



2019
Proxy Statement
& Annual Report
Aviat Networks, Inc.



September 27, 2019

To Our Stockholders:

Fiscal 2019 was a year marked by many accomplishments and we enter fiscal 2020 in perhaps the best financial position in our Company's history. We grew revenue for the second year in a row; delivered our third consecutive year of profitability; and continued to enhance our balance sheet, with further improvements anticipated.

At the heart of our strategy in fiscal 2019 was innovation and a relentless focus to enhance both the products we sell and the services we provide. We invested vigorously in technology, launching new solutions for both private network and service provider customers globally, and introduced new network management tools along with cloud-based services. We launched the Aviat Store, a self-service online marketplace for our WTM 4000 all-outdoor product family, leading to new accounts and a simplified way of order fulfillment. And just after the fiscal year ended, we launched our WTM 4800 e-band and multi-band radio platform for 5G transport applications. This is the industry's first and only single box multi-band solution, demonstrating our commitment to differentiation and ensuring we remain positioned to exceed the needs of our customers. Innovation never stops and I'm proud of what our team accomplished. Looking forward, we are even more excited with the potential these new offerings hold.

While total revenue grew modestly year-over-year, bookings were the best we've seen since fiscal 2016 with exceptionally strong performance in North America. In fact, fiscal 2019 bookings for North America were up 27%, as we won two new state contracts; received large awards in states where we have a strong presence; and expanded our customer base across several new verticals. What's telling is the diversity of these channels as we now sell into the wireless broadband, public safety, military, education, transportation, financial services, oil and gas, and utilities markets, among others. We also entered into a strategic partnership with NEC Corporation, under which Aviat has become the North American sales channel for NEC's microwave products. Although no revenue was recognized in fiscal 2019, we anticipate incremental revenue streams to materialize in the coming years. Aviat now has more than half of the U.S. state contracts and sells into virtually all states; a trend we believe will continue due to the strength of our technology and enhanced services capabilities.

Internationally, we experienced great success in the APAC region, specifically with respect to our relationship with Globe, a leading telecom provider in the Philippines. They continue to be a key customer and we are working with them on other projects which we expect will position us well for future growth. We also signed a five-year global supplier frame agreement with Ooredoo, an international telecom company in Qatar, with 10 operating companies spread throughout the Middle East, North Africa and Southeast Asia. This agreement enables all of Ooredoo's operating entities to purchase our complete portfolio of wireless transport solutions. These wins, along with others, helped offset the unexpected decline in Africa business in the second half of fiscal 2019. As the spending environment in Africa has changed, we in turn, are evaluating new business models in that region which will enable us to support our customers, while helping to improve profitability. We are not expecting Africa to rebound in the near-term, but are offsetting the top-line impact with growth in other areas of our business and better margin profiles.

We executed our fiscal 2019 plan with precision, exceeding many of the goals we set out to achieve when the year began. Operational excellence initiatives enabled us to generate savings which were in turn, re-invested in growth-related areas and product differentiation. These investments were behind much of our past success and fuels a great deal of our optimism. Further, the backlog we have amassed has us well positioned in fiscal 2020 and we are going to be vigilant in our execution, driving home the continuous improvement mindset in everything we do.

Fiscal Year 2019 Financial Results

In fiscal 2019, we reported total revenue of \$243.9 million, compared to revenue of \$242.5 million in the prior year. Revenue in North America increased by \$1.8 million year-over-year and could have increased further had it not been for an appeal on one of the state contracts awarded in fiscal 2019 that delayed the project. This helped offset a \$0.5 million decline in international revenue, with significant growth in the APAC region offsetting declines in Africa. We ended the year with a book to bill greater than 1, due in part to our strong performance in North America.

On both GAAP and non-GAAP basis, gross margins of 32.5% represented a decline of 70 basis points and 60 basis points, respectively. While gross margins declined year-over-year, they were in line with company expectations and the fiscal 2019 fourth quarter represented the strongest quarter of the year. This momentum is anticipated to carry forward into fiscal 2020.

GAAP operating expenses were \$77.9 million in fiscal 2019, as compared to \$79.2 million in fiscal 2018, a decline of \$1.3 million, or 1.6%. Non-GAAP operating expenses were \$75.0 million, as compared to \$74.8 million, an increase of \$0.2 million, or 0.3%. The modest year-over-year increase in non-GAAP operating expenses was related to higher non-GAAP research and development expenses to support new product introductions, offset by a reduction in non-GAAP selling and administrative expenses as we continue to realign and lower fixed costs.

With respect to our bottom-line:

- We reported GAAP operating income of \$1.4 million in fiscal 2019 as compared to a GAAP operating income of \$1.3 million in the prior year. Non-GAAP operating income in fiscal 2019 was \$4.3 million, as compared to \$5.4 million in the prior year.
- We reported GAAP net income attributable to Aviat Networks in fiscal 2019 of \$9.7 million, as compared to \$1.8 million in the prior year. Non-GAAP net income attributable to Aviat Networks in fiscal 2019 was \$3.2 million, as compared to \$3.8 million in the prior year.
- We reported Adjusted Earnings before interest, taxes, depreciation and amortization (“EBITDA”) of \$8.8 million in fiscal 2019, as compared to \$10.1 million in the prior year.

Bottom-line results were impacted by the unanticipated decline in spending by our Africa customers, though based on the mix shift and nature of bookings more heavily weighted towards North America in fiscal 2020, we anticipate significant bottom-line improvements in the coming fiscal year.

We ended fiscal 2019 with \$31.9 million in cash and cash equivalents on our balance sheet. While our cash position declined year-over-year, much had to do with the timing of collections and our cash position has improved since the fiscal year-end. We also invested approximately \$2.3 million to repurchase shares from our stock repurchase program, as we believe our stock represents a strong use of capital given current valuations. Additionally, we continued to generate positive cash from operations and our working capital metrics remain among the best in our history, with further improvements anticipated.

Building Value for the Future

Near-term growth will be challenged due to the current environment in Africa but our momentum in North America should help offset the top-line impact, and in a more meaningful way. The shift in revenue mix more heavily weighted to the private networks business and in North America, is expected to have a positive impact on gross margins and bottom-line performance. We have proven our ability to manage expenses based on anticipated revenue as well as support growth initiatives, and fiscal 2020 will be no different. We have significant savings that will be realized from our operational excellence programs, and like fiscal 2019, we will allocate the appropriate investment dollars to research and development as innovation is key to our success and to that of our customers. Some of the anticipated savings will fall directly to the bottom-line and as we embark on new initiatives aimed at improving efficiencies and consolidating certain back-office functions, we will become an even stronger company.

We provided guidance for the first half of fiscal 2020, anticipating non-GAAP operating income of approximately \$6 million as compared to \$3.0 million in the comparable fiscal 2019 period. Adjusted EBITDA over that same period is expected to be approximately \$7.5 million compared to Adjusted EBITDA of \$5.4 million in the first half of fiscal 2019. Profitability is anticipated in both the fiscal 2020 first and second quarters, and while we have not provided guidance for the full fiscal year, we do anticipate that profitability will be greater in fiscal 2020 and that our market position will continue to strengthen.

Our employees around the world have rallied around Lean and Six Sigma principles and are putting those tools to work in everything we do. They are fully engaged, collaborating as a team, and energized like never before. While we have made progress in our transformation, I believe the best is still to come as we fully leverage the power of automation and artificial intelligence. We continue to uncover smarter ways of doing business and that is the hallmark of great organizations. Our openness to embrace change and implement it to yield positive outcomes have led to our success and will ultimately, drive future performance.

Momentum is strong and building; industry trends are working in our favor; and we have the team in place to execute. 5G is fast-approaching and we are beginning to see several customers begin their purchase cycles and others plan accordingly for network upgrades. That is why we took the initiative to accelerate some of our R&D efforts as we believe fiscal 2020 will show a gradual pick-up for 5G-related products and services, with a bigger impact most likely in the one to three years that follow. Our new WTM 4800 solution is specifically designed for 5G transport applications and has been met with great enthusiasm.

In closing, everyone at Aviat remains laser-focused on delivering for our customers, partners and shareholders and the steps we are taking to improve our foundation further, should result not only in greater profitability, but greater value for all our stakeholders. On behalf of our Board of Directors and all Aviat Networks employees, I want to thank our shareholders for your continued support, and I look forward to reporting on our progress throughout the year.



Walter Stanley Gallagher, Jr.
Interim Chief Executive Officer
Chief Operating Officer & Principal Financial Officer
Aviat Networks, Inc.

This letter to Stockholders contains statements that qualify as “forward looking statements” under the Private Securities Litigation Reform Act of 1995, including, but not limited to our plans, strategies and objectives for future operations, expectations regarding future performance and opportunities to improve business processes. These and other risks, uncertainties and factors may cause our actual results to be materially different from those expressed or implied by each forward-looking statement. These other risks, uncertainties and other factors are discussed in our fiscal year 2019 Form 10-K and in our other filings with the Securities and Exchange Commission. You should not rely on any forward-looking statements. We undertake no obligation to update publicly any forward-looking statement, whether written or oral, for any reason, except as required by law, even as new information becomes available or other events occur in the future.

AVIAT NETWORKS, INC.

Fiscal Year 2019 Summaries.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES AND REGULATION G DISCLOSURE

To supplement the consolidated financial statements presented in accordance with accounting principles generally accepted in the United States (GAAP), we provide additional measures of gross margin, research and development expenses, selling and administrative expenses, operating income, provision for or benefit from income taxes, net income attributable to Aviat Networks, diluted net income per share attributable to Aviat Networks, and adjusted income before interest, tax, depreciation and amortization (Adjusted EBITDA) attributable to Aviat Networks, adjusted to exclude certain costs, charges, gains and losses, as set forth below. We believe that these non-GAAP financial measures, when considered together with the GAAP financial measures provide information that is useful to investors in understanding period-over-period operating results separate and apart from items that may, or could, have a disproportionate positive or negative impact on results in any particular period. We also believe these non-GAAP measures enhance the ability of investors to analyze trends in our business and to understand our performance. In addition, we may utilize non-GAAP financial measures as a guide in our forecasting, budgeting and long-term planning process and to measure operating performance for some management compensation purposes. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. Reconciliations of these non-GAAP financial measures with the most directly comparable financial measures calculated in accordance with GAAP follow.

AVIAT NETWORKS, INC.

Fiscal Year 2019 Summaries.

RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES ⁽¹⁾

**Consolidated Statements of Operations
(Unaudited)**

	Twelve Months Ended			
	June 28, 2019	% of Revenue	June 29, 2018	% of Revenue
	(In thousands, except percentages)			
GAAP gross margin	\$ 79,270	32.5 %	\$ 80,503	33.2 %
WTM inventory write-down recovery	(155)		(512)	
Share-based compensation	170		201	
Non-GAAP gross margin	79,285	32.5 %	80,192	33.1 %
GAAP research and development expenses	\$ 21,111	8.7 %	\$ 19,750	8.1 %
Share-based compensation	(150)		(147)	
Non-GAAP research and development expenses	20,961	8.6 %	19,603	8.1 %
GAAP selling and administrative expenses	\$ 56,055	23.0 %	\$ 58,157	24.0 %
Share-based compensation	(1,403)		(2,009)	
Strategic alternative costs	(593)		(920)	
Non-GAAP selling and administrative expenses	54,059	22.2 %	55,228	22.8 %
GAAP operating income	\$ 1,368	0.6 %	\$ 1,317	0.5 %
WTM inventory write-down recovery	(155)		(512)	
Share-based compensation	1,723		2,357	
Strategic alternative costs	593		920	
Restructuring charges, net	736		1,279	
Non-GAAP operating income	4,265	1.7 %	5,361	2.2 %
GAAP income tax benefit	\$ (8,188)	(3.4)%	\$ (1,036)	(0.4)%

	Twelve Months Ended			
	June 28, 2019	% of Revenue	June 29, 2018	% of Revenue
(In thousands, except percentages and per share amounts)				
Tax refund from Inland Revenue Authority of Singapore	—		1,322	
Tax receivable from Department of Federal Revenue of Brazil	1,646		—	
Release of valuation allowance	7,486		—	
AMT credit related to valuation allowance release	—		3,303	
Adjustment to reflect pro forma tax rate	256		(2,389)	
Non-GAAP income tax provision	1,200	0.5 %	1,200	0.5 %
GAAP net income attributable to Aviat Networks	\$ 9,738	4.0 %	\$ 1,845	0.8 %
Share-based compensation	1,723		2,357	
Strategic alternative costs	593		920	
Restructuring charges, net	736		1,279	
Nigeria FX loss on dividend receivable	—		188	
WTM inventory write-down recovery	(155)		(512)	
Tax refund from Inland Revenue Authority of Singapore	—		(1,322)	
Release of valuation allowance	(7,486)		—	
AMT credit related to valuation allowance release	—		(3,303)	
Tax receivable from Department of Federal Revenue of Brazil	(1,646)		—	
Adjustment to reflect pro forma tax rate	(256)		2,389	
Non-GAAP net income attributable to Aviat Networks	\$ 3,247	1.3 %	\$ 3,841	1.6 %
Diluted net income per share attributable to Aviat Networks' stockholders:				
GAAP	\$ 1.73		\$ 0.33	
Non-GAAP	\$ 0.58		\$ 0.68	
Shares used in computing diluted net income per share				
GAAP/Non-GAAP	5,618		5,647	
Adjusted EBITDA:				
GAAP net income attributable to Aviat Networks	\$ 9,738	4.0 %	\$ 1,845	0.8 %
Depreciation and amortization of property, plant and equipment	4,468		5,199	
Interest income, net	(165)		(169)	
Share-based compensation	1,723		2,357	
Strategic alternative costs	593		920	
Restructuring charges, net	736		1,279	
Nigeria FX loss on dividend receivable	—		188	
WTM inventory write-down recovery	(155)		(512)	
Benefit from income taxes	(8,188)		(1,036)	
Adjusted EBITDA attributable to Aviat Networks	\$ 8,750	3.6 %	\$ 10,071	4.2 %

- (1) The adjustments above reconcile our GAAP financial results to the non-GAAP financial measures used by Aviat Networks. Our non-GAAP net income attributable to Aviat Networks excluded share-based compensation, and other non-recurring charges (recovery). Adjusted EBITDA was determined by excluding depreciation and amortization on property, plant and equipment, interest, provision for or benefit from income taxes, and non-GAAP pre-tax adjustments, as set forth above, from the GAAP net income attributable to Aviat Networks. We believe that the presentation of these non-GAAP items provides meaningful supplemental information to investors, when viewed in conjunction with, and not in lieu of, our GAAP results. However, the non-GAAP financial measures have not been prepared under a comprehensive set of accounting rules or principles. Non-GAAP information should not be considered in isolation from, or as a substitute for, information prepared in accordance with GAAP. Moreover, there are material limitations associated with the use of non-GAAP financial measures.

AVIAT NETWORKS, INC.
Notice of Annual Meeting of Stockholders for Fiscal Year 2019
To Be Held on November 13, 2019

TO THE HOLDERS OF COMMON STOCK OF AVIAT NETWORKS, INC.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders for fiscal year 2019 (the “Annual Meeting”) of Aviat Networks, Inc. (the “Company”) will be held at our facilities, located at 5250 Prue Road, Suite #535, San Antonio, TX 78240, on November 13, 2019, at 12:30 p.m., local time, for the following purposes:

1. To elect four directors to serve until the Company’s 2020 Annual Meeting of Stockholders or until their successors have been elected and qualified.
2. To vote on the ratification of the appointment by our Audit Committee of BDO USA, LLP (“BDO”) as the Company’s independent registered public accounting firm for fiscal year 2020.
3. To hold an advisory, non-binding vote to approve the Company’s named executive officer compensation (“Say-on-Pay”).
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement or other delay thereof.

Only holders of common stock at the close of business on September 17, 2019 are entitled to notice of and to vote at the Annual Meeting.

Whether or not you expect to attend the Annual Meeting in person, we urge you to submit a proxy to vote your shares. This will help ensure the presence of a quorum at the Annual Meeting.

By Order of the Board of Directors

September 27, 2019

/s/ Walter Stanley Gallagher, Jr.
Interim President and Chief Executive
Officer, Chief Operating Officer and
Principal Financial Officer

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting to Be Held on November 13, 2019**

**The proxy statement and annual report to stockholders are available at
<https://materials.proxyvote.com/05366Y>**

Your vote is important regardless of the number of shares you own. The Board of Directors urges you to sign, date and return the enclosed proxy card by mail (using the enclosed postage-paid envelope) as promptly as possible, or vote electronically or by telephone as described in the attached proxy statement. If you have any questions or need assistance in voting your shares, please contact Broadridge, toll-free at 1-800-690-6903.

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AVIAT NETWORKS, INC.

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 13, 2019

This proxy statement (this “Proxy Statement”) applies to the solicitation of proxies by the Board of Directors (the “Board”) of Aviat Networks, Inc. (which we refer to as “Aviat,” the “Company,” “we,” “our,” and “ours”) for use at the Annual Meeting of Stockholders for fiscal year 2019 and any adjournment, postponement or other delay thereof (the “Annual Meeting”), to be held at 12:30 p.m., local time, on November 13, 2019. The Annual Meeting will be held at our facilities located at 5250 Prue Road, Suite #535, San Antonio, TX 78240. The telephone number is (408) 941-7100. These proxy materials are being made available on or about September 27, 2019, to our stockholders entitled to notice of and to vote at the Annual Meeting.

ABOUT THE ANNUAL MEETING

What is the purpose of the Annual Meeting?

The purpose of the Annual Meeting is to obtain stockholder action on the matters outlined in the notice of meeting included with this Proxy Statement. All holders of shares of common stock at the close of business on September 17, 2019 are entitled to notice of and to vote at the Annual Meeting. At the Annual Meeting, our stockholders will vote (i) to elect four directors; (ii) on the ratification of the appointment by our Audit Committee of BDO USA, LLP (“BDO”) as our independent registered public accounting firm for fiscal year 2020; and (iii) on an advisory, non-binding resolution to approve the Company’s named executive officer compensation (“Say-on-Pay”).

What is the record date, and who is entitled to vote at the Annual Meeting?

The record date for the stockholders entitled to vote at the Annual Meeting is September 17, 2019 (the “Record Date”). The Record Date was established by the Board as required by the Delaware General Corporation Law and our Bylaws. Owners of shares of our common stock at the close of business on the Record Date are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting. You may vote all shares that you owned as of the Record Date.

What are the voting rights of the holders of common stock at the Annual Meeting?

Each outstanding share of our common stock is entitled to one vote on each matter considered at the Annual Meeting. As of the Record Date, there were 5,329,206 shares of our common stock outstanding.

Who may attend the Annual Meeting?

Subject to space availability, all stockholders as of the Record Date, or their duly appointed proxies, may attend the Annual Meeting. Since seating is limited, admission to the Annual Meeting will be on a first-come, first-served basis.

If your shares are held in “street name” (that is, through a bank, broker or other holder of record) and you wish to attend the Annual Meeting, you must bring to the Annual Meeting a copy of a bank or brokerage statement reflecting your stock ownership as of the Record Date.

Each stockholder may be asked to present valid picture identification, such as a driver’s license or passport. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting. You may contact us by calling (408) 941-7100 for directions to the Annual Meeting.

How do I vote?

Stockholders of record can vote by proxy as follows:

- Via the Internet: Stockholders may submit voting instructions through the Internet by following the instructions included with the proxy card.
- By Telephone: Stockholders may submit voting instructions by telephone by following the instructions included with the proxy card.
- By Mail: Stockholders may sign, date and return their proxy card in the pre-addressed, postage-paid envelope provided.
- At the Annual Meeting: If you attend the Annual Meeting, you may vote in person by ballot, even if you have previously returned a proxy card.

If you hold your shares in “street name,” the bank, broker or other holder of record holding your shares will send you separate instructions describing the procedure for voting your shares. If you hold your shares in “street name,” you will not be able to vote in person by ballot at the Annual Meeting unless you have previously requested and obtained a “legal proxy” from your broker, bank or other holder of record and present it at the Annual Meeting.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

Pursuant to Securities and Exchange Commission rules, we have provided access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record and beneficial owners of shares held in “street name.” All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, the Notice contains information on how stockholders may request delivery of proxy materials in printed form by mail or electronically by email on an ongoing basis.

How can I access the proxy materials and annual report on the Internet?

This Proxy Statement, the form of proxy card, the Notice and our annual report on Form 10-K for the fiscal year ended June 28, 2019 are available at www.Proxyvote.com.

Why is Aviat soliciting proxies?

In lieu of personally attending and voting at the Annual Meeting, you may appoint a proxy to vote on your behalf. The Board has designated proxy holders to whom you may submit your voting instructions. The proxy holders for the Annual Meeting are John Mutch, Chairman of the Board, and Walter Stanley Gallagher Jr., Interim President and Chief Executive Officer, Chief Operating Officer and Principal Financial Officer (“CEO”).

How do I revoke my proxy?

If you are a stockholder of record, you may revoke your proxy at any time before your shares are voted at the Annual Meeting by:

- delivering a written notice of revocation to the Company’s Secretary, at 860 N. McCarthy Blvd., Suite 200, Milpitas, CA 95035;
- signing, dating and returning a proxy card bearing a later date;

- submitting another proxy by Internet or telephone (the latest dated proxy will control); or
- attending the Annual Meeting and voting in person by ballot.

If you hold your shares in “street name,” you should follow the directions provided by the bank, broker or other holder of record to revoke your proxy. Regardless of how you hold your shares, your attendance at the Annual Meeting after having executed and delivered a valid proxy card will not in and of itself constitute a revocation of your proxy.

What vote is required to approve each item?

- Proposal No. 1 (election of directors): the director nominees will be elected by a majority of the votes cast. Stockholders may not cumulate votes in the election of directors. **The Board recommends a vote “FOR” all nominees.**
- Proposal No. 2 (ratification of BDO as the Company’s independent registered public accounting firm): the affirmative vote by the holders of common stock entitled to cast a majority of the voting power of all of the common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal is necessary for approval of Proposal No. 2. **The Board recommends a vote “FOR” Proposal No. 2.**
- Proposal No. 3 (advisory, non-binding vote on named executive officer compensation): the affirmative vote by the holders of common stock entitled to cast a majority of the voting power of all of the common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal is necessary for approval of Proposal No. 3. **The Board recommends a vote “FOR” Proposal No. 3.**

What happens if a director does not receive a sufficient number of votes?

Aviat’s Corporate Governance Guidelines provide that a director nominee who receives a greater number of votes “AGAINST” his or her election than votes “FOR” his or her election must promptly offer his or her resignation to the Board. The Board will determine whether to accept the nominee’s resignation. See “Majority Vote Policy in Director Elections” for additional information.

What constitutes a quorum, abstention and broker “non-vote”?

The presence at the Annual Meeting either in person or by proxy of the holders of common stock entitled to cast a majority of the voting power of all of the common stock issued and outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting.

Abstentions and broker “non-votes” are counted as present and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting. An abstention occurs when a stockholder does not vote for or against a proposal but specifically abstains from voting. A broker “non-vote” occurs when a bank, broker or other holder of record holding shares in street name for a beneficial owner signs and submits a proxy or votes with respect to shares of common stock held in a fiduciary capacity, but does not vote on a particular matter because the bank, broker or other holder of record does not have discretionary voting power with respect to that matter and has not received instructions from the beneficial owner or because the bank, broker or other holder of record elects not to vote on a matter as to which it does have discretionary voting power. Under the rules governing banks, brokers and other holders of record who are voting with respect to shares held in street name, such entities have the discretion to vote such shares on routine matters but not on non-routine matters. Only Proposal No. 2 is a routine matter.

For Proposal No. 1, abstentions and broker “non-votes”, if any, will be disregarded and have no effect on the outcome of the vote. For Proposals No. 2 and No. 3, abstentions will have the same effect as voting against the proposal, and broker “non-votes”, if any, will be disregarded and have no effect on the outcome of the vote.

Who pays for the cost of solicitation?

We will bear the entire cost of solicitation, including the preparation, assembly, printing, and mailing of this Proxy Statement, the proxy card, the Notice and any additional solicitation materials that may be furnished to our stockholders and the maintenance and operation of the website providing Internet access to these proxy materials. We will reimburse banks, brokers and other holders of record for reasonable expenses incurred in sending proxy materials to beneficial owners of our common stock and maintaining Internet access for such materials and the submission of proxies. We may supplement the original solicitation of proxies by mail through solicitation by telephone, email, over the Internet or by other means by our directors, officers and other employees. No additional compensation will be paid to these individuals for any such services.

In addition, the Company has retained D.F. King & Co. to assist it in the solicitation of proxies. The Company has agreed to pay D.F. King & Co. a fee of \$10,500, plus reimbursement for their reasonable out-of-pocket expenses. The Company has also agreed to indemnify D.F. King & Co. against certain liabilities and expenses, including certain liabilities and expenses under the federal securities laws.

What is the deadline for submitting proposals and director nominations for the 2020 Annual Meeting?

In order for any stockholder to submit nominations of directors or propose business to be considered before our 2020 Annual Meeting, a stockholder of record must submit a written notice thereof, which notice must be received by our Corporate Secretary at our principal executive offices not earlier than August 14, 2020, or later than September 13, 2020. The full requirements for the submission of nominations of directors and proposals of business to be considered are contained in Article II, Sections 13 and 14, respectively, of our Bylaws, which are available for review at our website, www.aviatnetworks.com.

Stockholder proposals intended for inclusion in next year's proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act") must be directed to the Corporate Secretary, Aviat Networks, Inc., at our principal executive offices, and must be received by May 30, 2020.

In accordance with the rules of the SEC, the proxies solicited by the Board for the 2020 Annual Meeting will confer discretionary authority on the proxy holders to vote on any director nomination or stockholder proposal presented at the 2020 Annual Meeting if the Company fails to receive notice of such matter in accordance with the periods specified above.

Who will count the votes?

