on November 16, 2016. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the SEC on October 3, 2016. A total of 4,613,965 (or approximately 87.70%) of the Company's shares issued, outstanding and entitled to vote at the 2016 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 2016 Annual Meeting of Stockholders.

(1) Proposal 1 - Election of Directors: Election of six nominees to the Company's Board of Directors for a one-year term expiring at the 2017 Annual Meeting of Stockholders, or until their successors are elected and qualified:

| Nominee              | Number of Shares |         |         | Broker Non-Votes |
|----------------------|------------------|---------|---------|------------------|
|                      | For              | Against | Abstain |                  |
| Wayne Barr, Jr.      | 3,618,762        | 111,342 | 21,897  | 861,964          |
| Kenneth Kong         | 3,624,755        | 102,414 | 24,832  | 861,964          |
| John Mutch           | 3,634,128        | 93,060  | 24,813  | 861,964          |
| Michael A. Pangia    | 3,620,491        | 106,586 | 24,924  | 861,964          |
| John J. Quicke       | 3,625,329        | 104,830 | 21,842  | 861,964          |
| Dr. James C. Stoffel | 3,625,281        | 101,990 | 24,730  | 861,964          |

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 BDO USA, LLP as the Company's independent registered public accounting firm for fiscal year 2017:

For: 4,515,855

Against: 51,307

Abstain: 46,803

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: 3,647,314

Against: 74,953

Abstain: 29,734

Broker Non-Votes: 861,964

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

(4) Proposal 4 - Approve amendments to the Company's Amended and Restated Certificate of Incorporation, as amended, to restrict certain transfers of the Company's common stock in order to protect the substantial tax benefits of the Company's net operating loss carryforwards:

For: 3,667,192

Against: 62,130

Abstain: 22,679

Broker Non-Votes: 861,964

Proposal 4 was approved by the Company's stockholders, as recommended by the Company's Board of Directors.

(5) Proposal 5 - To approve the Company's tax benefit preservation plan designed to protect the substantial tax benefits of the Company's net operating loss carryforwards:

For: 3,478,992

Against: 250,393

Abstain: 22,616

Broker Non-Votes: 861,964

Proposal 5 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: November 17, 2016 By: /s/ Meena Elliott

Name: Meena Elliott

Senior Vice President,

Title: Chief Legal and Administrative Officer,  
Corporate Secretary