

AVNET INC  
 Form S-8  
 November 07, 2011

As filed with the Securities and Exchange Commission on November 7, 2011

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**AVNET, INC.**

(Exact name of registrant as specified in its charter)

**New York**  
 (State or other jurisdiction  
 of  
 incorporation or  
 organization)

**2211 South 47th Street**  
**Phoenix, Arizona 85034**

(Address of principal executive offices including zip code)

**11-1890605**  
 (I.R.S. Employer

Identification No.)

**AVNET EMPLOYEE STOCK PURCHASE PLAN**  
 (Full title of the plan)

**David R. Birk**  
**Senior Vice President and General Counsel**  
**Avnet, Inc.**

**2211 South 47th Street**  
**Phoenix, Arizona 85034**  
**(480) 643-2000**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Amount of Registration Fee<sup>(2)</sup></b>
Common Stock, \$1.00 par value per share	500,000 shares	\$29.98	\$14,987,500	\$1,717.57

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transactions.
  - (2) Estimated solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rule 457(h) under the Securities Act based upon the average high and low prices for the Common Stock on November 2, 2011.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed by Avnet, Inc., a New York corporation (the Registrant or the Company ), to register an additional 500,000 shares of the Company s common stock, par value \$1.00 per share (the Common Stock ), that may be issued pursuant to the Company s Employee Stock Purchase Plan, as amended and restated (the Plan ).

In accordance with the provisions of General Instruction E of Form S-8, the Company hereby incorporates by reference the contents of the Company s currently effective Registration Statements on Form S-8 (Registration No. 33-62583, Registration No. 333-84671, Registration No. 333-101039 and Registration No. 333-112063), except to the extent supplemented or amended or superseded by the information set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed with the U.S. Securities and Exchange Commission ( Commission ) are hereby incorporated by reference into this Registration Statement:

1. the Company s Annual Report on Form 10-K for the fiscal year ended July 2, 2011, as amended on September 9, 2011;
2. the Company s Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2011;
3. the Company s Current Reports on Form 8-K filed with the Commission on July 5, 2011, August 2, 2011, August 16, 2011 and August 26, 2011 and a portion of the Current Report on Form 8-K filed with the Commission on August 10, 2011; and
4. the description of the Common Stock set forth in the Company s registration statement for such Common Stock filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents that the Company subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that the Company has sold all of the securities offered under this Registration Statement or that deregisters the distribution of all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement from the date that the Company files such report or document. Any statement contained in this Registration Statement or any report or document incorporated into this Registration Statement by reference, however, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently dated report or document that is also considered part of this Registration Statement, or in any amendment to this Registration Statement, is inconsistent with such prior statement. The Registrant s file number with the Commission is 1-04224.

**Item 5. Interests of Named Experts and Counsel.**

Certain matters with respect to the shares of Common Stock being registered hereunder are being passed upon by David R. Birk, Esq., whose opinion is filed as Exhibit 5.1 to this Registration Statement. Mr. Birk is Senior Vice President and General Counsel of the Registrant and the beneficial owner of 158,834 shares of the Registrant's Common Stock, including 76,708 shares issuable upon exercise of employee stock options.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(i) of the Registrant's Current Report on Form 8-K dated February 12, 2001)
4.2	By-laws of the Registrant, effective August 11, 2011 (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K dated August 15, 2011)
5.1	Opinion of David R. Birk, Esq., Senior Vice President and General Counsel of Avnet, Inc.
10.1	Avnet Employee Stock Purchase Plan, as Amended and Restated
23.1	Consent of David R. Birk, Esq. (contained in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Powers of Attorney (included on signature page hereto) <b>[SIGNATURES ON THE NEXT PAGE]</b>

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on November 7, 2011.

**AVNET, INC.**

By: /s/ Raymond Sadowski  
Name: Raymond Sadowski  
Title: Senior Vice President and  
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby authorizes and appoints each of Richard Hamada and Raymond Sadowski his or her attorneys-in-fact, for him or her in any and all capacities, to sign any amendments to this S-8 registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on November 7, 2011 by the following persons in the capacities indicated:

Signature	Title
/s/ Roy Vallee	Chairman of the Board and Director
Roy Vallee	
/s/ Richard Hamada	Chief Executive Officer and Director (Principal Executive Officer)
Richard Hamada	
/s/ Eleanor Baum	Director
Eleanor Baum	
/s/ J. Veronica Biggins	Director
J. Veronica Biggins	
/s/ Ehud Houminer	Director
Ehud Houminer	
/s/ James A. Lawrence	Director

James A. Lawrence

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Signature	Title
/s/ Frank R. Noonan	Director
Frank R. Noonan	
/s/ Ray M. Robinson	Director
Ray M. Robinson	
/s/ William H. Schuman III	Director
William H. Schuman III	
/s/ William P. Sullivan	Director
William P. Sullivan	
/s/ Raymond Sadowski	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Raymond Sadowski	

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**EXHIBIT INDEX**

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