Broadridge will tabulate the votes cast by proxy. The Company has retained an independent inspector of elections in connection with Aviat's solicitation of proxies for the Annual Meeting. Aviat intends to notify stockholders of the results of the Annual Meeting by filing a Form 8-K with the SEC.

CORPORATE GOVERNANCE

We believe in and are committed to sound corporate governance principles. Consistent with our commitment to and continuing evolution of corporate governance principles, we adopted a Code of Business Ethics, corporate governance guidelines and written charters for the Governance and Nominating Committee, Audit Committee and Compensation Committee. Each of our Board committees is required to conduct an annual review of its charter and applicable guidelines.

Board Members

The authorized size of the Board is currently four. Directors are nominated by the Governance and Nominating Committee of the Board.

The following are the members of the Board as of the date of this Proxy Statement. See Proposal No. 1 for additional information regarding the nominees for director.

<u>Name</u>	<u>Title and Positions</u>
John Mutch	Director, Chairman of the Board
Kenneth Kong	Director
John J. Quicke	Director
Dr. James C. Stoffel	Director

The Board has determined that each of our current directors has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is otherwise independent in accordance with listing rules of the NASDAQ Stock Market (the “NASDAQ Listing Rules”).

All of our directors are requested to attend our annual meetings of stockholders. All of our current directors attended our 2018 Annual Meeting either in person or via telephone.

Board and Committee Meetings and Attendance

In fiscal year 2019, the Board held eight meetings. Each of the Board members attended 100% of the Board meetings and 100% of the total number of meetings of the committee or committees on which the member served.

Board Member Qualifications

Our Board believes that its members should encompass a range of talents, skills and expertise, which enables the Board to provide sound guidance with respect to the Company’s operations and interest. Our Board prefers a variety of professional experiences and backgrounds among its members. In addition to considering a candidate’s experiences and background, candidates are reviewed in the context of the current composition of the Board and evolving needs of our businesses. In particular, the Board has sought to include members that have experience in establishing, growing and leading communications companies in senior management positions and serving on the board of directors of other companies. In determining that each of the members of the Board is qualified to be a director, the Board has relied on the attributes listed below and, where applicable, on the direct personal knowledge of each of the members’ prior service on the Board.

Our bylaws provide that a director may not be older than 75 years of age on the date of his or her election or appointment to the Board unless otherwise specifically approved by a resolution passed by the Board.

Directors’ Biographies

The following is a brief description of the business experience and background of each nominee for director, including the capacities in which each has served during at least the past five years:

Mr. John Mutch, age 63, currently serves as Chairman of the Board and has served on the Board since January 2015. He served on the Board of Directors of Steel Excel Inc. (“Steel Excel”), a provider of drilling and production services to the oil and gas industry and a provider of event-based sports services and other health-related services, from 2007 to 2016. From December 2008 to January 2014, he served as Chairman of the Board of Directors and Chief Executive Officer of Beyondtrust Software, a privately-held security software company. Mr. Mutch has been the founder and managing partner of MV Advisors LLC (“MV Advisors”), a strategic block investment firm that provides focused investment and strategic guidance to small and mid-cap technology companies, since December 2005. Prior to founding MV Advisors, in March 2003, Mr. Mutch was appointed by the U.S. Bankruptcy court to the Board of Directors of Peregrine Systems, Inc. (“Peregrine Systems”), a provider of enterprise asset and service management solutions. He assisted that company in a bankruptcy work-out proceeding and was named President and Chief Executive Officer in July 2003. Previous to running Peregrine Systems, Mr. Mutch served as President, Chief Executive Officer and a director of HNC Software, an enterprise analytics software provider. Before HNC Software, Mr. Mutch spent seven years at Microsoft Corporation in a variety of executive sales and marketing positions. Mr. Mutch previously served on the Boards of Directors of Phoenix Technologies Ltd., a leader in core systems software products, services and embedded technologies, Edgar Online, Inc., a provider of financial data, analytics and disclosure management solutions, Aspyra, Inc., a provider of clinical and diagnostic information systems for the healthcare industry, Overland Storage, Inc., a provider of unified data management and data protection solutions, and Brio Software, Inc., a provider of business intelligence software. He has served as a director at Agilysys, Inc., a provider of information technology solutions, since March 2009. Since April 2017, Mr.

Mutch has served as a director at Maxwell Technologies, Inc., a manufacturer of energy storage and power delivery solutions for automotive, heavy transportation, renewable energy, backup power, wireless communications and industrial and consumer electronics applications. From July 2017 to March 2018, he served as a director at YuMe, Inc., a provider of digital video brand advertising solutions, at which time YuMe was acquired by RhythmOne plc, a technology-enabled digital media company, and Mr. Mutch has continued serving as a director on the RhythmOne board.

Mr. Mutch brings to the Board extensive experience as an executive in the technology sector. He also has experience as a director at several public companies in the technology sector. He is or has been a member of the audit committee of various public and private companies, and brings valuable financial expertise to the Board.

Mr. Kenneth Kong, age 45, has served as a member of the Board since November 2016. He is a Senior Vice President at Steel Services, Ltd. (“Steel Services”), a management and advisory company that provides management services to Steel Partners Holdings, L.P. and its affiliates. As an investment professional at Steel Services, Mr. Kong sources and analyzes investment opportunities in publicly traded securities in a diverse number of industries. He is also a member of the Mergers and Acquisitions team at Steel Services focused on deal sourcing, due diligence and analysis. Since joining the firm in 1997 as an investment analyst, Mr. Kong also performed in various key positions in managing investor relations, marketing and administration for Steel Partners II, L.P., Steel Partners Japan Strategic Fund, L.P. and Steel Partners China Access I, L.P. From 2006 to 2016, he managed Steel Partners China Access I, L.P., a private investment fund focused on investing in publicly listed state-owned enterprises in the People’s Republic of China. Mr. Kong currently serves as a Trustee BNS Holding Liquidating Trust, Inc. since 2012 and as a Director of Ore Holdings, Inc. since October 2010. Additionally, he has served as a Director on several private companies.

Mr. Kong’s brings to the Board an extensive knowledge of capital allocation and related matters.

Mr. John J. Quicke, age 70, has served as a member of the Board since January 2015. Mr. Quicke served as a director of Rowan Companies, plc, an offshore contract drilling company, from January 2009 to March 2019. From January 2016 to May 2019, he served as a consultant, and as Chairman of Steel Energy Services LTD, a subsidiary of Steel Partners Holdings, L.P. He served on the Board of Directors of Steel Excel from 2007 to July 2016 and served as its Interim President and Chief Executive Officer from January 2010 to March 2013. In March 2013, he was named President and Chief Executive Officer of Steel Excel’s Steel Energy segment and served in that capacity until December 2015. Mr. Quicke served as Managing Director and operating partner of Steel Partners LLC, a subsidiary of Steel Partners Holdings L.P. from September 2005 until December 2015. Previously, Mr. Quicke served in various capacities at Sequa Corporation, a diversified manufacturer, including Vice Chairman and Executive Officer, President, and as a director of the company. Mr. Quicke previously served as a Vice President and director of Handy & Harman Ltd. (“H&H”), director, President and Chief Executive Officer of DGT Holdings Corp. and as a director of Angelica Corporation, a provider of health care linen management services, Layne Christensen Company, a global solutions provider for essential natural resources, NOVTE Corporation, a vascular brachytherapy business, JPS Industries, Inc., a manufacturer of mechanically formed glass and aramid substrate materials for specialty applications.

Mr. Quicke’s extensive experience, including board service on ten public companies over 20 years, over 25 years of significant operating experience, which includes participation in acquisition and disposition transactions, as well as his financial and accounting expertise, enable him to assist in the effective management of the Company.

Dr. James C. Stoffel, age 73, served as a member of the Board since January 2007 and a lead independent director from July 2010 to February 2015. In addition, Dr. Stoffel currently serves on the Board of PAR Technology Corporation, a NYSE listed company which provides software as a service (SaaS) and related solutions to the hospitality industry. He has been on the PAR Board since November 2017 and is currently the Lead Independent Director of PAR and chairman of the Compensation Committee. Dr. Stoffel retired from the Board of Harris Corporation in October 2018, having served since August 2003. He also retired in December 2018 from Trillium International, LLC, a private equity company, where he served as co-founding, General Manager since 2006. He continues to be an advisor to multiple private equity firms. Prior to his private equity work, Dr. Stoffel was Senior Vice President, Chief Technical Officer and Director of Research and Development of Eastman Kodak Company (“Kodak”). He held this position from 2000 to April 2005. He joined Kodak in 1997 as Vice President and Director, Electronic Imaging Products Research and Development, and became Director of Research and Engineering in 1998. Prior to joining Kodak, he was with Xerox Corporation (“Xerox”), where he began his career in 1972. His most recent position with Xerox was Vice President, Corporate Research and Technology.

Dr. Stoffel’s prior service as a senior executive of large, publicly traded, technology driven companies, and his more than 30 years’ experience focused on technology development, provide him with an extensive knowledge of the complex technical

research and development, management, financial and governance issues faced by a public company with international operations. This experience brings our Board important knowledge and expertise related to research and development, new product introductions, strategic planning, manufacturing, operations and corporate finance. His experience as an advisor to private equity firms also provides him with additional knowledge related to strategic planning, capital raising, mergers and acquisitions and economic analysis. Dr. Stoffel also has gained an understanding of public company governance and executive compensation through his service on public company boards, including as a lead independent director.

Board Leadership

The Board does not have a policy regarding the separation of the roles of CEO and Chairman of the Board as the Board believes that it is in the best interests of the Company for the Board to make that determination based on the position and direction of the Company and the membership of the Board. The members of the Board possess considerable experience and unique knowledge of the challenges and opportunities that the Company faces and are in the best position to evaluate the needs of the Company and how to best organize the capabilities of the directors and management to meet those needs.

When the CEO also serves as Chairman of the Board, our Corporate Governance Guidelines provide for the appointment of a lead independent director.

The Board has determined that having Mr. Mutch serve as Chairman is in the best interest of the Company at this time. This structure ensures a greater role for the independent directors in the oversight of the Company and active participation of the independent directors in setting agendas and establishing Board priorities and procedures and is useful in establishing a system of corporate checks and balances. Separating the Chairman position from the CEO position allows the CEO to focus on setting the strategic direction of the Company and the day-to-day leadership and performance of the Company, while the Chairman leads the Board in its role of, among other things, providing advice to, and overseeing the performance of, the CEO. In addition, managing the Board can be a time-intensive responsibility, and this structure permits our CEO to focus on the management of the Company's day-to-day operations.

The Board's Role in Risk Oversight

Assessing and managing risk is the responsibility of the management of the Company. The Board, through the Governance and Nominating Committee, oversees and reviews certain aspects of the Company's risk management efforts, focusing on the adequacy of the Company's risk management and risk mitigation processes. At the Board's request, management proposed a process for identifying, evaluating and monitoring material risks and such process has been approved by the Board and is currently in effect. This risk management program is overseen by senior management who, in connection with their regular review of the overall business, identify and prioritize a broad range of material risks (e.g., financial, strategic, compliance and operational). Senior management also discusses mitigation plans to address such material risks. Prioritized risks and management's plans for mitigating such risks are regularly presented to the full Board for discussion and in order to ensure monitoring. In addition to the risk management program, the Board encourages management to promote a corporate culture that incorporates risk management into the Company's corporate strategy and day-to-day business operations.

A discussion of risk factors in the Company's compensation design can be found below under the heading "Risk Considerations in Our Compensation Program."

Principles of Corporate Governance, Bylaws and Other Governance Documents

The Board has adopted Corporate Governance Guidelines and other corporate governance documents that supplement certain provisions of our Bylaws and relate to, among other things, the composition, structure, interaction and operation of the Board. Some of the key governance features of our Corporate Governance Guidelines, Bylaws and other governance documents are summarized below.

Majority Voting in Director Elections. In an uncontested election of directors, to be elected to the Board, each nominee must receive the affirmative vote of shares representing a majority of the votes cast, meaning that the number of votes "FOR" a director nominee must exceed the number of votes "AGAINST" that director nominee.

Aviat's Corporate Governance Guidelines provide that any director nominee in an uncontested election who does not receive a greater number of votes "FOR" his or her election than votes "AGAINST" such election must, promptly following certification of the stockholder vote, offer his or resignation to the Board for consideration in accordance with the following procedures. All of these procedures will be completed within 90 days following certification of the stockholder vote.

The Board, through its Qualified Independent Directors (as defined below), will evaluate the best interests of the Company and its stockholders and decide the action to be taken with respect to such offered resignation, which can include, without limitation: (i) accepting the resignation; (ii) accepting the resignation effective as of a future date not later than 180 days following certification of the stockholder vote; (iii) rejecting the resignation but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes; (iv) rejecting the resignation but resolving that the director will not be re-nominated in the future for election; or (v) rejecting the resignation.

In reaching their decision, the Qualified Independent Directors will consider all factors they deem relevant, including but not limited to: (i) any stated reasons why stockholders did not vote for such director; (ii) the extent to which the "AGAINST" votes exceed the votes "FOR" the election of the director and whether the "AGAINST" votes represent a majority of the outstanding shares of common stock; (iii) any alternatives for curing the underlying cause of the "AGAINST" votes; (iv) the director's tenure; (v) the director's qualifications; (vi) the director's past and expected future contributions to the Company; (vii) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail or potentially fail to comply with any applicable law, rule or regulation of the SEC or the NASDAQ Listing Rules; and (viii) whether such director's continued service on the Board for a specified period of time is appropriate in light of current or anticipated events involving the Company.

Following the Board's determination, the Company will, within four business days, disclose publicly in a document furnished or filed with the Securities and Exchange Commission (the "SEC") the Board's decision as to whether or not to accept the resignation offer. The disclosure will also include a description of the process by which the decision was reached, including, if applicable, the reason or reasons for rejecting the offered resignation.

A director who is required to offer his or her resignation in accordance with this policy may not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this policy. Prior to voting, the Qualified Independent Directors may afford the affected director an opportunity to provide any information or statement that he or she deems relevant.

For purposes of this policy, "Qualified Independent Directors" means all directors who (i) are independent directors (as defined in accordance with the NASDAQ Listing Rules) and (ii) are not required to offer their resignation in connection with an election in accordance with this policy. If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Qualified Independent Directors means all of the independent directors, and each independent director who is required to offer his resignation in accordance with this policy must recuse himself from the deliberations and voting only with respect to his individual offer to resign.

All nominees for election as a director in an uncontested election are deemed to have agreed to abide by this policy and will offer to resign and will resign if requested to do so in accordance with this policy (and will if requested submit an irrevocable resignation letter, subject to this majority voting policy, as a condition to being nominated for election).

Prohibition Against Pledging Aviat Securities and Hedging Transactions. In accordance with Aviat's Code of Conduct, directors and executive officers are prohibited from pledging Aviat securities and engaging in hedging transactions with respect to Aviat securities. Aviat specifically prohibits directors and executive officers from holding Aviat securities in any margin account for investment purposes or otherwise using Aviat securities as collateral for a loan. Such persons are also prohibited from purchasing certain instruments (including prepaid variable forward contracts, equity swaps, and collars) and engaging in transactions designed to hedge or offset any decrease in the value of Aviat securities.

Board Committees

The Board maintains an Audit Committee, a Compensation Committee and a Governance and Nominating Committee, as its regular committees. Copies of the charters for the Audit Committee, the Compensation Committee and the Governance and Nominating Committee are available on our website at www.investors.aviatnetworks.com/documents.cfm.

The following table shows, at the conclusion of fiscal year 2019, the Chairman and members of each committee, the number of committee meetings held, and the principal functions performed by each committee.

Committee	Number of Meetings in Fiscal 2019	Members	Principal Functions
Audit	5	John Mutch* John J. Quicke Dr. James C. Stoffel	<ul style="list-style-type: none"> • Selects our independent registered public accounting firm • Reviews reports of our independent registered public accounting firm • Reviews and pre-approves the scope and cost of all services, including all non-audit services, provided by the firm selected to conduct the audit • Monitors the effectiveness of the audit process • Reviews management’s assessment of the adequacy of financial reporting and operating controls • Monitors corporate compliance program
Compensation	5	Dr. James C. Stoffel* John J. Quicke Kenneth Kong	<ul style="list-style-type: none"> • Reviews our executive compensation policies and strategies • Oversees and evaluates our overall compensation structure and programs
Governance and Nominating	4	John J. Quicke* Dr. James Stoffel John Mutch	<ul style="list-style-type: none"> • Develops and implements policies and practices relating to corporate governance • Reviews and monitors implementation of our policies and procedures • Reviews the process by which management identifies and mitigates key areas of risk and reviews critical risk areas with the Board • Assists in developing criteria for open positions on the Board • Reviews and recommends nominees for election of directors to the Board • Reviews and recommends policies, if needed for selection of candidates for directors

* Chairman of Committee

Audit Committee

The Audit Committee is primarily responsible for selecting, and approving the services performed by, our independent registered public accounting firm, as well as reviewing our accounting practices, corporate financial reporting and system of internal controls over financial reporting. No material amendments to the Audit Committee Charter were made during fiscal year 2019. During fiscal year 2019, the Audit Committee was comprised of independent, non-employee members of our Board who were “financially sophisticated” under the NASDAQ Listing Rules.

The Board has determined that Mr. Mutch qualifies as an “audit committee financial expert,” as defined under Item 407(d)(5)(i) of Regulation S-K under the Securities Act of 1933 and the Exchange Act. Such status does not impose on any

director duties, liabilities or obligations that are greater than the duties, liabilities or obligations otherwise imposed on a director as members of our Audit Committee and the Board.

Compensation Committee

The Compensation Committee has the authority and responsibility to approve our overall executive compensation strategy, to administer our annual and long-term compensation plans and to review and make recommendations to the Board regarding executive compensation. The Compensation Committee is comprised of independent, non-employee members of the Board in accordance with NASDAQ Listing Rules. During fiscal year 2019, the Compensation Committee utilized Pearl Meyer & Partners, LLC (“Pearl Meyer”) as an independent, third-party consulting firm.

Compensation Committee Interlock and Insider Participation

No member of the Compensation Committee was an officer or employee or former officer of the Company. None of our executive officers currently serves or in the past year has served as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation Committee.

Governance and Nominating Committee

Each member of the Governance and Nominating Committee met the independence requirements of the NASDAQ Listing Rules.

The Governance and Nominating Committee develops and implements policies and practices related to corporate governance consistent with sound corporate governance principles. The Governance and Nominating Committee also reviews the process by which management identifies and mitigates key areas of risk and reviews critical risk areas with the Board.

The Governance and Nominating Committee also recommends candidates to the Board and periodically reviews whether a more formal selection policy should be adopted. There is no difference in the manner in which the committee members evaluate nominees for director based on whether the nominee is recommended by a stockholder. We currently do not pay a third party to identify or assist in identifying or evaluating potential nominees, although we may in the future utilize the services of such third parties.

In reviewing potential candidates for the Board, the Governance and Nominating Committee considers the individual’s experience and background. Candidates for the position of director should exhibit proven leadership capabilities, high integrity, exercise high level responsibilities within their chosen career, and possess an ability to quickly grasp complex principles of business, finance, international transactions and communications technologies. In general, candidates who have held an established executive level position in business, finance, law, education, research, government or civic activity will be preferred.

Although the Governance and Nominating Committee has not adopted a formal diversity policy with regard to the selection of director nominees, diversity is one of the factors that the committee considers in identifying director nominees. When identifying and recommending director nominees, the Governance and Nominating Committee views diversity expansively to include, without limitation, concepts such as race, gender, national origin, differences of viewpoint, professional experience, education, skill and other qualities or attributes that contribute to board diversity. As part of this process, the Governance and Nominating Committee evaluates how a particular candidate would strengthen and increase the diversity of the Board in terms of how that candidate may contribute to the Board’s overall balance of perspectives, backgrounds, knowledge, experience, skill sets and expertise in substantive matters pertaining to the Company’s business.

In making its recommendations, the Governance and Nominating Committee bears in mind that the foremost responsibility of a director of a corporation is to represent the interests of the stockholders as a whole. The Governance and Nominating Committee intends to continue to evaluate candidates for election to the Board on the basis of the foregoing criteria.

Stockholder Communications with the Board

Stockholders who wish to communicate directly with the Board may do so by submitting a comment via the Company's website at www.investors.aviatnetworks.com/contactBoard.cfm or by sending a letter addressed to: Aviat Networks, Inc., c/o Corporate Secretary, 860 N. McCarthy Blvd., Suite 200, Milpitas, CA 95035. The Corporate Secretary monitors these communications and provides a summary of all received messages to the Board at its regularly scheduled meetings. When warranted by the nature of communications, the Corporate Secretary will request prompt attention by the appropriate committee or independent director of the Board, independent advisors or management. The Corporate Secretary may decide in her judgment whether a response to any stockholder communication is appropriate.

Code of Conduct

We implemented our Code of Conduct effective January 26, 2007. All of our employees, including the CEO, Principal Financial Officer ("PFO") and Principal Accounting Officer, are required to abide by the Code of Conduct to help ensure that our business is conducted in a consistently ethical and legal manner. The Audit Committee has adopted a written policy, and management has implemented a reporting system, intended to encourage our employees to bring to the attention of management and the Audit Committee any complaints regarding the integrity of our internal system of controls over financial reporting, or the accuracy or completeness of financial or other information related to our financial statements.

TRANSACTIONS WITH RELATED PERSONS

During fiscal year 2019, we believe there were no transactions, or series of similar transactions, to which we were or are to be a party in which the amount exceeded \$120,000, and in which any of our directors or executive officers, any holders of more than 5% of our common stock or any members of any such person's immediate family, had or will have a direct or indirect material interest, other than compensation described in the sections titled "Director Compensation and Benefits" and "Executive Compensation."

It is the policy and practice of our Board to review and assess information concerning transactions involving related persons. Related persons include our directors and executive officers and their immediate family members. If the determination is made that a related person has a material interest in a transaction involving us, then the disinterested members of our Board would review and approve or ratify it, and we would disclose the transaction in accordance with SEC rules and regulations. If the related person is a member of our Board, or a family member of a director, then that director would not participate in any discussion involving the transaction at issue.

Our Code of Conduct prohibits all employees, including our executive officers, from benefiting personally from any transactions with us other than approved compensation benefits.

DIRECTOR COMPENSATION AND BENEFITS

The form and amount of director compensation is reviewed and assessed from time to time by the Compensation Committee with changes, if any, recommended to the Board for action. Director compensation may take the form of cash, equity, and other benefits ordinarily available to directors.

Directors who are not employees of ours received the following fees, as applicable, for their services on our Board during fiscal year 2019:

- \$60,000 basic annual cash retainer, payable on a quarterly basis, which a director may elect to receive in the form of shares of common stock;
- \$25,000 annual cash retainer, payable on a quarterly basis, for service as Chairman of the Board;
- \$10,000 annual cash retainer, payable on a quarterly basis, for service as Chairman of the Audit Committee;
- \$5,000 annual cash retainer, payable on a quarterly basis, for service as Chairman of the Governance and Nominating Committee;

- \$8,000 annual cash retainer, payable on a quarterly basis, for service as Chairman of the Compensation Committee; and
- Annual grant of restricted shares of common stock valued (based on market prices on the date of grant) at \$60,000, with 100% vesting at the earlier of (1) the day before the annual stockholders' meeting, or (2) one year from grant date, subject to continuing service as a director.

We reimburse each non-employee director for reasonable travel expenses incurred and in connection with attendance at Board and committee meetings on our behalf, and for expenses such as supplies and continuing director education costs, including travel for one course per year. Employee directors are not compensated for service as a director.

Fiscal Year 2019 Compensation of Non-Employee Directors

Our non-employee directors received the following aggregate amounts of compensation in respect of fiscal year 2019:

Name	Fees Earned and Paid in Cash	Stock Awards ⁽¹⁾	Total
	(\$)	(\$)	(\$)
Kenneth Kong	60,000	57,310	117,310
John Mutch	95,000	57,310	152,310
John J. Quicke	65,000	57,310	122,310
Dr. James C. Stoffel	68,000	57,310	125,310

1. The amounts shown in this column reflect the aggregate grant date fair value of the stock awards and option awards granted to our non-employee directors computed in accordance with FASB ASC Topic 718. The assumptions made in determining the fair values of our stock awards and option awards are set forth in Notes 1 and 8 to our fiscal year 2019 Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal year ended June 28, 2019, as filed with the SEC on August 27, 2019.

As of June 28, 2019, our non-employee directors held the following numbers of unvested restricted shares of common stock and stock options, all of which were granted under the 2018 Plan:

Name	Unvested Stock Awards
Kenneth Kong	3,896
John Mutch	3,896
John J. Quicke	3,896
Dr. James C. Stoffel	3,896

Indemnification

Our Bylaws require us to indemnify each of our directors and officers with respect to their activities as a director, officer, or employee of ours, or when serving at our request as a director, officer, or trustee of another corporation, trust, or other enterprise, against losses and expenses (including attorney fees, judgments, fines, and amounts paid in settlement) incurred by them in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are, or are threatened to be made, a party(ies) as a result of their service to us. In addition, we carry directors' and officers' liability insurance, which includes similar coverage for our directors and executive officers. We will indemnify each such director or officer for any one or a combination of the following, whichever is most advantageous to such director or officer:

- The benefits provided by our Bylaws in effect on the date of the indemnification agreement or at the time expenses are incurred by the director or officer;
- The benefits allowable under Delaware law in effect on the date the indemnification bylaw was adopted, or as such law may be amended;
- The benefits available under liability insurance obtained by us; and
- Such benefits as may otherwise be available to the director or officer under our existing practices.

Under our Bylaws, each director or officer will continue to be indemnified even after ceasing to occupy a position as an officer, director, employee or agent of ours with respect to suits or proceedings arising from his or her service with us.

