AVIAT NETWORKS, INC.
Form 8-K
March 21, 2018

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): March 20, 2018

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: 860 N. McCarthy Blvd., Suite 200, Milpitas, California 95035
Registrant's telephone number, including area code: (408) 941- 7100
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:
o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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VOTING RESULTS OF 2017 ANNUAL MEETING OF STOCKHOLDERS

The fiscal year 2017 Annual Meeting of Stockholders of the Company was held on March 20, 2018. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the SEC on February 12, 2018. A total of 4,449,673 (or approximately 83.31%) of the Company's shares issued, outstanding and entitled to vote at the fiscal year 2017 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 fiscal year 2017 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 2018 Annual Meeting of Stockholders, or until their successors are elected and qualified:

	Number of Shares			
Nominee	For	Against	Abstain	Broker Non-Votes
Wayne Barr, Jr.	3,171,302	250,365	19,808	1,008,198
Kenneth Kong	3,189,857	231,617	20,001	1,008,198
John Mutch	3,189,190	232,486	19,799	1,008,198
Michael A. Pangia	3,228,617	196,413	16,445	1,008,198
John J. Quicke	3,191,048	230,427	20,000	1,008,198
Dr. James C. Stoffel	3,235,263	189,425	16,787	1,008,198

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 2018:

- For: 4,338,776
- Against: 75,862
- Abstain: 35,035

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: 3,298,755
- Against: 124,317
- Abstain: 18,403
- Broker Non-Votes: 1,008,198

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

(4) Proposal 4 - Advisory vote on the frequency of holding future advisory votes on Say-on-Pay. Approval of the frequency of holding future advisory vote on Say-on-Pay:

- 1 Year: 3,212,436
- 2 Years: 26,871
- 3 Years: 184,297
- Abstain: 17,871

The frequency of 1 year was approved by the Company's stockholders, as recommended by the Company's Board of Directors.

(5) Proposal 5 - To approve the Company's 2018 Incentive Plan:

- For: 3,061,631
- Against: 371,164
- Abstain: 8,680
- Broker Non-Votes: 1,008,198

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: March 20, 2018 By: /s/ Meena Elliott
Name: Meena Elliott
Senior Vice President,
Title: Chief Legal and Administrative Officer,
Corporate Secretary