

AVIAT NETWORKS, INC.
Form 8-K
November 12, 2010

**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 9, 2010

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

(Former address, if changed since last report): no change

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 40.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.**VOTING RESULTS OF 2010 ANNUAL MEETING OF STOCKHOLDERS**

The 2010 Annual Meeting of Stockholders of the Company was held on November 9, 2010. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the SEC on September 27, 2010. A total of 52,888,368 (or approximately 89.13%) of the Company's shares issued, outstanding and entitled to vote at the 2010 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 2010 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 2011 Annual Meeting of Stockholders, or until their successors are elected and qualified:

| Nominee | Number of Shares | | |
|-----------------------|------------------|-----------|------------------|
| | For | Withheld | Broker Non-Votes |
| Eric C. Evans | 46,592,820 | 832,419 | 5,463,129 |
| William A. Hasler | 45,300,739 | 2,124,500 | 5,463,129 |
| Clifford H. Higgerson | 45,141,829 | 2,283,410 | 5,463,129 |
| Charles D. Kissner | 46,504,349 | 920,890 | 5,463,129 |
| Raghavendra Rau | 46,567,571 | 857,668 | 5,463,129 |
| Dr. Mohsen Sohi | 45,173,045 | 2,252,194 | 5,463,129 |
| Dr. James C. Stoffel | 45,171,511 | 2,253,728 | 5,463,129 |
| Edward F. Thompson | 46,580,912 | 844,327 | 5,463,129 |

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 Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending July 1, 2011:

| | |
|----------|------------|
| For: | 52,642,694 |
| Against: | 76,482 |
| Abstain: | 169,192 |

Proposal 2 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.

By: /s/ Meena Elliott

Name: Meena Elliott
Title: Vice President, General
Counsel and Secretary

Date: November 11, 2010