In addition, the Company has entered into indemnification agreement with each director and officer.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Except as noted below, the following table sets forth information with respect to the beneficial ownership of our common stock as of September 17, 2019 by each person or entity known by us to beneficially own more than 5 percent of our common stock, by our directors, by our nominees for director, by our named executive officers and by all our directors, nominees for director and executive officers as a group. Except as indicated in the footnotes to this table, and subject to applicable community property laws, the persons listed in the table below have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them. Unless otherwise indicated, the address of each of the beneficial owners identified is c/o Aviat Networks, Inc., 860 N. McCarthy Blvd., Suite 200, Milpitas, CA 95035. As of September 17, 2019, there were 5,329,206 shares of our common stock outstanding.

Name and Address of Beneficial Owner	Shares Beneficially Owned as of September 17, 2019⁽¹⁾	
	Number of Shares of Common Stock ⁽²⁾	Percentage of Voting Power of Common Stock
Steel Partners Holdings L.P. 590 Madison Avenue, 32nd Floor New York, NY	670,240 (3)	12.6%
Kennedy Capital Management, Inc. 10829 Olive Blvd., St. Louis, MO 63141	528,238 (4)	9.9%
Renaissance Technologies 800 Third Avenue New York, New York 10022	291,302 (5)	5.5%
Named Executive Officers, Nominees for Director, and Directors		
John Mutch	26,896 (6)	*
John J. Quicke	35,230 (6)	*
Dr. James C. Stoffel	34,577 (7)	*
Kenneth Kong	12,125 (6)	*
Michael Pangia	155,877 (8)	2.9%
Walter Stanley Gallagher, Jr.	6,442 (9)	*
Shaun McFall	57,094 (10)	1.1%
Heinz H. Stumpe	2,317 (11)	*
Eric Chang	11,973 (12)	*
All directors, nominee for director and executive officers as a group (9 persons)	342,531 (13)	6.2%

* Less than one percent

- (1) Beneficial ownership is determined under the rules and regulations of the SEC, and generally includes voting or dispositive power with respect to such shares.
- (2) Shares of common stock that a person has the right to acquire within 60 days are deemed to be outstanding and beneficially owned by that person for the purpose of computing the total number of shares beneficially owned by that person and the percentage ownership of that person, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person or group. Accordingly, the amounts in the table include shares of common stock that such person has the right to acquire within 60 days of September 17, 2019 by the exercise of stock options.

- (3) Based solely on a review of Amendment No. 6 to the Schedule 13D filed with the SEC on January 13, 2015 by Steel Excel Inc., Steel Partners Holdings L.P., SPH Group LLC, SPH Group Holdings LLC and Steel Partners Holdings GP Inc. Each of the foregoing entities reported shared voting and dispositive power with respect to all of such shares.
- (4) Based solely on a review of the Schedule 13G filed with the SEC on February 12, 2019, by Kennedy Capital Management, Inc. Kennedy Capital Management, Inc. reported sole voting power with respect to 523,791 of such shares, and sole dispositive power with respect to all such shares.
- (5) Based solely on a review of the Schedule 13G/A filed with the SEC on February 12, 2019, by Renaissance Technologies LLC. Renaissance Technologies LLC reported sole voting power with respect to 296,002 of such shares, and sole dispositive power with respect to all such shares.
- (6) Includes 3,896 shares of common stock from restricted stock units that will vest within 60 days of September 17, 2019.
- (7) Includes 8,526 shares of common stock that are subject to option that may be exercised and restricted stock units that will vest within 60 days of September 17, 2019.
- (8) Includes 109,699 shares of common stock that are subject to option that may be exercised and restricted stock units that have vested. Mr. Pangia's employment with the Company ended on September 18, 2019.
- (9) Includes 2,942 shares of common stock that are subject to option that may be exercised within 60 days of September 17, 2019.
- (10) Includes 40,978 shares of common stock that are subject to option that may be exercised and restricted stock units that will vest within 60 days of September 17, 2019.
- (11) Information is as of September 17, 2019. There were no option or restricted stock units that may be exercised or that will vest within 60 days of September 17, 2019.
- (12) Includes 8,144 shares of common stock that are subject to option that may be exercised and restricted stock units that will vest within 60 days of September 17, 2019.
- (13) Includes 181,977 shares of common stock that are subject to option that may be exercised and restricted stock units that will vest within 60 days of September 17, 2019.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

For fiscal year 2019, the Audit Committee consisted of three members of the Board, each of whom was independent of the Company and its management, as defined in the NASDAQ Listing Rules. The Board has adopted, and periodically reviews, the Audit Committee charter. The charter specifies the scope of the Audit Committee's responsibilities and how it carries out those responsibilities.

The Audit Committee reviews management's procedures for the design, implementation, and maintenance of a comprehensive system of internal controls over financial reporting and disclosure controls and procedures focused on the accuracy of our financial statements and the integrity of our financial reporting systems. The Audit Committee provides the Board with the results of its examinations and recommendations and reports to the Board as it may deem necessary to make the Board aware of significant financial matters requiring the attention of the Board.

The Audit Committee does not conduct auditing reviews or procedures. The Audit Committee monitors management's activities and discusses with management the appropriateness and sufficiency of our financial statements and system of internal control over financial reporting. Management has primary responsibility for the Company's financial statements, the overall reporting process and our system of internal control over financial reporting. Our independent registered public accounting firm audits the financial statements prepared by management, expresses an opinion as to whether those financial statements fairly present our financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") and discusses with the Audit Committee any issues they believe should be raised with us.

The Audit Committee reviews reports from our independent registered public accounting firm with respect to their annual audit and approves in advance all audit and non-audit services provided by our independent auditors in accordance with applicable regulatory requirements. The Audit Committee also considers, in advance of the provision of any non-audit services by our independent registered public accounting firm, whether the provision of such services is compatible with maintaining their independence.

In accordance with its responsibilities, the Audit Committee has reviewed and discussed with management the audited financial statements for the year ended June 28, 2019 and the process designed to achieve compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The Audit Committee has also discussed with our independent registered public accounting firm, BDO, the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees" issued by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee has received the written disclosures and letter from BDO required by applicable requirements of the PCAOB regarding the communications of BDO with the Audit Committee concerning independence, and has discussed with BDO its independence, including whether the provision by BDO of non-audit services, as applicable, is compatible with its independence.

Based on these reviews and discussions, the Audit Committee recommended to the Board that the Company's audited financial statements for the year ended June 28, 2019 be included in Company's Annual Report on Form 10-K.

Audit Committee of the Board of Directors

John Mutch, Chairman

John J. Quicke

Dr. James C. Stoffel

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

BDO was our independent registered public accounting firm for the fiscal years ended June 28, 2019 and June 29, 2018. Representatives of BDO will be present at the Annual Meeting, will have opportunity to make a statement should they so desire and will be available to respond to appropriate questions.

The following table sets forth the fees billed for services rendered by our auditors, BDO, for each of our last two fiscal years:

	Fiscal Year 2019 ⁽¹⁾	Fiscal Year 2018 ⁽¹⁾
Audit Fees ⁽²⁾	\$ 1,219,000	\$ 1,253,000
Audit-Related Fees ⁽³⁾	122,000	34,000
Tax Fees ⁽⁴⁾	79,000	—
Total Fees for Services Provided	<u>\$ 1,420,000</u>	<u>\$ 1,287,000</u>

- (1) Includes fees to be billed to us by BDO and BDO's international affiliates for fiscal 2019 and 2018 financial statement audits, quarterly reviews and statutory audits.
- (2) Audit fees include fees associated with the annual audit, as well as reviews of our quarterly reports on Form 10-Q, SEC registration statements, accounting and reporting consultations and statutory audits required internationally for our subsidiaries.
- (3) Audit-Related fees consisted primarily of financial due diligence services.
- (4) Tax fees were for services related to tax compliance and tax planning services.

BDO did not perform any professional services related to financial information systems design and implementation for us in fiscal year 2019 or fiscal year 2018.

The Audit Committee has determined in its business judgment that the provision of non-audit services described above is compatible with maintaining BDO's independence.

Audit Committee Pre-Approval Policy

Section 10A(i)(1) of the Exchange Act and related SEC rules require that all auditing and permissible non-audit services to be performed by a company's principal accountants be approved in advance by the Audit Committee of the Board, subject to a "de minimis" exception set forth in the SEC rules (the "De Minimis Exception"). Pursuant to Section 10A(i)(3) of the Exchange Act and related SEC rules, the Audit Committee has established procedures by which the Chairperson of the Audit Committee may pre-approve such services provided the pre-approval is detailed as to the particular service or category of services to be rendered and the Chairperson reports the details of the services to the full Audit Committee at its next regularly scheduled meeting. All audit-related and non-audit services in fiscal years 2019 and 2018, if any, were pre-approved by the Audit Committee at regularly scheduled meetings of the Audit Committee, or through the process described in this paragraph, and none of such services was performed pursuant to the De Minimis Exception.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview and Summary

This Compensation Discussion and Analysis, which has been prepared by management, is intended to help our stockholders understand our executive compensation philosophy, objectives, policies, practices, and decisions. It is also intended to provide context for the compensation information for our CEO, PFO and the three other most highly compensated executive officers (our “named executive officers”) detailed in the Summary Compensation Table below and in the other tables and narrative discussion that follow for fiscal 2019.

<u>Named Executive Officer</u>	<u>Position</u>
Michael Pangia	President and Chief Executive Officer ⁽¹⁾
Walter Gallagher	Senior Vice President and Chief Operating Officer (Principal Financial Officer) ⁽²⁾
Shaun McFall	Senior Vice President and Chief Marketing and Strategy Officer
Heinz H. Stumpe	Senior Vice President and Chief Sales Officer ⁽³⁾
Eric Chang	Vice President Corporate Controller and Principal Accounting Officer ⁽⁴⁾

(1) Mr. Pangia’s employment with the Company ended on September 18, 2019.

(2) Mr. Gallagher was appointed Interim President and Chief Executive Officer as of September 18, 2019.

(3) Mr. Stumpe’s employment with the Company ended on June 28, 2019.

(4) Mr. Chang was promoted to Senior Vice President as of August 21, 2019.

To understand our approach to executive compensation, you should read the entire Compensation Discussion and Analysis that follows. The following brief summary introduces the major topics covered:

- The cornerstone of our executive compensation program is pay for performance. Accordingly, while we pay competitive compensation and other benefits, our named executive officers’ compensation opportunity is weighted toward variable pay.
- The objectives of our executive compensation program are to reward superior performance, motivate our executives to achieve our goals and attract and retain a strong management team. We believe that our emphasis on long term stockholder value creation results in an executive compensation program structure that is beneficial to our Company and our stockholders.
- The Compensation Committee is made up of independent, non-employee members of the Board and oversees the executive compensation program for our named executive officers. The Compensation Committee works closely with its independent compensation consultant and management to evaluate the effectiveness of the Company’s executive compensation program throughout the year. The Compensation Committee’s specific responsibilities are set forth in its charter, which can be found on the Company’s website at <http://investors.aviatnetworks.com/committee-details/compensation-committee>. In reviewing the elements of our executive compensation program - base salary, annual cash incentives, long-term incentives and post-termination compensation - our Compensation Committee reviews market data from similar companies.
- Our competitive positioning philosophy is to set compensation fairly as compared to the compensation of our peer group companies, with allowances for internal factors such as tenure, individual performance and the nature of the relative scope and complexity of the role.

- Our annual incentive program is based on specific Company financial performance goals for the fiscal year and includes provisions to “clawback” any excess amounts paid in the event of a later correction or restatement of our financial statements.
- We believe the compensation program for the named executive officers supported our strategic priorities and aligned compensation earned with the Company’s financial performance in fiscal year 2019.

Compensation Governance Best Practices

The Compensation Committee believes that a demonstrated commitment to best practices in compensation governance is itself an essential component of our approach to executive compensation. The following practices are some examples of this commitment:

- **Pay for performance:** A substantial portion of our executives’ compensation opportunity is tied to achieving specified corporate objectives. In fiscal year 2019, 100% of the Annual Incentive Plan (“AIP”) was performance based and at-risk, subject to achievement of certain financial objectives. Under our Long-Term Incentive Plan (“LTIP”), half the equity awards were made in the form of performance shares subject to achievement of a targeted financial measure and half in stock options.
- **Mix of short-term and long-term compensation:** Short-term compensation for our executive officers is comprised of base salaries and the AIP, which pays out only to the extent that the Company meets its financial targets. Our LTIP, representing long-term compensation, is comprised of performance shares and stock options for fiscal year 2019. Performance shares are earned, if the performance criteria are met, at the end of a three-year plan cycle, while stock options cliff vest 1/3 at the end of each successive anniversary of the date of grant.
- **Independent compensation consultant:** The Compensation Committee directly retains the services of Pearl Meyer, an independent compensation consultant, to advise it in determining reasonable and market-based compensation policies and practices.
- **Prohibition on hedging and pledging:** Our executive officers, together with all other employees, are prohibited from engaging in hedging, pledging or similar transactions with respect to our securities.
- **No perquisites:** Our executive officers are not provided with club memberships, personal use of corporate aircraft or any other perquisite or special benefits other than our occasional provision of relocation expense reimbursement.
- **No single trigger change of control acceleration:** Change of control arrangements in the employment agreements with our executive officers include “double trigger” vesting provisions - they provide for acceleration of vesting for outstanding equity awards only in the event that we are both subject to a change of control and the executive officer’s employment terminates thereafter for reasons specified in the employment agreements.
- **Clawback:** We have a clawback policy that entitles us to recover all or a portion of any performance-based compensation, including cash and equity components, if our financial statements are restated as a result of errors, omissions or fraud.
- **Strong compensation risk management:** The Compensation Committee reviews and analyzes the risk profile of our compensation programs and practices on an annual basis.

Compensation Philosophy and Objectives

The primary objectives of our total executive compensation program are to use compensation as a tool to recruit and retain outstanding executives and create long term value for our stockholders. The following principles guide our overall compensation program:

- reward superior performance;
- motivate our executives to achieve strategic, operational, and financial goals;
- enable us to attract and retain a world-class management team; and
- align outcomes and rewards with stockholder expectations.

Each year, the Compensation Committee reviews the executive compensation program to ensure its design and policies remain appropriately aligned with our evolving business needs and to consider best compensation practices. Our executive compensation program is also reviewed to ensure that it achieves a balance between providing meaningful retention and performance incentives to our executives while managing both the Company's share burn rate and the dilutive effects of equity awards to the Company's stockholders.

Executive Compensation Process

The Compensation Committee is responsible for establishing and implementing executive compensation policies in a manner consistent with our compensation objectives and principles. The Compensation Committee reviews and approves the features and design of our executive compensation program, and approves the compensation levels, individual AIP objectives and total compensation targets for our executive officers other than our CEO. The independent members of the Board approve the compensation level, individual AIP objectives, and financial targets for our CEO. The Compensation Committee also monitors executive succession planning and monitors our performance as it relates to overall compensation policies for employees, including benefit and savings plans.

In discharging its responsibilities, the Compensation Committee may engage outside consultants and consult with our Human Resources Department, as well as internal and external legal or accounting advisors, as the Compensation Committee determines to be appropriate. The Compensation Committee considers recommendations from our CEO and senior management when making decisions regarding our executive compensation program and compensation of our executive officers. Following each fiscal year end, our CEO, assisted by our Human Resources Department, assesses the performance of all executives. Following this annual performance review process, our CEO recommends base salary and incentive awards for executives to the Compensation Committee. The CEO, with the help of management and the independent consultant, makes recommendations to the Compensation Committee regarding the plan design of the overall executive compensation program for review, discussion and approval. The Compensation Committee is also responsible for developing pay recommendations for the CEO and in securing the full Board's approval of these recommendations annually.

Independent Compensation Consultant for Compensation Committee

The Compensation Committee has the authority under its charter to engage the services of outside advisors, experts and others for assistance. Accordingly, the Compensation Committee has hired Pearl Meyer as an independent consultant to advise the Compensation Committee on matters related to the compensation of the Company's executive officers. All services that Pearl Meyer provided to Aviat in fiscal year 2019 were approved by the Compensation Committee and were related to executive or Board compensation. Pearl Meyer provides an annual review of the Company's compensation practices, reviews and makes recommendations regarding Aviat's compensation peer groups and provides independent input to the Compensation Committee on programs and practices.

Compensation Committee Advisor Independence

The Compensation Committee has considered the independence of Pearl Meyer pursuant to NASDAQ Listing Rules and related SEC rules and has found no conflict of interest in Pearl Meyer continuing to provide advice to the Compensation Committee. The Compensation Committee is also regularly advised by the Company's primary outside counsel, Olshan Frome Wolosky LLP ("Olshan"). Pursuant to the NASDAQ Listing Rules and related SEC rules, the Compensation Committee has found no conflict of interest in Olshan continuing to provide advice to the Compensation Committee. The Compensation Committee reassesses the independence of its advisors annually.

Consideration of Say on Pay Results

Each year at our annual meeting, we conduct an advisory vote of our stockholders on our executive compensation program. Although this vote is not binding on the Board or us, we believe that it is important for our stockholders to have an opportunity to express their views regarding our executive compensation philosophy, program and practices as disclosed in our proxy statement on an annual basis. The Board and our Compensation Committee value stockholders' opinions and, to the extent there is any significant vote against the compensation of our named executive officers, the Compensation Committee evaluates whether any actions are warranted or appropriate.

At our 2018 Annual Meeting, 94% of the votes cast on the advisory vote on executive compensation supported our named executive officers' compensation as disclosed in the proxy statement. Our Compensation Committee evaluated these results and took into account many other factors in evaluating our executive compensation programs as discussed in the Compensation Discussion and Analysis. Although none of our Compensation Committee's subsequent actions or decisions with respect to the compensation

of our executive officers were directly attributable to the results of the vote, our Compensation Committee took the vote outcome into consideration in the course of its deliberations. Our Compensation Committee believes that concerns on executive compensation matters should be considered as part of its deliberations and intends to consider the results of future advisory votes in its compensation review process.

Competitive Benchmarking

Our management and Compensation Committee consider external data to assist in benchmarking total target compensation. Our compensation policy and practice is to target total compensation levels for all officers, including our named executive officers at competitive levels for similar positions as derived from the market composite data, assuming experience in the position and competent performance. The Compensation Committee may decide to target total compensation above or below the market for similar positions in unique circumstances based on an individual's background, experience, and relative complexity and scope of the applicable role. Though compensation levels may differ among our named executive officers based upon competitive factors and the role, responsibilities and performance of each named executive officer, there are no material differences in our compensation policies or in the way total direct compensation opportunity is determined for any of our named executive officers.

For fiscal year 2019, targets for total cash and cash-based compensation (base salary and short-term incentive compensation) long-term incentives and total direct compensation (base salary, and short- and long-term incentive compensation) for Messrs. Pangia, Gallagher, McFall and Chang were set based on data collected from our peer group companies and from a published survey source, including the Radford Global Technology Survey. In considering data from the Radford Global Technology Survey, we focused on results for technology companies with annual revenues of less than \$500 million. The peer group companies selected and used for compensation comparisons are reflective of our market for executive talent and business line competitors. Also, the overall composition of the peer group reflects companies of similar complexity and size to us.

For fiscal year 2019, these peer group companies included:

Aerohive Inc.	Bel Fuse, Inc.
CalAmp Corp.	Calix, Inc.
Cohu, Inc.	Comtech Telecommunications Corp
Digi International	EMCORE Corporation
Harmonic Inc.	Insego Corp.
KVH Industries, Inc.	NeoPhotonics Corporation
PCTEL, Inc.	Ribbon Communications Inc.

Each year, the Compensation Committee reviews the appropriateness of the comparison group used for assessing the compensation of our CEO and other named executive officers. For fiscal year 2019, we removed 5 companies (Communications Systems, DragonWave-X, Extreme Networks, MRV Communications and Shoretel) and added 2 companies (Digi International and EMCORE Corporation) to position peer median revenue and market capitalization more closely to that of our company.

Data for our peer group companies was collected directly from these companies' proxy statements.

Total Compensation Elements

Our executive compensation program includes four major elements:

- base salary
- annual incentive program
- long-term compensation (equity incentives)
- post-termination compensation

Each named executive officer’s performance is measured against factors such as short- and long-term strategic goals and financial measures of our performance, including factors such as revenue, operating income, non-GAAP net income and adjusted earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”).

Base Salary

Base salaries are provided as compensation for day-to-day responsibilities and services. Executive salaries are reviewed annually. Our CEO generally makes recommendations to the Compensation Committee in August of each year regarding the base pay of each named executive officer, other than himself. The Compensation Committee considers each executive officer’s responsibilities, as well as the Company’s performance and recommended increases in base salary for select named executive officers and other officers. In fiscal year 2019, the CEO recommended, and the Compensation Committee approved, that the base salaries for named executive officers be held flat at fiscal 2018 levels, except for Eric Chang, our Vice President, Corporate Controller and Principal Accounting Officer. Our CEO’s base salary was unchanged since fiscal year 2011. Additional details concerning the compensation for our named executive officers for fiscal year 2019 are set forth in the Summary Compensation Table below.

Annual Incentive Plan (AIP)

Our AIP is designed to motivate our executives to focus on achievement of our short-term financial goals. The CEO reviews his recommendations for each named executive officer with the Compensation Committee, taking into account market data obtained from its independent compensation consultant. Based on recommendations by the CEO, and as specified in any applicable employment agreement, the Compensation Committee recommends to the Board an annual incentive compensation target, expressed as a percentage of base salary, for each executive officer.

The Compensation Committee also recommends to the Board specific Company financial performance measures and targets including the relative weighting and payout thresholds. The financial targets are aligned with our Board-approved annual operating plan, and during the year periodic reports are made to the Board about our performance compared with the targets. Under the AIP, a significant portion of the executive’s annual compensation is tied directly to our financial performance. The target amount of annual incentive compensation under our AIP, expressed as a percentage of base salary, generally increases with an executive’s level of management responsibility and is paid in the form of cash. For fiscal year 2019, individual AIP target incentives were set at 90% of base salary for Mr. Pangia, 50% for Messrs. Gallagher and McFall, and 40% for Mr. Chang. Executives can earn more or less than target if threshold or maximum performance levels are achieved. Threshold performance achievement results in a 50% of target bonus award opportunity and maximum performance, generally, results in 120% of target award opportunity. No incentive can be earned if the Company does not achieve the minimum threshold for adjusted EBITDA, even if revenue targets are met.

For fiscal year 2019, the AIP provided for an all cash payout. The performance metric was weighted 75% towards an adjusted EBITDA target and 25% towards a revenue target, with no payout triggered if the minimum threshold for adjusted EBITDA was not achieved. Adjusted EBITDA was calculated by excluding charges for share-based compensation, restructuring, and other one-time/non-recurring income or expenses from GAAP-based EBITDA. Revenue was calculated on a GAAP basis. The following tables outlines the threshold, target and maximum performance and payout levels approved by the Compensation Committee for fiscal year 2019.

Fiscal Year 2019 Annual Incentive Plan - Minimum, Target and Maximum Thresholds

Fiscal Year 2019 Annual Incentive Plan		Results-Driven Entitlement	
		Performance	Payout
Metric	Tiers	(\$)	(As % of Award Target)
Adjusted EBITDA	Minimum Threshold	\$12,300,000	80%
	Target Threshold	\$15,300,000	100%
	Maximum Threshold	\$19,000,000	124%
Revenue	Minimum Threshold	\$255,000,000	80%
	Target Threshold	\$261,800,000	100%
	Maximum Threshold	\$269,000,000	121%

In fiscal year 2019, the AIP did not guarantee payout of the specified threshold and target amounts, and the Compensation Committee considered the adjusted EBITDA and revenue thresholds to be challenging. During the 2019 fiscal year, we did not achieve the minimum threshold for both adjusted EBITDA and revenue. As a result, there were no AIP payout for fiscal year 2019 for our named executive officers.

Long-Term Compensation - Equity Incentives

The Compensation Committee uses the LTIP as a means for determining awards of stock options, stock appreciation rights, restricted shares, restricted stock units, performance shares, and other stock-based awards to our executives. All of the LTIP awards have been granted under either our 2007 Stock Equity Plan (“2007 Plan”) or our 2018 Incentive Plan (the “2018 Plan”). The 2007 Plan was discontinued following stockholder approval of the 2018 Plan, but the outstanding awards under the 2007 Plan will continue to remain in effect in accordance with their terms; provided that, as shares are returned under the 2007 Plan upon cancellation, termination or otherwise of awards outstanding under the 2007 Plan, such shares will be available for grant under the 2018 Plan. As of September 1, 2019, 880,614 shares were available for issuance under the 2018 Plan.

Our LTIP awards are designed to motivate our executives to focus on achievement of our long-term financial goals. Equity awards motivate our executives to achieve our long-term goals and to the extent our results affect our stock price, link such results with the performance of our stock over a longer period. Using equity awards helps us to retain executives, encourage share ownership and maintain a direct link between our executive compensation program and stockholder value creation.

For fiscal year 2019, the named executive officers were eligible to receive equity incentive awards. These equity incentive awards were granted in September 2018 using a combination of performance stock units (PSUs) and stock options, as follows:

Equity Vehicle	Weighting	Purpose/Description
PSUs	50%	Three-year cliff vesting from the issuance date assuming achievement of non-GAAP net income measures over a three-year performance period and continued employment through the vesting date
Stock options	50%	Strike price: Determined based on the closing stock price on the date of grant Vesting: 1/3 at the end of each successive anniversary of the date of grant Expiration: Seven years from date of grant if not exercised

The table below shows the equity incentive award values granted for fiscal 2019 for each of the named executive officers:

Named Executive Officer	PSUs (at target)*	Stock Options**	Total Value
Mr. Pangia	\$ 259,150	\$ 260,165	\$ 519,315
Mr. Gallagher	\$ 78,534	\$ 78,841	\$ 157,375
Mr. McFall	\$ 83,767	\$ 84,095	\$ 167,862
Mr. Chang	\$ 65,344	\$ 65,591	\$ 130,935

*Award amounts for PSUs were determined based on the closing price of our common stock on the date of grant on September 7, 2018.

