

AVIAT NETWORKS, INC.  
Form 8-K  
November 14, 2012

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): November 13, 2012

---

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

---

Delaware	001-33278	20-5961564
(State or other jurisdiction of incorporation)	(Commission File Number)	(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

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 5.07 Submission of Matters to a Vote of Security Holders  
SIGNATURE

---

## Item 5.07 Submission of Matters to a Vote of Security Holders.

## VOTING RESULTS OF 2012 ANNUAL MEETING OF STOCKHOLDERS

The 2012 Annual Meeting of Stockholders of the Company was held on November 13, 2012. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the SEC on September 26, 2012. A total of 50,974,831 (or approximately 82.98%) of the Company's shares issued, outstanding and entitled to vote at the 2012 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 2012 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 2013 Annual Meeting of Stockholders, or until their successors are elected and qualified:

Nominee	Number of Shares		Broker Non-Votes
	For	Withheld	
William A. Hasler	37,226,893	6,308,335	7,439,623
Clifford H. Higginson	40,119,374	3,415,854	7,439,623
Charles D. Kissner	39,336,705	4,198,523	7,439,623
Michael A. Pangia	42,888,166	647,062	7,439,623
Raghavendra Rau	42,900,451	634,777	7,439,623
Dr. Mohsen Sohi	40,148,474	3,386,754	7,439,623
Dr. James C. Stoffel	40,120,977	3,414,251	7,439,623
Edward F. Thompson	39,378,626	4,156,602	7,439,623

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 June 28, 2013:

For: 49,734,966

Against: 1,213,846

Abstain: 26,039

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: 42,463,538

Against: 682,720

Abstain: 388,970

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: November 14, 2012

By: /s/ Meena Elliott  
Name: Meena Elliott  
Title: Senior Vice President, General  
Counsel and Secretary