**Individual award amounts were calculated based on Black-Scholes values.

Performance metrics and payout levels for the three-year performance cycle starting fiscal year 2019 were established at the beginning of the performance period.

Recovery of Executive Compensation

Our executive compensation program permits us to recover or “clawback” all or a portion of any performance-based compensation, including equity awards, if our financial statements are restated as a result of errors, omissions, or fraud. The amount which may be recovered will be the amount by which the affected compensation exceeded the amount that would have been payable had the financial statements been initially filed as restated, or any greater or lesser amount that the Compensation Committee or our Board shall determine. In no case will the amount to be recovered by us be less than the amount required to be repaid or recovered as a matter of law. Recovery of such amounts by us would be in addition to any actions imposed by law, enforcement agencies, regulators, or other authorities.

Hedging and Pledging Prohibition

Our executive officers, as well as all other employees, are prohibited from engaging in hedging, pledging or similar transactions with respect to our securities where the transaction is designed or intended to decrease the risks associated with holding our securities. This prohibition includes transactions involving puts, calls, collars or other derivative securities.

Perquisites

Our executive officers participate in the same group insurance and employee benefit plans as our other full-time U.S. employees. We do not provide special benefits or other perquisites to our executive officers.

Stock Ownership Guidelines

While we do not have a minimum stock ownership requirement for members of the Board and our named executive officers, the corporate governance guidelines adopted by the Board encourage the ownership of our common stock. The Compensation Committee is satisfied that the stock and other equity holdings among our executive officers are sufficient at this time to provide appropriate motivation to align this group’s long-term interests with those of our stockholders.

Tax and Accounting Considerations

Tax Considerations. The Compensation Committee annually reviews and considers the deductibility of the compensation paid to our executive officers, which includes each of the Named Officers, under Section 162(m) of the Internal Revenue Code. Pursuant to Section 162(m), compensation paid to certain executive officers in excess of \$1 million generally is not deductible. However, before the effective date of the 2017 tax reform legislation, amounts in excess of \$1 million were deductible if they qualified as “performance-based compensation.” The Committee has considered the impact of the deduction limitation and the Company’s current financial context and has determined that it is not in the best interests of the Company or its stockholders to base compensation solely on objective performance criteria. Rather, the Committee believes that it should retain the flexibility to base compensation on its subjective evaluation of performance, as well as on the attainment of objective goals.

The exemption for qualifying performance-based compensation was repealed by recent tax legislation effective for taxable years beginning after December 31, 2017. As a result, compensation paid to our executive officers in future years in excess of \$1 million may not be deductible unless it qualifies for certain transition relief (with the scope of such transition relief being uncertain at this time). While the Company will monitor guidance and developments in this area, the Compensation Committee believes that its primary responsibility is to provide a compensation program that attracts, retains and rewards the executive talent necessary for our success. Consequently, the Compensation Committee may pay or provide, and has paid or provided, compensation that is not tax deductible or is otherwise limited as to tax deductibility.

Accounting Considerations. The Compensation Committee also considers the accounting implications of various forms of executive compensation under US GAAP. In its financial statements, the Company records salaries and performance-based compensation such as bonuses as expenses in the amount paid or to be paid to the named executive officers. Accounting rules also require the Company to record share-based compensation in its financial statements for equity awards.

Generally Available Benefit Programs

In fiscal year 2019, our named executive officers were eligible to participate in the health and welfare programs that are generally available to all full-time U.S.-based employees, including medical, dental, vision, life, short-term and long-term disability insurance, employee counseling assistance, flexible spending accounts and accidental death and dismemberment insurance.

The named executive officers and all other eligible U.S.-based employees participate in our tax-qualified 401(k) Plan. Under the 401(k) Plan, all eligible employees can receive matching contributions from the Company of 2.5% of compensation contributed. Each employee under the age of 50 can contribute a maximum of \$19,000 during each calendar year, and each employee over the age of 50 can contribute a maximum of \$25,000.

The named executive officers and all other eligible U.S.-based employees can elect, on a quarterly basis, to apply a portion of their cash compensation to purchase shares of our common stock at a 5% discount under our employee stock purchase plan. An employee's total purchases in any year cannot exceed \$25,000 in value or 15% of his or her salary, whichever is less. Furthermore, an employee may not purchase more than 48 shares of common stock annually under the employee stock purchase plan.

The 401(k) Plan, employee stock purchase plan and the other benefits generally available to all other U.S.-based employees allow us to remain competitive and enhance employee loyalty and productivity. These benefit programs are primarily intended to provide all eligible employees with competitive and quality healthcare, financial contributions for retirement and to enhance hiring and retention.

Post-Termination Compensation

Employment agreements have been established with each of our named executive officers. These agreements provide for certain payments and benefits to the employee if his or her employment is terminated. These arrangements are discussed in more detail below. We have determined that such payments and benefits are an integral part of a competitive compensation package for our named executive officers. For additional information regarding our employment agreements with our named executive officers, see the discussion under "Potential Payments Upon Termination or Change of Control."

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee of the Board of Directors

Dr. James C. Stoffel, Chairman

Kenneth Kong

John J. Quicke

Risk Considerations in Our Compensation Program

The Compensation Committee, pursuant to its charter, is responsible for reviewing and overseeing the compensation benefits structure applicable to our employees, generally. We do not believe that our compensation policies and practices for our employees create risks that are reasonably likely to have a material adverse effect on our company. In reaching this conclusion, we considered the following factors:

- Our compensation program is designed to provide a mix of both fixed and "at risk" incentive compensation
- Our Compensation Committee and management team have responsibility for managing the administration, determination and approval of total and, in the case of the named executive officers, individual approval of payouts under the incentive plans.
- The incentive elements of our compensation program (annual incentives and multi-year equity LTIP awards) are designed to reward both annual performance (under the AIP) and longer-term performance (under the LTIP). We believe this design mitigates any incentive for short-term risk-taking that could be detrimental to our company's long-term best interests.

- Maximum payouts under our AIP are currently capped at 121% - 124% of the target award opportunity set by the Compensation Committee. We believe these limits mitigate excessive risk-taking, since the maximum amount that can be earned is limited.
- Finally, our AIP and our LTIP both contain provisions under which awards may be recouped or forfeited if the recipient has not complied with our policies. In addition, our performance-based plans (cash incentive and performance shares) both contain provisions under which awards may be recouped or forfeited if the financial results for a period affecting the calculation of an award are later restated.

Summary Compensation Table

The following table summarizes the total compensation for each of our fiscal years ended June 28, 2019, June 29, 2018 and June 30, 2017 of our named executive officers, who consisted of our CEO, PFO and three other most highly compensated executive officers.

Name/Principal Position	Fiscal Year	Salary ⁽³⁾	Stock Awards ⁽⁴⁾	Option Awards ⁽⁵⁾	Non-Equity Incentive Plan Compensation ⁽⁶⁾	All Other Compensation ⁽⁹⁾	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Michael Pangia, President and Chief Executive Officer ⁽¹⁾	2019	550,000	259,150	260,165	—	3,613	1,072,928
	2018	550,000	—	—	237,338	3,380	790,718
	2017	550,000	741,032	—	324,522	4,005	1,619,559
Walter Stanley Gallagher, Jr. Senior Vice President and Chief Operating Officer ⁽²⁾	2019	300,000	78,534	78,841	—	2,064	459,439
	2018	5,769	81,250	—	—	79	87,098
Shaun McFall, Senior Vice President, Chief Marketing and Strategy Officer	2019	320,000	83,767	84,095	—	10,617	498,479
	2018	320,000	—	—	89,757	9,562	419,319
	2017	320,000	151,057	—	122,728	10,666	604,451
Heinz H. Stumpe, Senior Vice President and Chief Sales Officer ⁽⁷⁾	2019	345,000	—	—	—	3,850	348,850
	2018	345,000	—	—	104,213	3,422	452,635
	2017	345,000	175,402	—	142,495	3,707	666,604
Eric Chang, Vice President, Corporate Controller and Principal Accounting Officer ⁽⁸⁾	2019	260,000	65,344	65,591	—	8,148	399,083
	2018	240,000	—	—	41,426	7,267	288,693
	2017	240,000	52,298	—	31,683	5,918	329,899

* Our fiscal year 2019 ended June 28, 2019, fiscal year 2018 ended June 29, 2018 and fiscal year 2017 ended June 30, 2017. The amounts in the Summary Compensation Table represent total compensation paid or earned for our fiscal years as included in our annual financial statements.

- (1) Mr. Pangia's employment with the Company ended on September 18, 2019.
- (2) Effective June 25, 2018, Mr. Gallagher was appointed as our Senior Vice President and Chief Operating Officer. Mr. Gallagher's annual salary is \$300,000, and he is paid an additional \$3,000 per month as a cost of living supplement for the period he is required by the Company to be based in Milpitas, California. Effective September 18, 2019, Mr. Gallagher was appointed as our Interim President and Chief Executive Officer.
- (3) The annual base salary for Mr. Pangia was \$550,000.
The annual base salary for Mr. Gallagher was \$300,000.
The annual base salary for Mr. McFall was \$320,000.
The annual base salary for Mr. Stumpe was \$345,000.
The annual base salary for Mr. Chang was \$260,000.
- (4) The "Stock Awards" column shows the full grant date fair value of the market-based shares, performance shares, and restricted stock granted in fiscal 2019 and 2017. There were no market-based shares, performance shares, and restricted stock granted in fiscal 2018 with exception of the new hire grant for Mr. Gallagher.

The grant date fair value of the market-based shares, performance shares and restricted stock was determined under FASB ASC Topic 718 and represents the amount we would expense in our financial statements over the entire vesting schedule for the awards. The grant date fair value of market-based shares was estimated using a Monte-Carlo simulation model. The grant date fair value for performance awards and restricted stock was based on the closing market price of our common stock on the respective award dates. The assumptions used for determining values are set forth in Notes 1 and 8 to our audited consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for fiscal year 2019. These amounts reflect our accounting for these grants and do not correspond to the actual values that may be recognized by the named executive officers.

- (5) The “Option Awards” column shows stock options granted in fiscal 2019. There were no stock options granted in fiscal 2018 and fiscal 2017.
- (6) The “Non-Equity Incentive Plan Compensation” column shows the cash bonus earned under the fiscal year 2018 and fiscal year 2017 annual incentive plan. No cash bonus was earned for fiscal 2019.
- (7) Mr. Stumpe’s employment with the Company ended on June 28, 2019.
- (8) Effective August 21, 2019, Mr. Chang was promoted to Senior Vice President.
- (9) The following table describes the components of the “All Other Compensation” column.

Name	Year	Company Matching Contributions Under 401(k) Plan (b)		Total All Other Compensation (\$)
		Life Insurance (a) (\$)	(\$)	
Michael Pangia	2019	3,613	—	3,613
	2018	3,380	—	3,380
	2017	4,005	—	4,005
Walter Stanley Gallagher, Jr.	2019	2,064	—	2,064
	2018	79	—	79
Shaun McFall	2019	2,219	8,398	10,617
	2018	2,049	7,513	9,562
	2017	2,224	8,442	10,666
Heinz H. Stumpe	2019	3,850	—	3,850
	2018	3,422	—	3,422
	2017	3,707	—	3,707
Eric Chang	2019	612	7,536	8,148
	2018	460	6,807	7,267
	2017	386	5,532	5,918

- (a) Represents premiums paid for life insurance that represent taxable income for the named executive officer.
- (b) Represents matching contributions made by us to the 401(k) account of the respective named executive.

Grants of Plan-Based Awards in Fiscal Year 2019

The following table lists our grants and incentives during our fiscal year ended June 28, 2019 of plan-based awards, both equity and non-equity based and including our Annual Incentive Plan and Long-Term Incentive Plan, to the named executive officers listed in the Summary Compensation Table. There is no assurance that the grant date fair value of stock and option awards will ever be realized.

Name	Type of Award	Grant Date	Estimated Possible Payouts Under Short-Term Non-Equity Incentive Plan Awards in Fiscal Year 2019 (1)			Estimated Future Payments Under Equity Incentive Plan Awards in Fiscal Year 2019			All Other Stock Awards: Number of Shares of Stock or Units (2)	Fair Value of Stock and Option Awards (3)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Michael Pangia	PSU	9/7/2018	396,000	495,000	610,088	—	—	—	14,559	519,315
Walter Stanley Gallagher, Jr.	PSU	9/7/2018	120,000	150,000	184,875	—	—	—	4,412	157,375
Shaun McFall	PSU	9/7/2018	128,000	160,000	197,200	—	—	—	4,706	167,862
Heinz H. Stumpe	PSU	9/7/2018	138,000	172,500	212,606	—	—	—	—	—
Eric Chang	PSU	9/7/2018	83,200	104,000	128,180	—	—	—	3,671	130,935

- (1) The amounts shown under Estimated Possible Payouts Under Short-Term Non-Equity Incentive Plan Awards reflect possible payouts under our fiscal 2019 AIP. We did not achieve the fiscal 2019 cash incentive target. As a result, there were no AIP payout for fiscal 2019 for our named executive officers.
- (2) Performance stock units (“PSU”) vest 100% on the third anniversary of the grant date based on the achievement of each annual performance criteria.
- (3) The “Fair Value of Stock and Option Awards” column shows the full grant date fair value of the stock options granted in fiscal year 2019. The grant date fair value of the stock options was determined under FASB ASC Topic 718 and represents the amount we would expense in our financial statements over the entire vesting schedule for the awards in the event the vesting provisions are achieved.

The assumptions used for determining values are set forth in Notes 1 and 8 to our audited consolidated financial statements in Part II, Item 8 of our Annual Report on Form 10-K for the fiscal 2019. These amounts reflect our accounting for these grants and do not correspond to the actual values that may be recognized by the named executive officers.

Outstanding Equity Awards at Fiscal Year-End 2019

The following table provides information regarding outstanding unexercised stock options and unvested stock awards held by each of our named executive officers as of June 28, 2019. Each grant of options or unvested stock awards is shown separately for each named executive officer. The vesting schedule for each award of options and unvested stock awards is shown in the footnotes following this table based on the option grant date. The material terms of the option awards, other than exercise price and vesting are generally described in the 2007 Plan and 2018 Incentive Plan.

Name	Option Awards					Stock Awards			
	Award Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have not Vested (\$)
Michael Pangia	09/07/2018	—	—	—	—	—	—	14,559 (5)	132,972
	09/07/2018	—	29,118	17.80	9/7/2025	—	—	—	—
	09/22/2016	—	—	—	—	—	—	22,689 (6)	310,839
	09/22/2016	—	—	—	—	20,833 (4)	285,412	—	—
	02/02/2015	21,825	— (1)	15.60	2/2/2022	—	—	—	—
	09/09/2013	34,722	— (2)	31.20	9/9/2020	—	—	—	—
	10/03/2012	11,458	— (3)	27.36	10/3/2019	—	—	—	—
Walter Stanley Gallagher, Jr.	09/07/2018	—	—	—	—	—	—	4,412 (5)	40,292
	09/07/2018	—	8,824	17.80	9/7/2025	—	—	—	—
	06/25/2018	—	—	—	—	5,000	68,500	—	—
Heinz H. Stumpe	09/22/2016	—	—	—	—	—	—	9,960 (6)	136,452
	09/22/2016	—	—	—	—	9,147 (4)	125,314	—	—
	02/02/2015	9,184	399 (1)	15.60	2/2/2022	—	—	—	—
	09/09/2013	15,246	— (2)	31.20	9/9/2020	—	—	—	—
	10/03/2012	5,031	— (3)	27.36	10/3/2019	—	—	—	—
Shaun McFall	09/07/2018	—	—	—	—	—	—	4,706 (5)	42,977
	09/07/2018	—	9,412	17.80	9/7/2025	—	—	—	—
	09/22/2016	—	—	—	—	—	—	8,577 (6)	117,505
	09/22/2016	—	—	—	—	7,878 (4)	107,929	—	—
	02/02/2015	8,254	— (1)	15.60	2/2/2022	—	—	—	—
	09/09/2013	13,131	— (2)	31.20	9/9/2020	—	—	—	—
	10/03/2012	4,333	— (3)	27.36	10/3/2019	—	—	—	—
Eric Chang	09/07/2018	—	—	—	—	—	—	3,671 (5)	33,524
	09/07/2018	—	7,341	17.80	9/7/2025	—	—	—	—
	09/22/2016	—	—	—	—	—	—	2,970 (6)	40,689
	09/22/2016	—	—	—	—	2,727 (4)	37,360	—	—
	02/03/2016	—	—	—	—	1,562 (4)	21,399	—	—

- (1) Stock options vest in installments of 25% on August 1, 2015, and 1/48 each month thereafter over the remaining three-year period based on continuous employment through those dates.
- (2) Stock options vest in installments of 33 1/3% one year from the grant date, 33 1/3% two years from the grant date and 33 1/3% three years from the grant date based on continuous employment through those dates.
- (3) Stock options vest in installments of 50% one year from the grant date, 25% two years from the grant date and 25% three years from the grant date based on continuous employment through those dates.
- (4) Restricted stock units vest 100% on the third anniversary of the grant date.
- (5) Performance-based share units eligible to vest based on the Company's non-GAAP. The shares will vest on the date that the Compensation Committee certifies achievement of the performance measure. One third of the grants were cancelled as we did not meet the performance metrics. Vesting of these shares is dependent on continuous employment with us through the vesting date.

- (6) Performance-based share units eligible to vest were based on the Company's adjusted EBITDA for fiscal year 2017. Once the shares are earned, they will vest 100% on the third anniversary of the grant date. Vesting of these shares is dependent on continuous employment with us through the vesting date.
- (7) Market value is based on the \$13.70 closing price of a share of our common stock on June 28, 2019, as reported on the NASDAQ Global Select Market.

Option Exercised and Stock Vested in Fiscal Year 2019

The following table provides information for each of our named executive officers regarding the number of shares of our common stock acquired upon the vesting of stock awards during fiscal year 2019. No options to purchase common stock were exercised during fiscal year 2019. Stock awards vesting during fiscal year 2019 consisted of restricted stock with service-based vesting provisions.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#) ⁽¹⁾	Value Received on Vesting (\$) ⁽²⁾
Michael Pangia	20,833	\$ 329,995
Shaun McFall	7,878	\$ 124,788
Eric Chang	3,361	\$ 45,172

- (1) Vested number of shares of restricted stock units.
- (2) Amount shown is the aggregate market value of the vested shares of restricted stock units based on the closing price of our stock on the vesting date.

Equity Compensation Plan Summary

The following table provides information as of June 28, 2019, relating to our equity compensation plan:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Further Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity Compensation plan approved by security holders ⁽¹⁾	665,168 ⁽²⁾	\$ 21.85 ⁽³⁾	880,614
Equity Compensation plans not approved by security holders	—	\$ —	—
Total	665,168	\$ 21.85	880,614

(1) Consists of the 2007 and 2018 Incentive Plan.

(2) The number includes 369,004 shares to be issued upon exercise of options, 171,567 shares to be issued upon vesting of restricted stock units, and 124,597 shares to be issued upon vesting of performance stock units.

(3) Excludes weighted average fair value of restricted stock units and performance stock units.

Potential Payments Upon Termination or Change of Control

We have employment agreements with each of the continuing named executive officers, which provide for such executives to receive certain payments and benefits if their employment with us is terminated. These arrangements are set forth in detail below and assume a termination event on June 28, 2019 and refer to our stock price on that date. The Board has determined that such payments and benefits are an integral part of a competitive compensation package for our executive officers.

The table below reflects the compensation and benefits due to each of the named executive officers in the event of termination of employment by us without cause or termination by the executive for good reason (other than within 18 months after a Change of Control, as defined below) and in the event of disability and in the event of termination of employment by us without cause or termination by the executive for good reason within 18 months after a Change of Control. The amounts shown in the table are estimates of the amounts that would be paid upon termination of employment. There are no compensation and benefits due to any named executive officer in the event of death, or of termination of employment by us for cause or voluntary termination. The actual amounts would be determined only at the time of the termination of employment.

Name	Conditions for Payouts	Base Salary Component (1)	Cash Incentive Component (2)	Accelerated Equity Vesting (3)	Insurance Benefit (4)	Out-Placement Services (5)	Total
Michael Pangia ⁽⁶⁾	Termination without cause or for good reason, or due to disability	\$ 550,000	\$ —	\$ 596,251	\$ 31,332	\$ 30,000	\$ 1,207,583
	Within 18 months after Change of Control	\$ 1,100,000	\$ 495,000	\$ 596,251	\$ 62,664	\$ 30,000	\$ 2,283,915
Walter Stanley Gallagher, Jr.	Termination without cause or for good reason, or due to disability	\$ 300,000	\$ —	\$ 23,000	\$ 28,332	\$ 30,000	\$ 381,332
	Within 18 months after Change of Control	\$ 300,000	\$ 150,000	\$ 68,500	\$ 28,332	\$ 30,000	\$ 576,832
Shaun McFall	Termination without cause or for good reason, or due to disability	\$ 320,000	\$ —	\$ 216,957	\$ 28,332	\$ 30,000	\$ 595,289
	Within 18 months after Change of Control	\$ 640,000	\$ 160,000	\$ 225,434	\$ 56,664	\$ 30,000	\$ 1,112,098
Eric Chang	Termination without cause or for good reason, or due to disability	\$ 260,000	\$ —	\$ 93,292	\$ —	\$ 30,000	\$ 383,292
	Within 18 months after Change of Control	\$ 260,000	\$ 104,000	\$ 99,448	\$ —	\$ 30,000	\$ 493,448

- (1) The base salary component represents the total gross monthly payments to each named executive officer at the current salary.
- (2) The cash incentive component represents the cash bonus due under the fiscal year 2019 AIP if performance criteria are met. No cash bonus was earned for fiscal 2019.
- (3) Reflects acceleration of outstanding equity awards, including pro-rata vesting under the fiscal year 2017 Long-Term Incentive Plan as of June 28, 2019, with final determination to be made by the Compensation Committee.
- (4) The insurance benefit provided is paid directly to the insurer benefit provider and includes amounts for COBRA.
- (5) The estimated dollar amounts for outplacement services would be paid directly to an outplacement provider selected by us.
- (6) Mr. Pangia’s employment with the Company ended on September 18, 2019.
- (7) Mr. Stumpe was not included in the above table as his employment with the Company ended on June 28, 2019.

The employment agreements with our named executive officers define a “Change of Control” as follows:

- any merger, consolidation, share exchange or acquisition, unless immediately following such merger, consolidation, share exchange or acquisition, at least 50% of the total voting power (in respect of the election of directors, or similar officials in the case of an entity other than a corporation) of (i) the entity resulting from such merger, consolidation or share exchange, or the entity which has acquired all or substantially all of our assets (in the case of an asset sale that satisfies the criteria of an acquisition) (in either case, the “Surviving Entity”) or (ii) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of the total voting power (in respect of the election of directors, or similar officials in the case of an entity other than a corporation) of the Surviving Entity is represented by our securities that were outstanding immediately prior to such merger, consolidation, share exchange or acquisition (or, if applicable, is represented by shares into which such Company securities were converted pursuant to such merger, consolidation, share exchange or acquisition); or
- any person or group of persons (within the meaning of Section 13(d)(3) of the Exchange Act) directly or indirectly acquires beneficial ownership (determined pursuant to SEC Rule 13d-3 promulgated under the Exchange Act) of

securities possessing more than 30% of the total combined voting power of our outstanding securities other than: (i) an employee benefit plan of ours or any of our affiliates; (ii) a trustee or other fiduciary holding securities under an employee benefit plan of our or any of our affiliates; or (iii) an underwriter temporarily holding securities pursuant to an offering of such securities; or

- over a period of 36 consecutive months or less, there is a change in the composition of the Board such that a majority of the Board members (rounded up to the next whole number, if a fraction) ceases, by reason of one or more proxy contests for the election of Board members, to be composed of individuals each of whom meet one of the following criteria: (i) have been a Board member continuously since the adoption of this plan or the beginning of such 36-month period; or (ii) have been elected or nominated during such 36-month period by at least a majority of the Board members and satisfied the criteria of this bullet when they were elected or nominated; or
- a majority of the Board determines that a Change of Control has occurred; or
- the complete liquidation or dissolution of the Company.

Employment agreements are in effect for the named executive officers and provide that if they are terminated without cause or should they resign for good reason or become disabled and they sign a general release they will be entitled to receive the following severance benefits:

- severance payments at their final base salary for a period of 12 months following termination;
- payment of premiums necessary to continue their group health insurance under COBRA (or to purchase other comparable health coverage on an individual basis if the employee is no longer eligible for COBRA coverage) until the earlier of (i) 12 months; or (ii) the date on which they first became eligible to participate in another employer's group health insurance plan;
- the prorated portion of any incentive bonus they would have earned during the incentive bonus period in which their employment was terminated;
- any equity compensation subject to service-based vesting granted to the executive officer will stop vesting as of their termination date; however, they will be entitled to exercise any vested stock options until the earlier of: (i) 12 months; or (ii) the date on which the applicable option(s) expire; and
- outplacement assistance up to \$30,000.

In addition, these agreements provide that if there is a Change of Control, and employment is terminated by us without cause or by the employee for good reason within 18 months after the Change of Control and they sign a general release of known and unknown claims in a form satisfactory to us, (i) the severance benefits described shall be increased by an additional 12 months for Messrs. Pangia and McFall; (ii) they will receive a payment equal to the greater of (a) the average of the annual actual incentive bonus payments received by them, if any, for the previous three years; or (b) their target incentive bonus for the year in which their employment terminates; and (iii) accelerated vesting of all unvested stock option(s), restricted stock and performance stock units (assuming performance criteria previously met).

CEO Pay Ratio

Pursuant to Item 402(u) of Regulation S-K, the Company is required to provide the following information with respect to the year ended June 28, 2019:

- The median of the annual total compensation of all employees of the Company (other than Mr. Pangia, the Company's Chief Executive Officer) was \$60,449.
- The annual total compensation of Mr. Pangia, the Company's Chief Executive Officer, was \$1,072,928.
- Based on this information, the ratio of the annual total compensation of the Company's Chief Executive Officer to the median of the annual total compensation of all employees was 17.75 to 1.

The Company elected to use the same median employee as calculated at the end of our prior fiscal year. To identify the median paid employee and determine such employee's annual total compensation in the last fiscal year, the Company assessed its employee population as of June 28, 2019 and determined employee compensation using the 12-month period ending June 28, 2019. On this date, the Company's employee population consisted of 708 individuals.

The Company determined its median employee by: (i) calculating total target cash compensation as the sum of salary and target variable compensation, including target sales bonus, for each of the Company's employees, (ii) ranking the total target cash compensation of all employees except for the Chief Executive Officer from lowest to highest, and (iii) picking the employee who was in the middle of the list.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Directors, executive officers and greater than 10% holders are required by SEC regulation to furnish us with copies of all Section 16(a) reports they file. Based solely on our review of Forms 3 and 4 received during fiscal year 2019, and Forms 5 (or any written representations) received with respect to fiscal year 2019, we believe that all directors, officers, executive officers and 10% stockholders complied with all applicable Section 16(a) filing requirements during fiscal year 2019.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

At the Annual Meeting, directors are being nominated for election to serve until the 2020 Annual Meeting or until their successors are elected and qualified.

In the unanticipated event that a nominee is unable or declines to serve as a director at the time of the Annual Meeting, all proxies received by the proxy holders will be voted for any subsequent nominee named by the Board to fill the vacancy created by the earlier nominee's withdrawal from the election. As of the date of this Proxy Statement, the Board is not aware of any director nominee who is unable or will decline to serve as a director. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. Ages are as of the date of this Proxy Statement.

Director Nominees

Name	Title	Age
John Mutch	Chairman of the Board	63
Kenneth Kong	Director	45
John J. Quicke	Director	70
Dr. James C. Stoffel	Director	73

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE ELECTION OF EACH OF THE DIRECTOR NOMINEES AND UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed BDO as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending July 3, 2020 and our Board has ratified such appointment. See “Independent Registered Public Accounting Firm Fees.”

Notwithstanding its selection, the Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interests of the Company and its stockholders. If the appointment is not ratified by our stockholders, the Audit Committee may reconsider whether it should appoint another independent registered public accounting firm.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE AUDIT COMMITTEE’S APPOINTMENT OF BDO AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2020.

PROPOSAL NO. 3

ADVISORY, NON-BINDING VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

A “say-on-pay” advisory vote is required for all U.S. public companies under Section 14A of the Exchange Act. We are asking stockholders to approve, on an advisory, non-binding basis, the compensation of the Company’s named executive officers disclosed in the Compensation Discussion and Analysis section, and the related compensation tables, notes and narrative, in this Proxy Statement.

The Board recommends that you vote “FOR” approval of the advisory, non-binding vote on executive compensation because it believes that the policies and practices described in the Compensation Discussion and Analysis section are effective in achieving the Company’s goals of rewarding sustained financial and operating performance and leadership excellence, aligning the executives’ long-term interests with those of the stockholders and motivating the executives to remain with the Company for long and productive careers. Named executive officer compensation of the past three years reflects amounts of cash and long-term equity awards consistent with periods of economic stress and lower earnings, and equity incentives aligning with our actions to stabilize the Company and to position it for a continued recovery.

We urge stockholders to read the Compensation Discussion and Analysis section of this Proxy Statement, as well as the Summary Compensation Table and related compensation tables, notes and narrative, which provide detailed information on the Company’s compensation policies and practices and the compensation of our named executive officers.

RECOMMENDATION OF THE BOARD OF DIRECTORS

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” APPROVAL OF THE
ADVISORY, NON-BINDING VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.**

OTHER MATTERS

2019 Annual Report

Our annual report for the fiscal year ended June 28, 2019 will be available over the Internet and is being mailed with this Proxy Statement.

Form 10-K

We filed an annual report on Form 10-K for the fiscal year ended June 28, 2019 with the SEC on August 27, 2019. Stockholders may obtain a copy of the annual report on Form 10-K, without charge, by writing to our Corporate Secretary, at the address of our offices located at 860 N. McCarthy Blvd., Suite 200, Milpitas, CA 95035, or through our website at www.aviatnetworks.com.

Other Business

The Board is not aware of any other matter that may be presented for consideration at the Annual Meeting. Should any other matter properly come before the Annual Meeting, your shares of common stock will be voted in accordance with the discretion of the proxy holders.

Householding of Proxy Materials

To reduce costs and the environmental impact of the Annual Meeting, a single proxy statement and annual report, along with individual proxy cards, will be delivered in one envelope to certain stockholders having the same last name and address, and to individuals with more than one account registered with our transfer agent with the same address, unless contrary instructions have been received from an affected stockholder. Stockholders participating in householding will continue to receive separate proxy cards. If you are a registered stockholder and would like to enroll in this service or receive individual copies of this year's and/or future proxy materials, please contact Broadridge Financial Solutions, Inc. 51 Mercedes Way, Edgewood, New York 11717; or contact our Corporate Secretary at 408-941-7100 or at our headquarters at 860 N. McCarthy Blvd., Suite 200, Milpitas, California 95035. If you are a beneficial stockholder, you may contact the broker or bank where you hold the account.

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

Form 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended June 28, 2019 or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Commission File Number 001-33278

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

Delaware
(State or other jurisdiction of incorporation or organization)

20-5961564
(I.R.S. Employer Identification No.)

**860 N. McCarthy Blvd., Suite 200, Milpitas,
California**
(Address of principal executive offices)

95035
(Zip Code)

Registrant's telephone number, including area code: (408) 941-7100
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	AVNW	NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of December 28, 2018, the aggregate market value of the registrant's common stock held by non-affiliates was approximately \$46.0 million. For purposes of this calculation, the registrant has assumed that its directors, executive officers and holders of 5% or more of the outstanding common stock are affiliates.

As of July 31, 2019, there was 5,364,851 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended June 28, 2019, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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AVIAT NETWORKS, INC.
ANNUAL REPORT ON FORM 10-K
For the Fiscal Year Ended June 28, 2019
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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not materialize or prove correct, could cause our results to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements of, about, concerning or regarding: our plans, strategies and objectives for future operations, including with respect to growing our business and sustaining profitability; our restructuring efforts; our research and development efforts and new product releases and services; trends in revenue; drivers of our business and the markets in which we operate; future economic conditions; performance or outlook and changes in our industry and the markets we serve; the outcome of contingencies; the value of our contract awards; beliefs or expectations; the sufficiency of our cash and our capital needs and expenditures; our intellectual property protection; our compliance with regulatory requirements and the associated expenses; expectations regarding litigation; our intention not to pay cash dividends; seasonality of our business; the impact of foreign exchange and inflation; taxes; and assumptions underlying any of the foregoing. Forward-looking statements may be identified by the use of forward-looking terminology, such as “anticipates,” “believes,” “expects,” “may,” “should,” “would,” “will,” “intends,” “plans,” “estimates,” “strategy,” “projects,” “targets,” “goals,” “seeing,” “delivering,” “continues,” “forecasts,” “future,” “predict,” “might,” “could,” “potential,” or the negative of these terms, and similar words or expressions.

These forward-looking statements are based on estimates reflecting the current beliefs of the senior management of Aviat Networks. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should therefore be considered in light of various important factors, including those set forth in this Annual Report on Form 10-K. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to, the following:

- *continued price and margin erosion as a result of increased competition in the microwave transmission industry;*
- *the impact of the volume, timing and customer, product and geographic mix of our product orders;*
- *our ability to meet financial covenant requirements which could impact, among other things, our liquidity;*
- *the timing of our receipt of payment for products or services from our customers;*
- *our ability to meet projected new product development dates or anticipated cost reductions of new products;*
- *our suppliers’ inability to perform and deliver on time as a result of their financial condition, component shortages or other supply chain constraints;*
- *customer acceptance of new products;*
- *the ability of our subcontractors to perform in a timely manner;*
- *continued weakness in the global economy affecting customer spending;*
- *retention of our key personnel;*
- *our ability to manage and maintain key customer relationships;*
- *uncertain economic conditions in the telecommunications sector combined with operator and supplier consolidations;*
- *our failure to protect our intellectual property rights or defend against intellectual property infringement claims by others;*
- *the results of our restructuring efforts;*
- *the ability to preserve and use our net operating loss carryforwards;*
- *the effects of currency and interest rate risks;*
- *the conduct of unethical business practices in developing countries; and*
- *the impact of political turmoil in countries where we have significant business.*

Other factors besides those listed here also could adversely affect us. See “Item 1A. Risk Factors” in this Annual Report on Form 10-K for more information regarding factors that may cause our results to differ materially from those expressed or implied by the forward-looking statements contained in this Annual Report on Form 10-K.

You should not place undue reliance on these forward-looking statements, which reflect our management’s opinions only as of the date of the filing of this Annual Report on Form 10-K. Forward-looking statements are made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, along with provisions of the Private Securities Litigation Reform Act of 1995, and we undertake no obligation, other than as imposed by law, to update any forward-looking statements to reflect further developments or information obtained

after the date of filing of this Annual Report on Form 10-K or, in the case of any document incorporated by reference, the date of that document.

PART I

Item 1. *Business*

Aviat Networks, Inc., together with its subsidiaries, is a global supplier of microwave networking solutions, backed by an extensive suite of professional services and support. Aviat Networks, Inc. may be referred to as “the Company,” “AVNW,” “Aviat Networks,” “we,” “us” and “our” in this Annual Report on Form 10-K.

We were incorporated in Delaware in 2006 to combine the businesses of Harris Corporation’s Microwave Communications Division (“MCD”) and Stratex Networks, Inc. (“Stratex”). On January 28, 2010, we changed our corporate name from Harris Stratex Networks, Inc. to Aviat Networks, Inc.

Our principal executive offices are located at 860 North McCarthy Boulevard, Suite 200, Milpitas, California 95035, and our telephone number is (408) 941-7100. Our common stock is listed on the NASDAQ Global Select Market under the symbol AVNW. As of June 28, 2019, we have 708 employees compared with 704 employees as of June 29, 2018.

Overview and Description of the Business

We design, manufacture and sell a range of wireless networking products, solutions and services to two principal customer types.

1. Communications Service Providers (CSPs): These include mobile and fixed telecommunications network operators, broadband and internet service providers and network operators which generate revenues from the communications services that they provide.
2. Private network operators: These are customers which do not resell communications services but build networks for reasons of economics, autonomy, and or security to support a wide variety of mission critical performance applications. Examples include, federal, state and local government agencies, transportation agencies, energy and utility companies, public safety agencies and broadcast network operators around the world.

We sell products and services directly to our customers, and, to a lesser extent, use agents and resellers.

Our products utilize microwave and millimeter wave technologies to create point to point wireless links for short, medium and long-distance interconnections. Our products incorporate Ethernet switching and IP routing capabilities optimized for a microwave and millimeter wave environment and for hybrid applications of microwave and optical fiber transport, to form complete networking solutions. We provide software tools and applications to enable deployment, monitoring, network management and optimization of our systems as well as to automate network design and procurement. We also source, qualify supply and support third party equipment such as antennas, routers, optical transmission equipment and other equipment necessary to build and deploy a complete telecommunications transmission network. We provide a full suite of professional services for planning, deployment, operations, optimization and maintenance of our customers’ networks.

Our wireless systems deliver urban, suburban, regional and country-wide communications links as the primary alternative to fiber optic connections. In dense urban and suburban areas, short range wireless solutions are faster to deploy and lower cost per mile than new fiber deployments. In developing nations, fiber infrastructure is scarce and wireless systems are used for both long and short distance connections. Wireless systems also have advantages over optical fiber in areas with rugged terrain, and to provide connections over bodies of water such as between islands or to offshore oil and gas production platforms. Though the air wireless transmission is also inherently lower in latency than transmission through optical cables and can be leveraged in time sensitive networking applications.

Revenue from our North America and international regions represented approximately 54% and 46%, respectively, of our revenue in fiscal 2019, 54% and 46%, respectively, of our revenue in fiscal 2018, and 55% and 45%, respectively, of our revenue in fiscal 2017. Information about our revenue attributable to our geographic regions is set forth in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in “Note 9. Segment and Geographic Information” of the accompanying consolidated financial statements in this Annual Report on Form 10-K.

Market Overview

We believe that future demand for microwave and millimeter wave transmission systems will be influenced by a number of factors across several market segments.

Mobile Networks

As mobile networks expand, add subscribers and increase the number of wirelessly connected devices, sensors and machines, they require ongoing investment in backhaul infrastructure. Whether mobile network operators choose to self-build this backhaul infrastructure or lease backhaul services from other network providers, the evolution of the network drives demand for transmission technologies such as microwave and millimeter wave wireless backhaul. Within this overall scope there are multiple individual drivers for investment in backhaul infrastructure.

- *New RAN Technologies.* Mobile Radio Access Network (“RAN”) technologies are continually evolving. With the evolution from 2G to 3G (HSPA), 4G (HSPA+ and LTE), and the rapidly emerging 5G standards, technology is continuously advancing and providing subscribers with higher speed access to the Internet, social media, and video streaming services. The rapid increases in data to be transported through the RAN and across the backhaul infrastructure drives requirements for higher data transport links necessitating upgrades to or replacement of the existing backhaul infrastructure.
- *Subscriber Growth.* Traffic on the backhaul infrastructure increases as the number of unique subscribers grows.
- *Connected Devices.* The number of devices such as smart phones and tablets connected to the mobile network is far greater than the number of unique subscribers and is continuing to grow as consumers adopt multiple mobile device types. There is also rapid growth in the number and type of wireless enabled sensors and machines being connected to the mobile network creating new revenue streams for network operators in healthcare, agriculture, transportation and education. As a result, the data traffic crossing the backhaul infrastructure continues to grow rapidly.
- *IoT.* The Internet of Things (“IoT”) brings the potential of massive deployment of wireless end points for sensing and reporting data and remotely controlling machines and devices. The increase of data volume drives investment in network infrastructure.
- *Network Densification.* RAN frequency spectrum is a limited resource and shared between all of the devices and users within the coverage area of each base station. Meeting the combined demand of increasing subscribers and devices will require the deployment of much higher densities of base stations with smaller and smaller range (small cells) each requiring interconnection and proportionally driving increased demand for wireless backhaul and or fronthaul solutions as the primary alternative to optical fiber connectivity.
- *Geographic Coverage.* Expanding the geographic area covered by a mobile network requires the deployment of additional Cellular Base Station sites. Each additional base station site also needs to be connected to the core of the mobile network through expansion of the backhaul system.
- *License Mandates.* Mobile Operators are licensed telecommunications service providers. Licenses will typically mandate a minimum geographic footprint within a specific period of time and/or a minimum proportion of a national or regional population served. This can pace backhaul infrastructure investment and cause periodic spikes in demand.
- *Evolution to IP.* Network Infrastructure capacity, efficiency and flexibility is greatly enhanced by transitioning from legacy SDH (synchronous digital hierarchy) / SONET (synchronous optical network) / TDM (time division multiplexing) to IP (internet protocol) infrastructure. Our products offer integrated IP transport and routing functionality increasing the value they bring in the backhaul network.
- *Expansion of Offered Services.* Mobile network operators especially in emerging markets now own and operate the most modern communications networks within their respective regions. These network assets can be further leveraged to provide high speed broadband services to fixed locations such as small, medium and large business enterprises, airports, hotels, hospitals, and educational institutions. Microwave and millimeter wave backhaul is ideally suited to providing high speed broadband connections to these end points due to the lack of fiber infrastructure.

Other Vertical Markets

In addition to mobile backhaul, we see demand for microwave technology in other vertical markets, including utility, public safety, financial institutions and broadcast.

- Many utility companies around the world are actively investing in “Smart Grid” solutions and energy demand management, which drive the need for network modernization and increased capacity of networks.
- The investments in network modernization in the public safety market can significantly enhance the capabilities of security agencies. Improving border patrol effectiveness, enabling inter-operable emergency communications services for local or state police, providing access to timely information from centralized databases, or utilizing video and imaging devices at the scene of an incident requires a high bandwidth and reliable network. The mission critical nature of public safety and national security networks can require that these networks are built, operated and maintained independently of other public network infrastructure and microwave is very well suited to this environment because it is a cost-effective alternative to fiber.
- Microwave technology can be used to engineer long distance and more direct connections than optical cable. Microwave signals also travel through the air much faster than light through glass and the combined effect of shorter distance and higher speed reduces latency, which is valued for trading applications in the financial industry. Our products have already been used to create low latency connections between major centers in the United States (“U.S.”), Europe and Asia and we see long-term interest in the creation of further low latency routes in various geographies around the world.
- The enhancement of border security and surveillance networks to counter terrorism and insurgency is aided by the use of wireless technologies including microwave backhaul.

These factors are combining to create a range of opportunities for continued investment in backhaul and transport networks favoring microwave and millimeter wave technologies. As we focus on executing future generations of our technology, our goal is to make wireless technology a viable choice for an ever-broadening range of network types.

Strategy

As we continue executing our technology roadmap, we are engaging more deeply with customers on the evolution of use cases and applications as 5th Generation mobile and broadband networks edge closer to implementation and begin to factor more strongly in the vendor selection process. We are confident in our ability to address future 5G market needs.

We are focused on building a sustainable and profitable business with growth potential. We have invested in our people and processes to create a platform for operational excellence across sales, services, product development and supply chain areas while continuing to make investments in strengthening our product and services portfolio and expanding our reach into targeted market areas.

Our technology strategy has three main elements aligned to deliver a compelling Total Cost of Ownership (“TCO”) value proposition. The first is the integration of network routing functions into our wireless transport solution allowing our customers increased flexibility with a much better total cost solution. Second, we are expanding the data-carrying capacity of our wireless products to address the increasing data demand in networks of all types. Third, in order to address the operational complexity of planning, deploying, owning and operating microwave networks, we are investing in a combination of software applications, tools and services where simplification, process automation and our unique expertise in wireless technology can make a significant difference for our customers and partners.

We continued to develop our professional services portfolio as key to our long-term strategy and differentiation. During the year, we continued to expand the number of customer networks managed from our North America Network Operations Center. We began offering cloud-based network management to our customers and we continue to offer training and accreditation programs for microwave and IP network design, deployment and maintenance.

Our strategy includes partnering with companies with technical expertise in areas outside of our core competencies to meet our customers’ demand for an end-to-end solution. Our partner product strategy enables us to go beyond wireless transmission to address the vendor consolidation trend whereby customers are “buying more from fewer vendors” and in doing so providing expanding market share opportunity. A comprehensive solutions portfolio comprised of our wireless product and intelligent partner products can allow us to compete with vendors that offer turnkey solution portfolios and serve to focus our research and development (“R&D”) efforts on core competency wireless innovations. Having a broader portfolio will enable us to further differentiate our offerings from other independent microwave equipment suppliers.

We expect to continue to serve and expand upon our existing customer base and develop business with new customers. We intend to leverage our customer base, our longstanding presence in many countries, our distribution channels, our comprehensive product line, our superior customer service and our turnkey solution capability to continue to sell existing and new products and services to current and future customers.

Products and Solutions

Our strong product and solutions portfolio is key to building and maintaining our marquee base of customers. We offer a comprehensive product and solutions portfolio that meets the needs of service providers and network operators in every region of the world and that addresses a broad range of applications, frequencies, capacities and network topologies.

- *Broad product and solution portfolio.* We offer a comprehensive suite of wireless transmission systems for microwave and millimeter wave networking applications. These solutions utilize a wide range of transmission frequencies, ranging from 5 GHz to 90 GHz, and can deliver a wide range of transmission capacities, ranging up to 20 Gigabits per second (Gbps). The major product families included in these solutions are CTR 8000, WTM 4000 and AviatCloud. Our CTR 8000 platform merges the functionality of an indoor microwave modem unit and a cell site router into a single integrated solution, simplifying IP/MPLS deployments and creating a better performing network. The newest addition to our product portfolio is the WTM 4000, the highest capacity microwave radio ever produced, and purpose built for SDN. We have now introduced multiple important variants to the WTM 4000 platform; WTM4100 & 4200 providing single and dual frequency microwave links with advanced XPIC and MIMO capabilities; WTM4500 for multi-channel aggregation of microwave channels in long distance applications; WTM4800 is the latest addition to address 5G network requirements and is capable of operating in the 80GHz E Band at up to 20Gbps capacity, with the unique ability to operate in multi-band mode simultaneously using microwave and E Band frequencies for maximum robustness. To address the issues of operational complexity in our customers' networks, AviatCloud is an app-based platform to automate and virtualize networks and their operations.
- *Low total cost of ownership.* Our wireless-based solutions are focused on achieving a low total cost of ownership, including savings on the combined costs of initial acquisition, installation and ongoing operation and maintenance. Our latest generation system designs reduce rack space requirements, require less power, are software-configurable to reduce spare parts requirements, and are simple to install, operate, upgrade and maintain. Our advanced wireless features can also enable operators to save on related costs, including spectrum fees and tower rental fees.
- *Futureproof network.* Our solutions are designed to protect the network operator's investment by incorporating software-configurable capacity upgrades and plug-in modules that provide a smooth migration path to Carrier Ethernet and IP/MPLS (multiprotocol label switching) based networking, without the need for costly equipment substitutions and additions. Our products include key technologies we believe will be needed by operators for their network evolution to support new broadband services.
- *Flexible, easily configurable products.* We use flexible architectures with a high level of software configurable features. This design approach produces high-performance products with reusable components while at the same time allowing for a manufacturing strategy with a high degree of flexibility, improved cost and reduced time-to-market. The software features of our products offer our customers a greater degree of flexibility in installing, operating and maintaining their networks.
- *Comprehensive network management.* We offer a range of flexible network management solutions, from element management to enterprise-wide network management and service assurance that we can optimize to work with our wireless systems.
- *Complete professional services.* In addition to our product offerings, we provide network planning and design, site surveys and builds, systems integration, installation, maintenance, network monitoring, training, customer service and many other professional services. Our services cover the entire evaluation, purchase, deployment and operational cycle and enable us to be one of the few complete, turnkey solution providers in the industry.

Business Operations

Sales and Service

Our primary route to market is through our own direct sales, service and support organization. This provides us with the best opportunity to leverage our role as a technology specialist and differentiate ourselves from competitors. Our focus on key customers and geographies allows us to consistently achieve high customer satisfaction ratings leading to a high level of customer retention and repeat business. Our highest concentrations of Sales and Service resources are in the United States, Western and Southern Africa, the Philippines, and the European Union. We maintain a presence in a number of other countries, some of which are based in customer locations and include, but not limited to, Canada, Mexico, Kenya, India, Saudi Arabia, Australia, New Zealand, and Singapore.

In addition to our direct channel to market, we also have informal, and in some cases formal, relationships with original equipment manufacturers (“OEMs”) and system integrators especially focused towards large and complex projects in National Security and Government related applications. Our role in these relationships ranges from equipment supply only to being a sub-contractor for a portion of the project scope where we will supply equipment and a variety of design, deployment and maintenance services.

We also use indirect sales channels, including dealers, resellers and sales representatives, in the marketing and sale of some lines of products and equipment on a global basis. These independent representatives may buy for resale or, in some cases, solicit orders from commercial or governmental customers for direct sales by us. Prices to the ultimate customer in many instances may be recommended or established by the independent representative and may be above or below our list prices. These independent representatives generally receive a discount from our list prices and are free to set the final sales prices paid by the customer.

We have introduced a direct online sales option through our online “AviatStore” for our WTM radio platform, initially in North America and targeted at wireless internet service providers delivering broadband services in rural and underserved areas. We provide online design tools for radio link planning and on-line ordering tools, which we fulfill directly from our AviatStore with multiple options of product available for next day shipment. Shipments from AviatStore commenced late in 2018 and increased in our third and fourth fiscal quarters.

We have repair and service centers in India, Nigeria, Ghana, Mexico, the Philippines, the United Kingdom and the United States. We have customer service and support personnel who provide customers with training, installation, technical support, maintenance and other services on systems under contract. We install and maintain customer equipment directly, in some cases, and contract with third-party service providers in other cases, depending on the equipment being installed and customer requirements.

The specific terms and conditions of our product warranties vary depending upon the product sold and country in which we do business. On direct sales, warranty periods generally start on the delivery date and continue for one to three years.

Manufacturing

Our global manufacturing strategy follows an outsourced manufacturing model using contract manufacturing partners in both the United States and Asia. Our strategy is based on balancing cost and supplier performance as well as taking into account qualification for localization requirements of certain market segments, such as the Buy America statute.

In accordance with our global logistics requirements and customer geographic distribution, we are engaged with contract manufacturing partners in Asia and the United States. All manufacturing operations have been certified to International Standards Organization 9001, a recognized international quality standard. We have also been certified to the TL 9000 standard, a telecommunication industry-specific quality system standard.

Backlog

Our backlog was approximately \$160.1 million at June 28, 2019 and \$145.4 million (adjusted for Accounting Standards Codification 606 adoption) at June 29, 2018 consisting primarily of contracts or purchase orders for both product and service deliveries and extended service warranties. Services include management’s initial estimate of the value of a customer’s commitment under a services contract. The calculation used by management involves estimates and judgments to gauge the extent of a customer’s commitment, including the type and duration of the agreement, and the presence of termination charges or wind down costs. Contract extensions and increases in scope are treated as backlog only to the extent of the new incremental value. We regularly review our backlog to ensure that our customers continue to honor their purchase commitments and have the financial means to purchase and deploy our products and services in accordance with the terms of their purchase contracts. Backlog estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidation, adjustments for revenue not materialized and adjustments for currency.

We expect to substantially fill the backlog as of June 28, 2019 during fiscal 2020, but we cannot be assured that this will occur. Product orders in our current backlog are subject to changes in delivery schedules or to cancellation at the option of the purchaser without significant penalty. Accordingly, although useful for scheduling production, backlog as of any particular date may not be a reliable measure of sales for any future period because of the timing of orders, delivery intervals, customer and product mix and the possibility of changes in delivery schedules and additions or cancellations of orders.

Customers

Although we have a large customer base, during any given fiscal year or quarter, a small number of customers may account for a significant portion of our revenue.

During fiscal 2019 Mobile Telephone Networks Group (“MTN Group”) in Africa accounted for 11% of our total revenue compared with 13% in fiscal 2018 and 14% in fiscal 2017. We have entered into separate and distinct contracts with MTN Group as well as separate arrangements with MTN Group subsidiaries. The loss of all or a substantial portion of MTN Group’s business could adversely affect our results of operations, cash flows and financial position.

Competition

The microwave and millimeter wave wireless networking business is a specialized segment of the telecommunications industry that is sensitive to technological advancements and is extremely competitive. Our principal competitors include business units of large mobile and IP network infrastructure manufacturers such as Ericsson, Huawei, NEC Corporation and Nokia Corporation, as well as a number of smaller microwave specialist companies such as Ceragon Networks Ltd. and SIAE Microelettronica S.p.A.

Some of our larger competitors may have greater name recognition, broader product lines (some including non-wireless telecommunications equipment and managed services), a larger installed base of products and longer-standing customer relationships. They may from time to time leverage their extensive overall portfolios into completely outsourced and managed network offerings restricting opportunities for specialist suppliers. In addition, some competitors may offer seller financing, which can be a competitive advantage under certain economic climates.

Some of our larger competitors may also act as systems integrators through which we sometimes distribute and sell products and services to end users.

The smaller independent private and public specialist competitors typically leverage new technologies and low products costs but are generally less capable of offering a complete solution including professional services, especially in the North America and Africa regions which form the majority of our addressed market.

We concentrate on market opportunities that we believe are compatible with our resources, overall technological capabilities and objectives. Principal competitive factors are cost-effectiveness, product quality and reliability, technological capabilities, service, ability to meet delivery schedules and the effectiveness of dealers in international areas. We believe that the combination of our network and systems engineering support and service, global reach, technological innovation, agility and close collaborative relationships with our customers are the key competitive strengths for us. However, customers may still make decisions based primarily on factors such as price, financing terms and/or past or existing relationships, where it may be difficult for us to compete effectively or profitably.

Research and Development

We believe that our ability to enhance our current products, develop and introduce new products on a timely basis, maintain technological competitiveness and meet customer requirements is essential to our success. Accordingly, we allocate, and intend to continue to allocate, a significant portion of our resources to research and development efforts in key technology areas and innovation to differentiate our overall portfolio from our competition. The majority of such research and development resources will be focused on technologies in microwave and millimeter wave RF, digital signal processing, networking protocols and software applications.

Our research and development expenditures totaled \$21.1 million, or 8.7% of revenue, in fiscal 2019, \$19.8 million, or 8.1% of revenue, in fiscal 2018, and \$18.7 million, or 7.7% of revenue, in fiscal 2017.

Research and development are primarily directed to the development of new products and to building technological capability. We are an industry innovator and intend to continue to focus significant resources on product development in an effort to maintain our competitiveness and support our entry into new markets.

Our product development teams totaled 153 employees as of June 28, 2019, and were located in the United States, New Zealand, Slovenia and Canada.

Raw Materials and Supplies

Because of the range of our products and services, as well as the wide geographic dispersion of our facilities, we use numerous sources of raw materials needed for our operations and for our products, such as electronic components, printed

circuit boards, metals and plastics. We are dependent upon suppliers and subcontractors for a large number of components and subsystems and upon the ability of our suppliers and subcontractors to adhere to customers' or regulatory materials' restrictions and to meet performance and quality specifications and delivery schedules.

Our strategy for procuring raw material and supplies includes dual sourcing on strategic assemblies and components. In general, we believe this reduces our risk with regard to the potential financial difficulties in our supply base. In some instances, we are dependent upon one or a few sources, either because of the specialized nature of a particular item or because of local content preference requirements pursuant to which we operate on a given project. Examples of sole or limited source categories include metal fabrications and castings, for which we own the tooling and therefore limit our supplier relationships, ASIC's and MMICs (types of integrated circuit used in manufacturing microwave radios), which we procure at volume discount from a single source. Our supply chain plan includes mitigation plans for alternative manufacturing sources and identified alternate suppliers.

Although we have been affected by performance issues of some of our suppliers and subcontractors, we have not been materially adversely affected by the inability to obtain raw materials or products. In general, any performance issues causing short-term material shortages are within the normal frequency and impact range experienced by high-tech manufacturing companies and are due primarily to the highly technical nature of many of our purchased components.

Patents and Other Intellectual Property

We consider our patents and other intellectual property rights, in the aggregate, to constitute an important asset. We own a portfolio of patents, trade secrets, know-how, confidential information, trademarks, copyrights and other intellectual property. We also license intellectual property to and from third parties. As of June 28, 2019, we held 270 U.S. patents and 220 international patents and had 23 U.S. patent applications pending and 32 international patent applications pending. We do not consider our business to be materially dependent upon any single patent, license or other intellectual property right, or any group of related patents, licenses or other intellectual property rights. From time to time, we might engage in litigation to enforce our patents and other intellectual property or defend against claims of alleged infringement. Any of our patents, trade secrets, trademarks, copyrights and other proprietary rights could be challenged, invalidated or circumvented, or may not provide competitive advantages. Numerous trademarks used on or in connection with our products are also considered to be valuable assets.

In addition, to protect confidential information, including our trade secrets, we require our employees and contractors to sign confidentiality and invention assignment agreements. We also enter into non-disclosure agreements with our suppliers and appropriate customers to limit access to and disclosure of our proprietary information.

Although our ability to compete may be affected by our ability to protect our intellectual property, we believe that, because of the rapid pace of technological change in the wireless telecommunications industry, our innovative skills, technical expertise and ability to introduce new products on a timely basis will be more important in maintaining our competitive position than protection of our intellectual property. Trade secret, trademark, copyright and patent protections are important but must be supported by other factors such as the expanding knowledge, ability and experience of our personnel, new product introductions and product enhancements. Although we continue to implement protective measures and intend to vigorously defend our intellectual property rights, there can be no assurance that these measures will be successful.

Environmental and Other Regulations

Our facilities and operations, in common with those of our industry in general, are subject to numerous domestic and international laws and regulations designed to protect the environment, particularly with regard to wastes and emissions. We believe that we have complied with these requirements and that such compliance has not had a material adverse effect on our results of operations, financial condition or cash flows. Based upon currently available information, we do not expect expenditures to protect the environment and to comply with current environmental laws and regulations over the next several years to have a material impact on our competitive or financial position but can give no assurance that such expenditures will not exceed current expectations. From time to time, we receive notices from the U.S. Environmental Protection Agency or equivalent state or international environmental agencies that we are a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act, which is commonly known as the Superfund Act, and equivalent laws. Such notices may assert potential liability for cleanup costs at various sites, which include sites owned by us, sites we previously owned and treatment or disposal sites not owned by us, allegedly containing hazardous substances attributable to us from past operations. We are not presently aware of any such liability that could be material to our business, financial condition or operating results, but due to the nature of our business and environmental risks, we cannot provide assurance that any such material liability will not arise in the future.

Electronic products are subject to environmental regulation in a number of jurisdictions. Equipment produced by us is subject to domestic and international requirements requiring end-of-life management and/or restricting materials in products delivered to customers. We believe that we have complied with such rules and regulations, where applicable, with respect to our existing products sold into such jurisdictions.

Radio communications are also subject to governmental regulation. Equipment produced by us is subject to domestic and international requirements to avoid interference among users of radio frequencies and to permit interconnection of telecommunications equipment. We believe that we have complied with such rules and regulations with respect to our existing products, and we intend to comply with such rules and regulations with respect to our future products. Reallocation of the frequency spectrum also could impact our business, financial condition and results of operations.

We have a comprehensive policy and procedures in effect concerning conflict minerals compliance.

Employees

As of June 28, 2019, we employed 708 people compared with 704 people as of the end of fiscal 2018, and 710 as of the end of fiscal 2017. As of June 28, 2019, 268 of our employees are located in the U.S. We also utilized 30 and 32 independent contractors as of June 28, 2019 and June 29, 2018, respectively. None of our employees in the U.S. are represented by a labor union. In certain international subsidiaries, our employees are represented by workers’ councils or statutory labor unions. In general, we believe that our employee relations are good.

Executive Officers of the Registrant

The name, age, position held with us, and principal occupation and employment during at least the past 5 years for each of our executive officers as of August 27, 2019, are as follows:

<u>Name and Age</u>	<u>Position Currently Held and Past Business Experience</u>
Michael A. Pangia, 58	Mr. Pangia has been our President and Chief Executive Officer and a member of our board of directors (the “Board”) since July 18, 2011. From March 2009 to July 2011, he served as our Chief Sales Officer responsible for company-wide operations of the global sales and services organization. Prior to joining Aviat Networks, from 2008 to 2009, Mr. Pangia served as Senior Vice President, global sales operations and strategy at Nortel, where he was responsible for all operational aspects of the global sales function. From 2006 to 2008, he was President of Nortel’s Asia region where his key responsibilities included sales and overall business management for all countries where Nortel did business in the region.
Stan Gallagher, 56	Mr. Gallagher joined Aviat Networks in June 2018 as our Senior Vice President, Chief Operating Officer and Principal Financial Officer. Mr. Gallagher is responsible for the operations, finance and IT organizations. Before joining Aviat, Mr. Gallagher was a Director and Operational Excellence/Supply Chain Management Lead at Synergetics Installations Worldwide, Inc. since 2012, and a Senior Consultant with LeadFirst Leadership Development Consultants since 2010. From 2007 to 2010, Mr. Gallagher held a number of leadership positions with various subsidiaries of General Electric.
Shaun McFall, 59	Mr. McFall was appointed Senior Vice President, Corporate Development in July 2018. Mr. McFall was Chief Strategy Officer from 2015 to July 2018. He was our Chief Marketing Officer since July 2008. Previously, from 2000 to 2008, he served as Vice President, Marketing for Aviat Networks and Stratex Networks. He has been with us since 1989.
Eric Chang, 46.....	Mr. Chang joined Aviat Networks in February 2016 as our Vice President, Corporate Controller and Principal Accounting Officer responsible for worldwide accounting, reporting, compliance and taxation. Prior to joining Aviat Networks, from 2013 to 2016, Mr. Chang was the Senior Director, Corporate Controller at Micrel, Incorporated. From 2007 to 2013, he served as Senior Director, Assistant Controller and Business Unit Controller at Atmel Corporation. From 2003 to 2007, he was at Ernst & Young LLP, most recent as Senior Audit Manager.

There is no family relationship between any of our executive officers or directors, and there are no arrangements or understandings between any of our executive officers or directors and any other person pursuant to which any of them was appointed or elected as an officer or director, other than arrangements or understandings with our directors.

Web site Access to Aviat Networks' Reports; Available Information

We maintain an Internet Web site at <http://www.aviatnetworks.com>. Our annual reports on Form 10-K, proxy statements, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") are available free of charge on our Web site as soon as reasonably practicable after these reports are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). Our website and the information posted thereon are not incorporated into this Annual Report on Form 10-K or any current or other periodic report that we file or furnish to the SEC.

We will also provide the reports in electronic or paper form, free of charge upon request. All reports we file with or furnish to the SEC are also available free of charge via EDGAR through the SEC's website at <http://www.sec.gov>.

Additional information relating to our business and operations is set forth in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K.

Item 1A. Risk Factors

In addition to the risks described elsewhere in this Annual Report on Form 10-K and in certain of our other filings with the SEC, the following risks and uncertainties, among others, could cause our actual results to differ materially from those contemplated by us or by any forward-looking statement contained herein. Prospective and existing investors are strongly urged to carefully consider the various cautionary statements and risks set forth in this Annual Report on Form 10-K and our other public filings.

We have many business risks including those related to our financial performance, investments in our common stock, operating our business and legal matters. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties may also impair our business operations. If any of these risks occur, our financial condition and results of operations could be materially and adversely affected.

Our sales cycle may be lengthy, and the timing of sales, along with additional services such as warehousing, inventory management, installation and implementation of our products within our customers' networks, may extend over more than one period, which can make our operating results difficult to predict.

We anticipate difficulty in accurately predicting the timing of the sale of products and amounts of revenue generated from sales of our products, primarily in developing countries. The establishment of a business relationship with a potential customer is a lengthy process, generally taking several months and sometimes longer. Following the establishment of the relationship, the negotiation of purchase terms can be time-consuming, and a potential customer may require an extended evaluation and testing period. We expect that our product sales cycle, which results in our products being designed into our customers' networks, could take 12 to 24 months. A number of factors can contribute to the length of the sales cycle, including technical evaluations of our products, the design process required to integrate our products into our customers' networks and warehousing and/or inventory management services that may be requested by certain large customers. In anticipation of product orders, we may incur substantial costs before the sales cycle is complete and before we receive any customer payments. Specifically, should a customer require warehousing and/or inventory management services, such services may impact our operating results in any period due to the costs associated with providing such services and the fact that the timing of the revenue recognition may be delayed. As a result, in the event that a sale is not completed or is canceled or delayed, we may have incurred substantial expenses, making it more difficult for us to become profitable or otherwise negatively impacting our financial results. Furthermore, because of our lengthy sales cycle, our recognition of revenue from our selling efforts may be substantially delayed, our ability to forecast our future revenue may be more limited and our revenue may fluctuate significantly from quarter to quarter.

Once a purchase agreement has been executed, the timing and amount of revenue, if applicable, may remain difficult to predict. The completion of services such as warehousing and inventory management, installation and testing of the customer's networks and the completion of all other suppliers' network elements are subject to the customer's timing and efforts and other factors outside our control, each of which may prevent us from making predictions of revenue with any certainty and could cause us to experience substantial period-to-period fluctuations in our operating results.

Due to the volume of our international sales, we may be susceptible to a number of political, economic and geographic risks that could harm our business.

We are highly dependent on sales to customers outside the U.S. In each of fiscal 2019, 2018 and 2017, our sales to international customers accounted for 47% of total revenue. Significant portions of our international sales are in less developed countries. Our international sales are likely to continue to account for a large percentage of our products and services revenue for the foreseeable future. As a result, the occurrence of any international, political, economic or geographic event could result in a significant decline in revenue. In addition, compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business in international jurisdictions. These numerous and sometimes conflicting laws and regulations include internal control and disclosure rules, data privacy and filtering requirements, anti-corruption laws, such as the Foreign Corrupt Practices Act, and other local laws prohibiting corrupt payments to governmental officials, and anti-competition regulations, among others. Violations of these laws and regulations could result in fines and penalties, criminal sanctions against us, our officers, or our employees, prohibitions on the conduct of our business and on our ability to offer our products and services in one or more countries, and could also materially affect our brand, our international expansion efforts, our ability to attract and retain employees, our business, and our operating results. Although we have implemented policies and procedures designed to ensure compliance with these laws and regulations, there can be no assurance that our employees, contractors, or agents will not violate our policies.

Some of the risks and challenges of doing business internationally include:

- unexpected changes in regulatory requirements;
- fluctuations in international currency exchange rates including its impact on unhedgeable currencies and our forecast variations for hedgeable currencies;
- imposition of tariffs and other barriers and restrictions;
- management and operation of an enterprise spread over various countries;
- the burden of complying with a variety of laws and regulations in various countries;
- application of the income tax laws and regulations of multiple jurisdictions, including relatively low-rate and relatively high-rate jurisdictions, to our sales and other transactions, which results in additional complexity and uncertainty;
- the conduct of unethical business practices in developing countries;
- general economic and geopolitical conditions, including inflation and trade relationships;
- war and acts of terrorism;
- kidnapping and high crime rate;
- natural disasters;
- availability of U.S. dollars especially in countries with economies highly dependent on resource exports, particularly oil; and
- changes in export regulations.

While these factors and the impacts of these factors are difficult to predict, any one or more of them could adversely affect our business, financial condition and results of operations in the future.

We may undertake further restructuring activities, which may adversely impact our operations, and we may not realize all of the anticipated benefits of these activities or any potential future restructurings. Any restructuring activities may harm our business.

We continue to evaluate our business to determine the potential need to realign our resources as we continue to transform our business in order to achieve desired cost savings in an increasingly competitive market. In prior years, we have undertaken a series of steps to restructure our operations involving, among other things and depending on the year, reductions of our workforce, the relocation of our corporate headquarters and the reduction and outsourcing of manufacturing activities. We incurred restructuring charges of \$0.7 million, \$1.3 million and \$0.6 million in fiscal 2019, 2018 and 2017, respectively.

We have based our restructuring efforts on assumptions and plans regarding the appropriate cost structure of our business based on our product mix and projected sales, among other factors. Some of our assumptions include the elimination of jobs and the outsourcing of certain functions to reduce our operating expenses. These assumptions may not be accurate and we may not be able to operate in accordance with our plans. Should this occur we may determine that we must incur additional restructuring charges in the future. Moreover, we cannot assure you that we will realize all of the anticipated benefits of our restructuring actions or that we will not further reduce or otherwise adjust our workforce or exit, or dispose of, certain businesses and product lines. Any decision to further limit investment, exit, or disposal of businesses or product lines may

result in the recording of additional restructuring charges. Consequently, the costs actually incurred in connection with the restructuring efforts may be higher than originally planned and may not lead to the anticipated cost savings and/or improved results. For example, if we consolidate additional facilities in the future, we may incur additional restructuring and related expenses, which could have a material adverse effect on our business, financial condition or results of operations.

We must increase our revenues and/or reduce costs if we hope to maintain profitability.

As measured under U.S. generally accepted accounting principles (“U.S. GAAP”), we recorded net income attributable to our stockholders of \$9.7 million in fiscal 2019, compared to net income attributable to our stockholders of \$1.8 million in fiscal 2018 and net losses attributable to our stockholders of \$0.8 million in fiscal 2017. We generated cash from operations in fiscal 2019, 2018 and 2017.

Throughout fiscal 2019, we experienced strong price competition for new business in all regions while major customer consolidations from prior years also put pressure on revenue and gross margin. In addition, we saw pricing pressures in all markets, particularly in international markets. Customer consolidation may have an increasing negative impact on our revenue if Aviat is not selected as a vendor for the products and/or services we provide. In order to counter pricing pressures, we invested heavily in product improvements to reduce unit costs and enhance product features, decreased overall company expenses, and worked with our vendors to attain more favorable pricing. If we are unable to reduce product unit costs associated with enhanced product features, including payments to contract manufacturers and other suppliers, or achieve the projected cost reductions, we may not achieve profitability.

We cannot be certain that these actions or others that we may take will allow us to maintain operating profitability or net income as determined under U.S. GAAP in the future.

Our quarterly results may be volatile, which can adversely affect the trading price of our common stock.

Our quarterly operating results may vary significantly for a variety of reasons, many of which are outside our control. These factors could harm our business and include, among others:

- seasonality in the purchasing habits of our customers;
- the volume and timing of product orders and the timing of completion of our product deliveries and installations;
- our ability and the ability of our key suppliers to respond to changes on demand as needed;
- margin variability based on geographic and product mix;
- our suppliers’ inability to perform and deliver on time as a result of their financial condition, component shortages or other supply chain constraints;
- retention of key personnel;
- the length of our sales cycle;
- litigation costs and expenses;
- continued timely rollout of new product functionality and features;
- increased competition resulting in downward pressure on the price of our products and services;
- unexpected delays in the schedule for shipments of existing products and new generations of the existing platforms;
- maintaining appropriate inventory levels and purchase commitments;
- failure to realize expected cost improvement throughout our supply chain;
- order cancellations or postponements in product deliveries resulting in delayed revenue recognition;
- restructuring and streamlining of our operations;
- war and acts of terrorism;
- natural disasters;
- the ability of our customers to obtain financing to enable their purchase of our products;
- fluctuations in international currency exchange rates;
- regulatory developments including denial of export and import licenses;
- general economic conditions worldwide that affect demand and financing for microwave and millimeter wave telecommunications networks; and
- the timing and size of future restructuring plans and write-offs.

Our quarterly results are expected to be difficult to predict and delays in product delivery or closing a sale can cause revenue, margins and net income or loss to fluctuate significantly from anticipated levels. A substantial portion of our contracts are completed in the latter part of a quarter and a significant percentage of these are large orders. Because a significant portion of our cost structure is largely fixed in the short term, revenue shortfalls tend to have a disproportionately negative impact on our profitability and can increase our inventory. The number of large new transactions also increases the risk of fluctuations in our quarterly results because a delay in even a small number of these transactions could cause our quarterly revenues and profitability to fall significantly short of our predictions. In addition, we may increase spending in response to competitive actions or in pursuit of new market opportunities. Accordingly, we cannot provide assurances that we will be able to achieve profitability in the future or that if profitability is attained, that we will be able to sustain profitability, particularly on a quarter-to-quarter basis.

We cannot guarantee that our stock repurchase program will be fully implemented or that it will enhance long-term stockholder value.

In May 2018, our Board of Directors approved a stock repurchase program for the repurchase of up to \$7.5 million. The repurchase program may be suspended or discontinued at any time and we are not obligated to repurchase a specified number of shares. Our repurchase program even if fully implemented, may not enhance long-term stockholder value. During fiscal 2019, we repurchased \$2.3 million of our common stock in the open market. As of June 28, 2019, \$5.2 million remained available under our stock repurchase program.

Our success will depend on new products introduced to the marketplace in a timely manner, successfully completing product transitioning and achieving customer acceptance.

The market for our products and services is characterized by rapid technological change, evolving industry standards and frequent new product introductions. Our future success will depend, in part, on continuous, timely development and introduction of new products and enhancements that address evolving market requirements and are attractive to customers. If we fail to develop or introduce, on a timely basis, new products or product enhancements or features that achieve market acceptance, our business may suffer. Additionally, we work closely with a variety of third-party partners to develop new product features and new platforms. Should our partners face delays in the development process, then the timing of the rollout of our new products may be significantly impacted which may negatively impact our revenue and gross margin. Another factor impacting our future success is the growth in the customer demand of our new products. Rapidly changing technology, frequent new product introductions and enhancements, short product life cycles and changes in customer requirements characterize the markets for our products. We believe that successful new product introductions provide a significant competitive advantage because of the significant resources committed by customers in adopting new products and their reluctance to change products after these resources have been expended. We have spent, and expect to continue to spend, significant resources on internal research and development to support our effort to develop and introduce new products and enhancements.

As we transition to new product platforms, we face significant risk that the development of our new products may not be accepted by our current customers or by new customers. To the extent that we fail to introduce new and innovative products that are adopted by customers, we could fail to obtain an adequate return on these investments and could lose market share to our competitors, which could be difficult or impossible to regain. Similarly, we may face decreased revenue, gross margins and profitability due to a rapid decline in sales of current products as customers hold spending to focus purchases on new product platforms. We could incur significant costs in completing the transition, including costs of inventory write-downs of the current product as customers transition to new product platforms. In addition, products or technologies developed by others may render our products non-competitive or obsolete and result in significant reduction in orders from our customers and the loss of existing and prospective customers.

Changes in accounting standards issued by the Financial Accounting Standards Board (“FASB”) could adversely affect our financial condition and results of operations, and could require a significant expenditure of time, attention and resources, especially by senior management.

Our accounting and financial reporting policies conform to U.S. GAAP, which are periodically revised and/or expanded. The application of accounting principles is also subject to varying interpretations over time. Accordingly, we are required to adopt new or revised accounting standards or comply with revised interpretations that are issued from time to time by various parties, including accounting standard setters and those who interpret the standards, such as the FASB and the SEC and our independent registered public accounting firm. New financial accounting standards which may be adopted by FASB could result in significant changes to our accounting and/or financial reporting practices that could adversely affect our financial condition and results of operations.

Our average sales prices may decline in the future.

We are experiencing, and are likely to continue to experience, declining sales prices. This price pressure is likely to result in downward pricing pressure on our products and services. As a result, we are likely to experience declining average sales prices for our products. Our future profitability will depend upon our ability to improve manufacturing efficiencies, to reduce the costs of materials used in our products and to continue to introduce new lower-cost products and product enhancements and if we are unable to do so, we may not be able to respond to pricing pressures. If we are unable to respond to increased price competition, our business, financial condition and results of operations will be harmed. Because customers frequently negotiate supply arrangements far in advance of delivery dates, we may be required to commit to price reductions for our products before we are aware of how, or if, cost reductions can be obtained. As a result, current or future price reduction commitments and any inability on our part to respond to increased price competition could harm our business, financial condition and results of operations.

Credit and commercial risks and exposures could increase if the financial condition of our customers declines.

A substantial portion of our sales are to customers in the telecommunications industry. These customers may require their suppliers to provide extended payment terms, direct loans or other forms of financial support as a condition to obtaining commercial contracts. In addition, if local currencies cannot be hedged, we have an inherent exposure in our ability to convert monies at favorable rates from or to U.S. dollars. More generally, we expect to routinely enter into long-term contracts involving significant amounts to be paid by our customers over time. Pursuant to these contracts, we may deliver products and services representing an important portion of the contract price before receiving any significant payment from the customer. As a result of the financing that may be provided to customers and our commercial risk exposure under long-term contracts, our business could be adversely affected if the financial condition of our customers erodes. Over the past few years, certain of our customers have filed with the courts seeking protection under the bankruptcy or reorganization laws of the applicable jurisdiction or have experienced financial difficulties. The financial healthiness may be exacerbated in many emerging markets, where our customers are being affected not only by recession, but by deteriorating local currencies and a lack of credit. Upon the financial failure of a customer, we may experience losses on credit extended to such customer, losses relating to our commercial risk exposure and the loss of the customer's ongoing business. If customers fail to meet their obligations to us, we may experience reduced cash flows and losses in excess of reserves, which could materially adversely impact our results of operations and financial position.

We may not be able to obtain capital when desired on favorable terms, if at all, or without dilution to our stockholders.

We believe that our existing cash and cash equivalents, the available line of credit under our credit facility and future cash collections from customers will be sufficient to provide for our anticipated requirements for working capital and capital expenditures for the next 12 months and the foreseeable future. However, it is possible that we may not generate sufficient cash flow from operations or otherwise have the capital resources to meet our longer-term capital needs. If this occurs, we may need to sell assets, reduce capital expenditures, or obtain additional equity or debt financing. We have no assurance that additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or are not available on acceptable terms if and when needed, our business, financial condition and results of operations could be harmed.

If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing stockholders.

Our restructuring actions could harm our relationships with our employees and impact our ability to recruit new employees.

Employees, whether or not directly affected by any restructuring actions that we undertake, may seek employment with our business partners, customers or competitors. We cannot assure that the confidential nature of our proprietary information will not be compromised by any such employees who terminate their employment with us. Further, we believe that our future success will depend in large part upon our ability to attract, motivate and retain highly skilled personnel. We may have difficulty attracting and retaining such personnel as a result of a perceived risk of future workforce reductions, and we may terminate the employment of employees as part of a restructuring and later determine that such employees were important to the success of the ongoing business.

Our business could be adversely affected if we are unable to attract and retain key personnel.

Our success and ability to invest and grow depend largely on our ability to attract and retain highly skilled technical, professional, managerial, sales and marketing personnel. Historically, competition for these key personnel has been intense. The loss of services of any of our key personnel, the inability to retain and attract qualified personnel in the future, delays in

hiring required personnel, particularly engineering and sales personnel, or the loss of key personnel to competitors could make it difficult for us to meet key objectives, such as timely and effective product introductions and financial goals.

We face strong competition for maintaining and improving our position in the market, which can adversely affect our revenue growth and operating results.

The wireless access, interconnection and backhaul business is a specialized segment of the wireless telecommunications industry and is extremely competitive. Competition in this segment is intense, and we expect it to increase. Some of our competitors have more extensive engineering, manufacturing and marketing capabilities and significantly greater financial, technical and personnel resources than we have. In addition, some of our competitors have greater name recognition, broader product lines, a larger installed base of products and longer-standing customer relationships. Our competitors include established companies, such as Ericsson, Huawei, NEC and Nokia, as well as a number of other public and private companies, such as Ceragon and SIAE. Some of our competitors are OEMs or systems integrators through whom we market and sell our products, which means our business success may depend on these competitors to some extent. One or more of our largest customers could internally develop the capability to manufacture products similar to those manufactured or outsourced by us and, as a result, the demand for our products and services may decrease.

In addition, we compete for acquisition and expansion opportunities with many entities that have substantially greater resources than we have. Our competitors may enter into business combinations in order to accelerate product development or to compete more aggressively and we may lack the resources to meet such enhanced competition.

Our ability to compete successfully will depend on a number of factors, including price, quality, availability, customer service and support, breadth of product lines, product performance and features, rapid time-to-market delivery capabilities, reliability, timing of new product introductions by us, our customers and competitors, the ability of our customers to obtain financing and the stability of regional sociopolitical and geopolitical circumstances, and the ability of large competitors to obtain business by providing more seller financing especially for large transactions. We can give no assurances that we will have the financial resources, technical expertise, or marketing, sales, distribution, customer service and support capabilities to compete successfully, or that regional sociopolitical and geographic circumstances will be favorable for our successful operation.

If we fail to accurately forecast our manufacturing requirements or customer demand, we could incur additional costs, which would adversely affect our business and results of operations.

If we fail to accurately predict our manufacturing requirements or forecast customer demand, we may incur additional costs of manufacturing and our gross margins and financial results could be adversely affected. If we overestimate our requirements, our contract manufacturers may experience an oversupply of components and assess us charges for excess or obsolete components that could adversely affect our gross margins. If we underestimate our requirements, our contract manufacturers may have inadequate inventory or components, which could interrupt manufacturing and result in higher manufacturing costs, shipment delays, damage to customer relationships and/or our payment of penalties to our customers. Our contract manufacturers also have other customers and may not have sufficient capacity to meet all of their customers' needs, including ours, during periods of excess demand.

The effects of global financial and economic conditions in certain markets has had, and may continue to have, significant effects on our customers and suppliers, and has in the past, and may in the future have, a material adverse effect on our business, operating results, financial condition and stock price.

The effects of global financial and economic conditions in certain markets include, among other things, significant reductions in available capital and liquidity from banks and other providers of credit, substantial reductions and/or fluctuations in equity and currency values worldwide.

Economic conditions in certain markets have adversely affected and may continue to adversely affect our customers' access to capital and/or willingness to spend capital on our products, and/or their levels of cash liquidity and/or their ability and/or willingness to pay for products that they will order or have already ordered from us, or result in their ceasing operations. Further, we have experienced an increasing number of our customers, principally in emerging markets, requesting longer payment terms, lease or vendor financing arrangements, longer terms for the letters of credit securing purchases of our products and services, which could potentially negatively impact our orders, revenue conversion cycle, and cash flows.

In seeking to reduce their expenses, we have also seen significant pressure from our customers to lower prices for our products as they try to improve their operating performance and procure additional capital equipment within their reduced budget levels. To the extent that we lower prices on our products and services, our orders, revenues, and gross margins may be negatively impacted. Additionally, certain emerging markets are particularly sensitive to pricing as a key differentiator. Where

price is a primary decision driver, we may not be able to effectively compete, or we may choose not to compete due to unacceptable margins.

In addition, economic conditions in certain markets could materially adversely affect our suppliers' access to capital and liquidity with which to maintain their inventories, production levels, and/or product quality, could cause them to raise prices or lower production levels, or result in their ceasing operations. Further, with respect to our credit facility discussed under "Liquidity, Capital Resources and Financial Strategies" in Item 7 of this Annual Report on Form 10-K, if continued uncertain economic conditions adversely affect Silicon Valley Bank, our ability to access the funds available under our credit facility could be materially adversely affected.

The potential effects of these economic factors are difficult to forecast and mitigate. As a consequence, our operating results for a particular period are difficult to predict and prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing effects could have a material adverse effect on our business, results of operations, and financial condition and could adversely affect our stock price.

If we fail to effectively manage our contract manufacturer relationships, we could incur additional costs or be unable to timely fulfill our customer commitments, which would adversely affect our business and results of operations and, in the event of an inability to fulfill commitments, would harm our customer relationships.

We outsource all of our manufacturing and a substantial portion of our repair service operations to independent contract manufacturers and other third parties. Our contract manufacturers typically manufacture our products based on rolling forecasts of our product needs that we provide to them on a regular basis. The contract manufacturers are responsible for procuring components necessary to build our products based on our rolling forecasts, building and assembling the products, testing the products in accordance with our specifications and then shipping the products to us. We configure the products to our customer requirements, conduct final testing and then ship the products to our customers. Although we currently partner with multiple major contract manufacturers, there can be no assurance that we will not encounter problems as we are dependent on contract manufacturers to provide these manufacturing services or that we will be able to replace a contract manufacturer that is not able to meet our demand.

In addition, if we fail to effectively manage our relationships with our contract manufacturers or other service providers, or if one or more of them should not fully comply with their contractual obligations or should experience delays, disruptions, component procurement problems or quality control problems, then our ability to ship products to our customers or otherwise fulfill our contractual obligations to our customers could be delayed or impaired which would adversely affect our business, financial results and customer relationships.

We depend on sole or limited sources for some key components and failure to receive timely delivery of any of these components could result in deferred or lost sales.

In some instances, we are dependent upon one or a few sources, either because of the specialized nature of a particular item or because of local content preference requirements pursuant to which we operate on a given project. Examples of sole or limited sourcing categories include metal fabrications and castings, for which we own the tooling and therefore limit our supplier relationships, and MMICs (a type of integrated circuit used in manufacturing microwave radios), which we procure at a volume discount from a single source. Our supply chain plan includes mitigation plans for alternative manufacturing sources and identified alternate suppliers. However, if these alternatives cannot address our requirements when our existing sources of these components fail to deliver them on time, we could suffer delayed shipments, canceled orders and lost or deferred revenues, as well as material damage to our customer relationships. Should this occur, our operating results, cash flows and financial condition could be materially adversely affected.

As a result of changes in tax laws, treaties, rulings, regulations or agreements, or their interpretation, of any country in which we operate, the loss of a major tax dispute or a successful challenge to our operating structure, intercompany pricing policies or the taxable presence of our key subsidiaries in certain countries, or other factors, our effective tax rate could be highly volatile and could adversely affect our operating results.

We operate in multiple jurisdictions and our profits are taxed pursuant to the tax laws of these jurisdictions. Our future effective tax rate may be adversely affected by a number of factors, many of which are outside of our control, including:

- the jurisdictions in which profits are determined to be earned and taxed;
- adjustments to estimated taxes upon finalization of various tax returns;
- increases in expenses not deductible for tax purposes, including write-offs of acquired in-process research and development and impairment of goodwill in connection with acquisitions;
- ability to utilize net operating loss;

- changes in available tax credits;
- changes in share-based compensation expense;
- changes in the valuation of our deferred tax assets and liabilities;
- changes in domestic or international tax laws or the interpretation of such tax laws including the impact of the Tax Cuts and Jobs Act of 2017;
- the resolution of issues arising from tax audits with various tax authorities;
- the tax effects of purchase accounting for acquisitions and restructuring charges that may cause fluctuations between reporting periods; and
- taxes that may be incurred upon a repatriation of cash from foreign operations.

Any significant increase in our future effective tax rates could impact our results of operations for future periods adversely.

Our ability to use net operating loss carryforwards to offset future taxable income for U.S. federal income tax purposes and other tax benefits may be limited.

Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”) imposes an annual limitation on the amount of taxable income that may be offset if a corporation experiences an “ownership change” as defined in Section 382 of the Code. An ownership change occurs when a company’s “five-percent shareholders” (as defined in Section 382 of the Code) collectively increase their ownership in the company by more than 50 percentage points (by value) over a rolling three-year period. Additionally, various states have similar limitations on the use of state net operating losses (“NOL”) following an ownership change.

If we experience an ownership change, our ability to use our NOLs, any loss or deducting attributable to a “net unrealized built-in loss” and other tax attributes (collectively, the “Tax Benefits”) could be substantially limited, and the timing of the usage of the Tax Benefits could be substantially delayed, which could significantly impair the value of the Tax Benefits. There is no assurance that we will be able to fully utilize the Tax Benefits and we could be required to record an additional valuation allowance related to the amount of the Tax Benefits that may not be realized, which could adversely impact our result of operations.

We believe that these Tax Benefits are a valuable asset for us. On September 6, 2016, the Board approved a Tax Benefit Preservation Plan (the “Plan”) in an effort to protect our Tax Benefits during the effective period of the Plan. Further, on September 6, 2016, the Board adopted certain amendments to our Amended and Restated Certificate of Incorporation, as amended (the “Charter Amendments”), which are intended to preserve the Tax Benefits by restricting certain transfers of our common stock. The Plan and the Charter Amendments were approved by our stockholders at our 2016 annual meeting of stockholders on November 16, 2016. Although the Plan and the Charter Amendments are intended to reduce the likelihood of an “ownership change” that could adversely affect us, there is no assurance that the restrictions on transferability in the Plan and the Charter Amendments will prevent all transfers that could result in such an “ownership change.” There also can be no assurance that the transfer restrictions in the Charter Amendments will be enforceable against all of our stockholders absent a court determination confirming such enforceability. The transfer restrictions may be subject to challenge on legal or equitable grounds.

The Plan and the Charter Amendments could make it more difficult for a third party to acquire, or could discourage a third party from acquiring, us or a large block of our common stock. A third party that acquires 4.9% or more of our common stock could suffer substantial dilution of its ownership interest under the terms of the Plan through the issuance of common stock or common stock equivalents to all stockholders other than the acquiring person. The acquisition may also be void under the Charter Amendments.

The foregoing provisions may adversely affect the marketability of our common stock by discouraging potential investors from acquiring our stock. In addition, these provisions could delay or frustrate the removal of incumbent directors and could make more difficult a merger, tender offer or proxy contest involving us, or impede an attempt to acquire a significant or controlling interest in us, even if such events might be beneficial to us and our stockholders.

Our customers may not pay for products and services in a timely manner, or at all, which would decrease our cash flows and adversely affect our working capital.

Our business requires extensive credit risk management that may not be adequate to protect against customer nonpayment. A risk of non-payment by customers is a significant focus of our business. We expect a significant amount of future revenue to come from international customers in developing countries. We do not generally expect to obtain collateral

for sales, although we require letters of credit or credit insurance as appropriate for international customers. For information regarding the percentage of revenue attributable to certain key customers, see the risks discussed in the following risk factor. Our historical accounts receivable balances have been concentrated in a small number of significant customers. Unexpected adverse events impacting the financial condition of our customers, bank failures or other unfavorable regulatory, economic or political events in the countries in which we do business may impact collections and adversely impact our business, require increased bad debt expense or receivable write-offs and adversely impact our cash flows, financial condition and operating results, which could also result in a breach of our bank covenants.

Because a significant amount of our revenue may come from a limited number of customers, the termination of any of these customer relationships may adversely affect our business.

Sales of our products and services historically have been concentrated in a small number of customers. Principal customers for our products and services include domestic and international wireless/mobile service providers, OEMs, as well as private network users such as public safety agencies; government institutions; and utility, pipeline, railroad and other industrial enterprises that operate broadband wireless networks. During fiscal 2019, 2018 and 2017, we had one customer in Africa, MTN Group that accounted for 11%, 13% and 14%, respectively, of our total revenue. Although we have a large customer base, during any given quarter a small number of customers may account for a significant portion of our revenue.

It is possible that a significant portion of our future product sales also could become even more concentrated in a limited number of customers. In addition, product sales to major customers have varied widely from period to period. The loss of any existing customer, a significant reduction in the level of sales to any existing customer, or our inability to gain additional customers could result in declines in our revenue or an inability to grow revenue. In addition, further consolidation of our potential customer base could result in purchasing decision delays as consolidating customers integrate their operations and could generally reduce our opportunities to win new customers to the extent that the number of potential customers decreases. Furthermore, as our customers become larger, they may have more leverage to negotiate better pricing which could adversely affect our revenues and gross margins.

Consolidation within the telecommunications industry could result in a decrease in our revenue.

The telecommunications industry has experienced significant consolidation among its participants, and we expect this trend to continue. Some operators in this industry have experienced financial difficulty and have filed, or may file, for bankruptcy protection. Other operators may merge and one or more of our competitors may supply products to the customers of the combined company following those mergers. This consolidation could result in purchasing decision delays and decreased opportunities for us to supply products to companies following any consolidation. This consolidation may also result in lost opportunities for cost reduction and economies of scale.

We continually evaluate strategic transaction opportunities which could involve merger, restructuring, divestiture, sale and/or acquisition activities that could disrupt our operations and harm our operating results.

Our growth depends upon market growth, our ability to enhance our existing products and our ability to introduce new products on a timely basis. We intend to continue to address the need to develop new products and enhance existing products through acquisitions, or “tuck-ins,” product lines, technologies, and personnel. Strategic transactions involve numerous risks, including the following:

- difficulties in integrating the operations, systems, technologies, products, and personnel of the combined companies, particularly companies with large and widespread operations and/or complex products;
- diversion of management’s attention from normal daily operations of the business and the challenges of managing larger and more widespread operations resulting from business combinations, sales, divestitures and /or restructurings;
- potential difficulties in completing projects associated with in-process research and development intangibles;
- difficulties in entering markets in which we have no or limited direct prior experience and where competitors in each market have stronger market positions;
- initial dependence on unfamiliar supply chains or relatively small supply partners;
- insufficient revenue to offset increased expenses associated with acquisitions; and
- the potential loss of key employees, customers, resellers, vendors and other business partners of our company or the companies with which we engage in strategic transactions following and continuing after announcement of an anticipated strategic transaction.

Strategic transactions may also cause us to:

- issue common stock that would dilute our current stockholders or cause a change in control of the combined company;
- use a substantial portion of our cash resources, or incur debt;
- significantly increase our interest expense, leverage and debt service requirements if we incur additional debt to pay for an acquisition;
- assume material liabilities;
- record goodwill and non-amortizable intangible assets that are subject to impairment testing on a regular basis and potential periodic impairment charges;
- incur amortization expenses related to certain intangible assets;
- incur tax expenses related to the effect of acquisitions on our intercompany R&D cost sharing arrangement and legal structure;
- incur large and immediate write-offs and restructuring and other related expenses; and
- become subject to intellectual property or other litigation.

Mergers, restructurings, sales and acquisitions of high-technology companies are inherently risky and subject to many factors outside of our control. No assurance can be given that any future strategic transactions will be successful and will not materially adversely affect our business, operating results or financial condition. Failure to manage and successfully complete a strategic transaction could materially harm our business and operating results. Even when an acquired or acquiring company has already developed and marketed products, there can be no assurance that product enhancements will be made in a timely fashion or that pre-acquisition due diligence will have identified all possible issues that might arise with respect to such products.

If we are unable to adequately protect our intellectual property rights, we may be deprived of legal recourse against those who misappropriate our intellectual property.

Our ability to compete will depend, in part, on our ability to obtain and enforce intellectual property protection for our technology in the U.S. and internationally. We rely upon a combination of trade secrets, trademarks, copyrights, patents and contractual rights to protect our intellectual property. In addition, we enter into confidentiality and invention assignment agreements with our employees and enter into non-disclosure agreements with our suppliers and appropriate customers so as to limit access to and disclosure of our proprietary information. We cannot give assurances that any steps taken by us will be adequate to deter misappropriation or impede independent third-party development of similar technologies. In the event that such intellectual property arrangements are insufficient, our business, financial condition and results of operations could be harmed. We cannot provide assurances that the protection provided to our intellectual property by the laws and courts of particular nations will be substantially similar to the protection and remedies available under U.S. law. Furthermore, we cannot provide assurances that third parties will not assert infringement claims against us based on intellectual property rights and laws in other nations that are different from those established in the U.S.

If we fail to develop and maintain distribution and licensing relationships, our revenue may decrease.

Although a majority of our sales are made through our direct sales force, we also market our products through indirect sales channels such as independent agents, resellers, OEMs and systems integrators. These relationships enhance our ability to pursue major contract awards and, in some cases, are intended to provide our customers with easier access to financing and a greater variety of equipment and service capabilities, which an integrated system provider should be able to offer. We may not be able to maintain our current relationships or develop new ones. If additional relationships are developed, they may not be successful. Furthermore, as we consider increasing licensing revenue based on upgraded technology, we may not be successful in transitioning customers to the planned software upgrades. Our inability to establish or maintain these distribution and licensing relationships could restrict our ability to market our products and thereby result in significant reductions in revenue. If these revenue reductions occur, our business, financial condition and results of operations would be harmed.

If sufficient radio frequency spectrum is not allocated for use by our products, or we fail to obtain regulatory approval for our products, our ability to market our products may be restricted.

We may be affected by the allocation and auction of the radio frequency spectrum by governmental authorities both in the U.S. and internationally. The unavailability of sufficient radio frequency spectrum may inhibit the future growth of wireless communications networks. In addition, to operate in a jurisdiction, we must obtain regulatory approval for our products and each jurisdiction in which we market our products has its own regulations governing radio communications. If we are unable to obtain sufficient allocation of radio frequency spectrum by the appropriate governmental authority or obtain the proper regulatory approval for our products, our business, financial condition and results of operations may be harmed.

Our business is subject to changing regulation of corporate governance, public disclosure and anti-bribery measures which have resulted in increased costs and may continue to result in additional costs in the future and/or potential liabilities.

We are subject to rules and regulations of federal and state regulatory authorities, The NASDAQ Stock Market LLC (“NASDAQ”) and financial market entities charged with the protection of investors and the oversight of companies whose securities are publicly traded, and foreign and domestic legislative bodies. During the past few years, these entities, including the Public Company Accounting Oversight Board, the SEC, NASDAQ and several foreign governments, have issued requirements, laws and regulations and continue to develop additional requirements, laws and regulations, most notably the Sarbanes-Oxley Act of 2002 (“SOX”), and recent laws and regulations regarding bribery and unfair competition. Our efforts to comply with these requirements and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of substantial management time and attention from revenue-generating activities to compliance activities.

Moreover, because these laws, regulations and standards are subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs potentially necessitated by ongoing revisions to our disclosure and governance practices. Finally, if we are unable to ensure compliance with such requirements, laws, or regulations, we may be subject to costly prosecution and liability, and resulting reputational harm, from such noncompliance.

There are inherent limitations on the effectiveness of our controls.

We do not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The design of a control system must reflect the fact that resource constraints exist, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people, or by management’s override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate due to changes in conditions or deterioration in the degree of compliance with policies or procedures. If our controls become inadequate, we could fail to meet our financial reporting obligations, our reputation may be adversely affected, our business and operating results could be harmed, and the market price of our stock could decline.

Our products are used in critical communications networks which may subject us to significant liability claims.

Because our products are used in critical communications networks, we may be subject to significant liability claims if our products do not work properly. We warrant to our current customers that our products will operate in accordance with our product specifications. If our products fail to conform to these specifications, our customers could require us to remedy the failure or could assert claims for damages. The provisions in our agreements with customers that are intended to limit our exposure to liability claims may not preclude all potential claims. In addition, any insurance policies we have may not adequately limit our exposure with respect to such claims. Liability claims could require us to spend significant time and money in litigation or to pay significant damages. Any such claims, whether or not successful, would be costly and time-consuming to defend, and could divert management’s attention and seriously damage our reputation and our business.

We may be subject to litigation regarding our intellectual property. This litigation could be costly to defend and resolve and could prevent us from using or selling the challenged technology.

The wireless telecommunications industry is characterized by vigorous protection and pursuit of intellectual property rights, which has resulted in often protracted and expensive litigation. Any litigation regarding patents or other intellectual property could be costly and time-consuming and could divert our management and key personnel from our business operations. The complexity of the technology involved and the uncertainty of intellectual property litigation increase these risks. Such litigation or claims could result in substantial costs and diversion of resources. In the event of an adverse result in any such litigation, we could be required to pay substantial damages, cease the use and transfer of allegedly infringing technology or the sale of allegedly infringing products and expend significant resources to develop non-infringing technology or obtain licenses for the infringing technology. We can give no assurances that we would be successful in developing such non-infringing technology or that any license for the infringing technology would be available to us on commercially

reasonable terms, if at all. This could have a materially adverse effect on our business, results of operation, financial condition, competitive position and prospects.

System security risks, data protection breaches, and cyber attacks could compromise our proprietary information, disrupt our internal operations and harm public perception of our security products, which could cause our business and reputation to suffer and adversely affect our stock price.

In the ordinary course of business, we store sensitive data, including intellectual property, our proprietary business information and proprietary information of our customers, suppliers and business partners, on our networks. The secure maintenance of this information is critical to our operations and business strategy. Increasingly, companies, including ours, are subject to a wide variety of attacks on their networks on an ongoing basis. Despite our security measures, our information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers and hackers, or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products, and the information stored on our networks could be accessed, publicly disclosed, lost or stolen, which could subject us to liability to our customers, suppliers, business partners and others, and cause us reputational and financial harm. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of our networks.

If an actual or perceived breach of network security occurs in our network or in the network of a customer of our security products, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products could be harmed. Because the techniques used by computer programmers and hackers, many of whom are highly sophisticated and well-funded, to access or sabotage networks change frequently and generally are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques. This could impede our sales, manufacturing, distribution or other critical functions. In addition, the economic costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software systems and security vulnerabilities could be significant and may be difficult to anticipate or measure because the damage may differ based on the identity and motive of the programmer or hacker, which are often difficult to identify.

Anti-takeover provisions of Delaware law, the Plan, and provisions in our Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws could make a third-party acquisition of us difficult.

Because we are a Delaware corporation, the anti-takeover provisions of Delaware law could make it more difficult for a third party to acquire control of us, even if the change in control would be supported by our stockholders. We are subject to the provisions of Section 203 of the General Corporation Law of Delaware, which prohibits us from engaging in certain business combinations, unless the business combination is approved in a prescribed manner. In addition, our Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws also contain certain provisions that may make a third-party acquisition of us difficult, including the ability of the Board to issue preferred stock and the requirement that nominations for directors and other proposals by stockholders must be made in advance of the meeting at which directors are elected or the proposals are voted upon.

In addition, the Plan and the Charter Amendments could make an acquisition of us more difficult, and certain acquisitions may also be void under the Charter Amendments. The risks associated with the Plan and the Charter Amendments are described in more detail above under the heading “Our ability to use net operating loss carryforwards to offset future taxable income for U.S. federal income tax purposes and other tax benefits may be limited.”

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of June 28, 2019, we leased approximately 158,000 square feet of facilities worldwide, with approximately 39% in the United States, mostly in California, and Texas. Our corporate headquarters is located in Milpitas, California, and consists of approximately 19,000 square feet office space. We also lease approximately 41,000 square feet of office, assembly facilities and warehouse in multiple locations in Texas. Internationally, we lease approximately 96,000 square feet of facilities throughout Europe, Canada, South America, Africa and Asia regions, including offices in Singapore, Slovenia, Philippine Islands, India, Mexico, Brazil, Canada, South Africa, Ghana, Ivory Coast, Kenya, Nigeria, Algeria, France, Netherlands, Poland, Russia, Australia, Dubai, Saudi Arabia, Lebanon, China, and Thailand. In addition, we own approximately 108,000 square feet of facilities in Wellington, New Zealand and Lanarkshire, Scotland.

We maintain our facilities in good operating condition and believe that they are suitable and adequate for our current and projected needs. We continuously review our anticipated requirements for facilities and may, from time to time, acquire additional facilities, expand existing facilities, or dispose of existing facilities or parts thereof, as we deem necessary.

For more information about our lease obligations, see “Note 11. Commitments and Contingencies” of the notes to consolidated financial statements, which are included in Item 8 in this Annual Report on Form 10-K.

Item 3. *Legal Proceedings*

We are subject from time to time to disputes with customers concerning our products and services. In May 2016, we received notification of a claim for \$1.0 million in damages from a customer in Austria alleging that certain of our products were defective. We are continuing to investigate this claim, and at this time an estimate of the reasonably possible loss or range of loss cannot be made.

From time to time, we may be involved in various other legal claims and litigation that arise in the normal course of our operations. We are aggressively defending all current litigation matters. Although there can be no assurances and the outcome of these matters is currently not determinable, we currently believe that none of these claims or proceedings are likely to have a material adverse effect on our financial position. We expect to defend each of these disputes vigorously. There are many uncertainties associated with any litigation and these actions or other third-party claims against us may cause us to incur costly litigation and/or substantial settlement charges. As a result, our business, financial condition, results of operations, and cash flows could be adversely affected. The actual liability in any such matters may be materially different from our estimates, if any.

We record accruals for our outstanding legal proceedings, investigations or claims when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. We evaluate, at least on a quarterly basis, developments in legal proceedings, investigations or claims that could affect the amount of any accrual, as well as any developments that would result in a loss contingency to become both probable and reasonably estimable. We have not recorded any accrual for loss contingencies associated with such legal claims or litigation discussed above.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information on Common Stock

Our common stock, with a par value of \$0.01 per share, is listed and primarily traded on the NASDAQ Global Select Market, under the ticker symbol AVNW (prior to January 28, 2010 our ticker symbol was HSTX). There was no established trading market for shares of our common stock prior to January 29, 2007.

According to the records of our transfer agent, as of July 31, 2019, there were 2,325 holders of record of our common stock.

Dividend Policy

We have not paid cash dividends on our common stock and do not intend to pay cash dividends in the foreseeable future. We intend to retain any earnings for use in our business. In addition, the covenants of our credit facility may restrict us from paying dividends or making other distributions to our stockholders under certain circumstances.

Sales of Unregistered Securities

During fiscal 2019, we did not issue or sell any unregistered securities.

Issuer Repurchases of Equity Securities

Following is a summary of stock repurchases for the fourth quarter of fiscal 2019:

Period	Total Number of Shares Repurchased	Weighted Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Repurchased Under the Program ⁽¹⁾ (in thousands)
March 30, 2019 through April 26, 2019	—	\$ —	—	\$ 5,623
April 27, 2019 through May 24, 2019.....	6,243	\$ 12.77	6,243	\$ 5,544
May 25, 2019 through June 28, 2019.....	27,480	\$ 13.16	27,480	\$ 5,183
Total	33,723	\$ 13.09	33,723	

⁽¹⁾ Stock Repurchase Programs

In May 2018, our board of directors approved a repurchase program, which does not have an expiration date, for the repurchase of up to \$7.5 million of our common stock. During the fourth quarter of fiscal 2019, we repurchased \$0.4 million of our common stock in the open market. As of June 28, 2019, \$5.2 million remained available under our stock repurchase program.

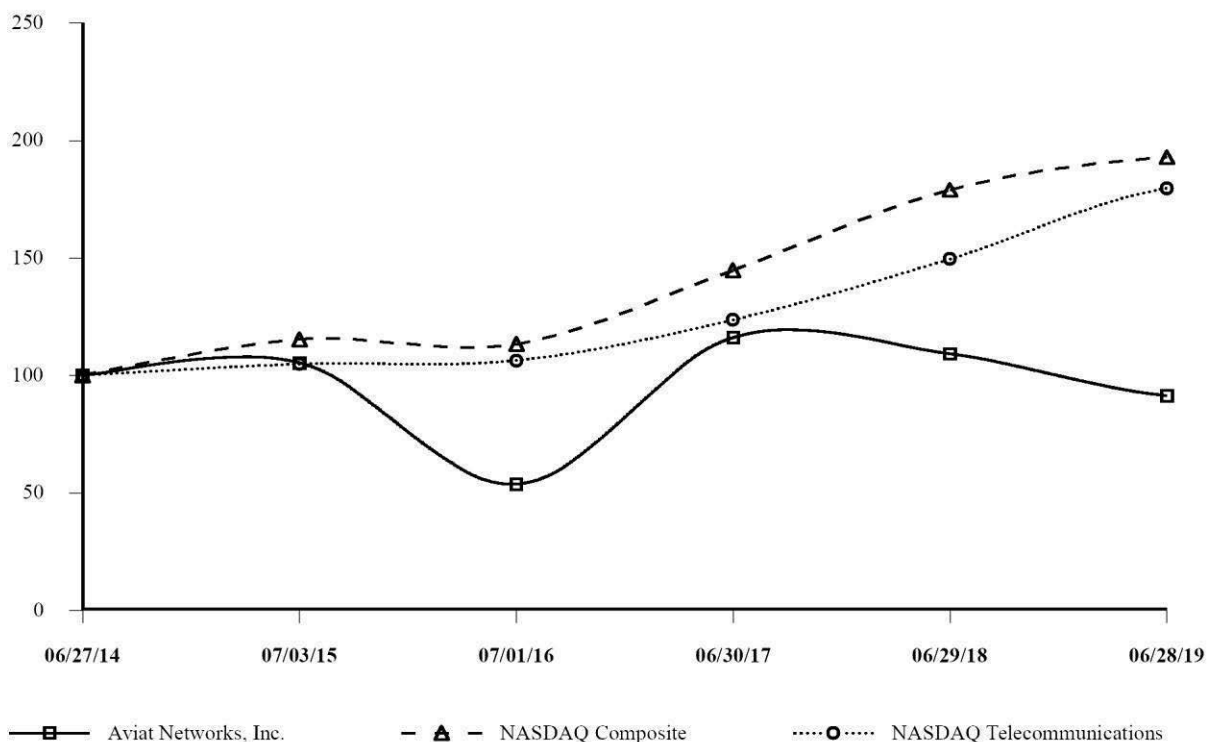
Performance Graph

The following graph and accompanying data compare the cumulative total return on our common stock with the cumulative total return of the Total Return Index for The NASDAQ Composite Market (U.S. Companies) and the NASDAQ Telecommunications Index for the five-year period ended June 28, 2019. The stock price performance shown on the graph below is not necessarily indicative of future price performance. Note that this graph and accompanying data is “furnished,” not “filed,” with the SEC.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Aviat Networks, Inc., the NASDAQ Composite Index

and the NASDAQ Telecommunications Index



	6/27/2014	7/3/2015	7/1/2016	6/30/2017	6/29/2018	6/28/2019
Aviat Networks, Inc.....	\$ 100.00	\$ 105.20	\$ 53.63	\$ 115.92	\$ 109.06	\$ 91.27
NASDAQ Composite.....	\$ 100.00	\$ 115.25	\$ 113.26	\$ 144.70	\$ 178.85	\$ 192.77
NASDAQ Telecommunications	\$ 100.00	\$ 104.71	\$ 106.23	\$ 123.53	\$ 149.44	\$ 179.54

* Assumes (i) \$100 invested on June 27, 2014 in Aviat Networks, Inc. common stock, the Total Return Index for The NASDAQ Composite Market (U.S. companies) and the NASDAQ Telecommunications Index; and (ii) immediate reinvestment of all dividends.

Item 6. Selected Financial Data

The following table summarizes our selected historical financial information for each of the last five fiscal years that has been derived from our consolidated financial statements. All of the per-share data have been retroactively adjusted for the 1-for-12 reverse stock split discussed in footnote 3 below. Data presented for fiscal years 2019, 2018 and 2017 are included elsewhere in this Annual Report on Form 10-K. This table should be read in conjunction with our other financial information, including “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and notes, included elsewhere in this Annual Report on Form 10-K.

	Fiscal Year Ended				
	June 28, 2019	June 29, 2018	June 30, 2017	July 1, 2016	July 3, 2015
(In thousands, except per share amounts)					
Revenue from product sales and services.....	\$ 243,858	\$ 242,506	\$ 241,874	\$ 268,690	\$ 335,878
Cost of product sales and services.....	164,588	162,003	166,402	206,973	255,188
Income (loss) from continuing operations ⁽¹⁾⁽²⁾ ..	9,738	2,302	(621)	(30,178)	(24,648)
Net income (loss) ⁽¹⁾⁽²⁾	9,738	2,302	(621)	(29,637)	(24,554)
Net income attributable to noncontrolling interests, net of tax.....	—	457	202	270	71
Net income (loss) attributable to Aviat Networks ⁽¹⁾⁽²⁾	9,738	1,845	(823)	(29,907)	(24,625)
Basic and diluted income (loss) per common share ⁽³⁾ :					
Income (loss) from continuing operations - basic	\$ 1.81	\$ 0.35	\$ (0.16)	\$ (5.81)	\$ (4.77)
Net income (loss) - basic.....	\$ 1.81	\$ 0.35	\$ (0.16)	\$ (5.71)	\$ (4.75)
Net income (loss) - diluted.....	\$ 1.73	\$ 0.33	\$ (0.16)	\$ (5.71)	\$ (4.75)

(1) Include share-based compensation expense of \$1.7 million, \$2.4 million, \$2.1 million, \$1.8 million and \$2.2 million for fiscal 2019, 2018, 2017, 2016, and 2015, respectively.

(2) Include restructuring charges of \$0.7 million, \$1.3 million, \$0.6 million, \$2.5 million, and \$4.9 million for fiscal 2019, 2018, 2017, 2016, and 2015, respectively.

(3) On June 14, 2016, we effected a reverse stock split of all of the outstanding shares of our common stock at a ratio of 1-for-12 (“Reverse Stock Split”). The authorized number of shares of 300 million and par value per share of our common stock of \$0.01 per share remained unchanged after the Reverse Stock Split.

	As of				
	June 28, 2019	June 29, 2018	June 30, 2017	July 1, 2016	July 3, 2015
(In thousands)					
Total assets	\$ 169,193	\$ 156,061	\$ 152,576	\$ 166,111	\$ 224,715
Long-term liabilities.....	15,466	12,077	12,218	12,707	18,198

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview of Business; Operating Environment and Key Factors Impacting Fiscal 2018 and 2019 Results

The following Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand our results of operations and financial condition. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes. In the discussion below, our fiscal year ending July 3, 2020 is referred to as “fiscal 2020” or “2020”; our fiscal year ended June 28, 2019 is referred to as “fiscal 2019” or “2019”; our fiscal year ended June 29, 2018 is referred to as “fiscal 2018” or “2018”; and our fiscal year ended June 30, 2017 is referred to as “fiscal 2017” or “2017.”

Overview

We anticipate our overall revenue in fiscal 2020 to be higher in North America, offset by lower revenue from our international regions. This expectation is based on actual order volumes in fiscal 2019 and our observation of customer spending patterns going into fiscal 2020. We have a healthy backlog entering fiscal 2020 for North America private network projects and we anticipate continuing our strong momentum across these verticals. We have made inroads into the U.S. rural broadband and wireless internet service provider areas and there is evidence now of investment to support 5G deployments with our U.S. service provider customers. Internationally, we are taking a more conservative view of our revenue opportunity based on a variety of factors that have led to an overall capital spending decline and increased competitive intensity, especially from vendors based in China. While there is an attractive pipeline of international revenue opportunity, it has less clarity on timing and we are consequently lessening our international expectations with respect to fiscal 2020.

Operations Review

The market for mobile backhaul continued to be our primary addressable market segment globally in fiscal 2019. In North America, we supported long-term evolution (LTE) deployments of our mobile operator customers, public safety network deployments for state and local governments, and private network implementations for utilities and other customers. In international markets, our business continued to rely on a combination of customers increasing their capacity to handle subscriber growth, the ongoing build-out of some large 3G deployments, and LTE deployments. Our position continues to be to support our customers for 5G and LTE readiness and ensure that our technology roadmap is well aligned with evolving market requirements. We continue to find that our strength in turnkey and after-sale support services is a differentiating factor that wins business for us and enables us to expand our business with existing customers in all markets. However, as disclosed above and in the “Risk Factors” section in Item 1A of this Annual Report on Form 10-K, a number of factors could prevent us from achieving our objectives, including ongoing pricing pressures attributable to competition and macroeconomic conditions in the geographic markets that we service.

Revenue

We manage our sales activities primarily on a geographic basis in North America and three international geographic regions: (1) Africa and the Middle East, (2) Europe and Russia and (3) Latin America and Asia Pacific. Revenue by region for fiscal 2019, 2018 and 2017 and the related changes are shown in the table below:

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
North America.....	\$ 132,884	\$ 131,078	\$ 132,078	\$ 1,806	\$ (1,000)	1.4 %	(0.8)%
Africa and the Middle East.....	48,305	58,459	60,150	(10,154)	(1,691)	(17.4)%	(2.8)%
Europe and Russia.....	16,933	18,205	14,128	(1,272)	4,077	(7.0)%	28.9 %
Latin America and Asia Pacific..	45,736	34,764	35,518	10,972	(754)	31.6 %	(2.1)%
Total Revenue	\$ 243,858	\$ 242,506	\$ 241,874	\$ 1,352	\$ 632	0.6 %	0.3 %

During fiscal 2019, we recognized revenue based on Accounting Standard Codification (“ASC”) 606 but revenue for fiscal 2018 was recognized based on ASC 605. Therefore, the periods are not directly comparable. For additional information regarding the impact of ASC 606 on our revenue, please refer to “Note 3, Revenue Recognition” of the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K.

Our revenue from North America increased by \$1.8 million, or 1.4%, in fiscal 2019 compared with fiscal 2018. The increase in North America revenue during fiscal 2019 was due to stronger order flow from private network customers, overcoming a small decrease in orders from mobile operators. Revenue from North America decreased \$1.0 million, or 0.8%, in fiscal 2018 compared with fiscal 2017. While our overall North America revenue was nearly flat, the decrease during fiscal 2018 was due to our private networks customers.

Our revenue from Africa and the Middle East decreased by \$10.2 million, or 17.4%, in fiscal 2019 compared with fiscal 2018. The decrease in revenue was primarily due to decreased sales to our large mobile operator customers in the region and completion of a large Middle East project in fiscal 2018 that was not repeated in fiscal 2019. Revenue from Africa and the Middle East decreased \$1.7 million, or 2.8%, in fiscal 2018 compared with fiscal 2017. While we saw substantial revenue from a long running Middle East project during fiscal 2018, our sales to major African customers declined.

Revenue from Europe and Russia decreased by \$1.3 million, or 7.0%, in fiscal 2019 compared with fiscal 2018. The decrease was due to lower sales to mobile and private network customers in the region. Revenue in Europe and Russia increased \$4.1 million, or 28.9%, in fiscal 2018 compared with fiscal 2017. The increase during fiscal 2018 was due to the addition of a mobile network operator customer in the region which boosted our revenues compared to the prior year.

Revenue from Latin America and Asia Pacific increased by \$11.0 million, or 31.6%, in fiscal 2019 compared with fiscal 2018. The increase was primarily due to higher sales volume from certain mobile operator customers in Asia Pacific. Revenue from Latin America and Asia-Pacific decreased \$0.8 million, or 2.1%, in fiscal 2018 compared with fiscal 2017. Increased sales in the Asia Pacific region during fiscal 2018 were offset by decreased sales in Latin America.

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Product sales	\$ 156,724	\$ 151,685	\$ 153,517	\$ 5,039	\$ (1,832)	3.3 %	(1.2)%
Services	87,134	90,821	88,357	(3,687)	2,464	(4.1)%	2.8 %
Total Revenue.....	\$ 243,858	\$ 242,506	\$ 241,874	\$ 1,352	\$ 632	0.6 %	0.3 %

Our revenue from product sales increased by \$5.0 million, or 3.3%, in fiscal 2019 compared with fiscal 2018. Product volume increased primarily with mobile operators in Asia Pacific and a small increase in North America offsetting volume reductions in the other regions compared with fiscal 2018. Our services revenue decreased by \$3.7 million, or 4.1%, in fiscal 2019 compared with fiscal 2018. Decreased sales in Africa and the Middle East were offset in part by increased sales in other regions.

Our revenue from product sales decreased \$1.8 million, or 1.2%, in fiscal 2018 compared with fiscal 2017. Product sales were weaker in all markets during fiscal 2018, with the exceptions of the Middle East, Europe and Asia Pacific. We experienced a gain in Europe mainly due to the addition of a new mobile operator customer during fiscal 2018. The increase was offset by decreases in Africa, North America and Latin America as compared to fiscal 2017. Our services revenue increased \$2.5 million, or 2.8%, in fiscal 2018 compared with fiscal 2017 due to increased sales in the Middle East, Europe and North America.

Gross Margin

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Revenue.....	\$ 243,858	\$ 242,506	\$ 241,874	\$ 1,352	\$ 632	0.6 %	0.3 %
Cost of revenue	164,588	162,003	166,402	2,585	(4,399)	1.6 %	(2.6)%
Gross margin	\$ 79,270	\$ 80,503	\$ 75,472	\$ (1,233)	\$ 5,031	(1.5)%	6.7 %
% of revenue	32.5%	33.2%	31.2%				
Product margin %.....	33.9%	34.0%	31.5%				
Service margin %	29.9%	31.9%	30.7%				

Gross margin for fiscal 2019 decreased by \$1.2 million, or 1.5%, compared with fiscal 2018. Gross margin as a percentage of revenue for fiscal 2019 decreased to 32.5%, compared with 33.2% in fiscal 2018, primarily due to lower margin

rates for services. Service margin as a percentage of service revenue declined in fiscal 2019 compared to fiscal 2018, primarily due to decreased margins in North America, the Middle East and Africa.

Gross margin for fiscal 2018 increased \$5.0 million, or 6.7%, compared with fiscal 2017. Gross margin as a percentage of revenue for fiscal 2018 improved to 33.2%, compared with 31.2% in fiscal 2017. Gross margin improvement was primarily due to improved sales margin rates from both product and service businesses due to improvements in service delivery performance and product mix. Product margin as a percentage of product revenue and service margin as a percentage of revenue increased over the same period in fiscal 2017 largely due to improved margins in the Middle East and Africa.

Research and Development Expenses

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Research and development expenses.....	\$ 21,111	\$ 19,750	\$ 18,684	\$ 1,361	\$ 1,066	6.9%	5.7%
% of revenue	8.7%	8.1%	7.7%				

Our R&D expenses increased by \$1.4 million, or 6.9%, in fiscal 2019 compared with fiscal 2018. The increase was primarily due to increased development activity on new product lines.

Our R&D expenses increased \$1.1 million, or 5.7%, in fiscal 2018 compared with fiscal 2017. The increase in R&D expenses was primarily due to a \$0.9 million increase in salaries and benefits as a result of foreign exchange, and a \$0.2 million increase in professional services and material spending. We continue to invest in new product features, new functionality and lower cost platforms that we believe will enable our product lines to retain their technology leads in a cost-effective manner.

Selling and Administrative Expenses

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Selling and administrative expenses.....	\$ 56,055	\$ 58,157	\$ 57,184	\$ (2,102)	\$ 973	(3.6)%	1.7%
% of revenue	23.0%	24.0%	23.6%				

Our selling and administrative expenses decreased by \$2.1 million, or 3.6%, in fiscal 2019 compared with fiscal 2018. The decrease was primarily due to lower variable compensation.

Our selling and administrative expenses increased \$1.0 million, or 1.7%, in fiscal 2018 compared with fiscal 2017. The increase was primarily due to a \$0.6 million increase in salaries and benefits as a result of foreign exchange and an increase of \$0.8 million in sales commissions. The increase was offset by a \$0.6 million reduction in professional fees primarily associated with accounting, IT, legal, and marketing consulting services.

Restructuring Charges

During the fourth quarter of fiscal 2018, our Board approved a restructuring plan (the “Fiscal 2018-2019 Plan”) to consolidate back-office support functions and align resources by geography to lower our expense structure. We completed the restructuring activities under the Fiscal 2018-2019 Plan at the end of fiscal 2019. Payments related to the accrued restructuring liability balance for this plan are expected to be fully paid in fiscal 2020.

Our restructuring charges by plan for fiscal 2019, 2018 and 2017 are summarized in the table below:

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Fiscal 2018-2019 Plan.....	\$ 736	\$ 1,532	\$ —	\$ (796)	\$ 1,532	(52.0)%	N/A
Fiscal 2016-2017 Plan.....	—	(5)	345	5	(350)	N/A	(101.4)%
Other prior years plans	—	(248)	244	248	(492)	N/A	(201.6)%
Total	\$ 736	\$ 1,279	\$ 589	\$ (543)	\$ 690	(42.5)%	117.1 %

Restructuring charges in fiscal 2019 of \$0.7 million relates to employee severance and benefits to complete the Fiscal 2018-2019 Plan. Restructuring charges for fiscal 2018 included \$1.5 million of employee severance and benefits costs primarily related to the Fiscal 2018-2019 Plan and a reduction in the previously estimated accrual of \$0.3 million. Restructuring charges for fiscal 2017 included \$0.4 million of employee severance and benefits costs primarily related to a fiscal 2016-2017 restructuring plan and a \$0.2 million facility charge primarily consisting of headquarters moving costs. Payments related to our accrued restructuring liability balances for the 2018-2019 Plan are expected to be fully paid in fiscal 2020.

Interest Income, Interest Expense and Other Expense

(In thousands, except percentages)	Fiscal Year			\$ Change		% Change	
	2019	2018	2017	2019/2018	2018/2017	2019/2018	2018/2017
Interest income	\$ 267	\$ 198	\$ 261	\$ 69	\$ (63)	35%	(24)%
Interest expense.....	(102)	(29)	(50)	(73)	21	252%	(42)%
Other income (expense), net.....	17	(220)	169	237	(389)	N/A	N/A

Interest income reflected interest earned on our cash equivalents which were comprised of money market funds and bank certificates of deposit.

Interest expense was primarily related to interest associated with borrowings under our Silicon Valley Bank (“SVB”) credit facility and discounts on customer letters of credit.

Other expense included \$0.2 million and \$0.3 million in fiscal 2018 and 2017, respectively, related to the foreign exchange loss on a dividend declared by our Nigeria entity (a partnership for U.S. tax purposes) to our Aviat U.S. entity which was caused by a significant devaluation of the Nigerian Naira in June 2016. Other income in fiscal 2017 included a \$0.3 million foreign currency translation gain reclassified from accumulated other comprehensive loss upon liquidation of a dormant foreign legal entity.

Income Taxes

(In thousands, except percentages)	Fiscal Year			\$ Change	
	2019	2018	2017	2019/2018	2018/2017
Income (loss) before income taxes.....	\$ 1,550	\$ 1,266	\$ (605)	\$ 284	\$ 1,871
(Benefit from) provision for income taxes	(8,188)	(1,036)	16	(7,152)	(1,052)
As % of income (loss) before income taxes	(528.3)%	(81.8)%	(2.6)%		

Our (benefit from) provision for income taxes was \$8.2 million of benefit for fiscal 2019, \$1.0 million of benefit for fiscal 2018 and \$16 thousand of expense for fiscal 2017. Our tax benefit for fiscal 2019 was primarily due to the release of certain U.S. federal and state valuation allowances of \$7.5 million and a refundable foreign withholding tax credit, partially offset by losses in tax jurisdictions in which we cannot recognize tax benefits. During the first quarter of fiscal 2019, we received notification from the Department of Federal Revenue of Brazil that our withholding tax refund request had been approved. We recorded a net discrete income tax benefit of \$1.6 million for the release of valuation allowance previously recorded as a deferred tax asset for the withholding tax credits. This consisted of an income tax benefit of \$1.9 million for the

refundable withholding tax credit, less tax expense of \$0.3 million from recognizing an ASC 740-10 reserve previously recorded as a reduction to the withholding tax credits.

During fiscal 2018, we received refund of \$1.3 million from the Inland Revenue Authority of Singapore (“IRAS”) related to a \$13.2 million tax assessment we paid in fiscal year 2014. The tax refund was recorded as a discrete tax benefit during the year the payment was received. During fiscal 2018, we recorded a valuation allowance release of \$3.3 million related to refundable alternative minimum tax credit under the Tax Cuts and Jobs Act (the “2017 Tax Act”). We expect to receive the refund of this tax benefit starting in our fiscal year 2021. The 2017 Tax Act reduced the corporate tax rate from 35% to 21%, effective January 1, 2018. Since we have a fiscal year end during the middle of the calendar year, we are subject to rules relating to transitional tax rates. As a result, our fiscal 2018 federal statutory rate was a blended rate of 28.1%.

Liquidity, Capital Resources and Financial Strategies

As of June 28, 2019, our cash and cash equivalents and short-term investments totaled \$31.9 million. Approximately \$15.0 million, or 47.0%, was held in the United States. The remaining balance of \$16.9 million, or 53.0%, was held by entities outside the United States. Of the amount of cash and cash equivalents held by our foreign subsidiaries at June 28, 2019, \$14.9 million was held in jurisdictions where our undistributed earnings are indefinitely reinvested, and if repatriated, would be subject to foreign withholding taxes.

Operating Activities

Cash provided by operating activities is presented as net income (loss) adjusted for certain non-cash items and changes in assets and liabilities. Net cash provided by operating activities was \$2.9 million for fiscal 2019, \$8.2 million for fiscal 2018 and \$9.4 million for fiscal 2017.

For fiscal 2019 compared to fiscal 2018, cash provided by operating activities declined by \$5.3 million. The net contribution of non-cash items to cash provided by operating activities decreased by \$7.2 million and the net contribution of changes in operating assets and liabilities to cash provided by operating activities decreased by \$5.5 million in fiscal 2019 as compared to fiscal 2018.

The \$7.2 million decrease in the net contribution of non-cash items to cash provided by operating activities was primarily due to a \$5.6 million net change in deferred tax assets, a \$0.7 million decrease in depreciation and amortization, a \$0.6 million decrease in share based compensation, and a \$0.3 million decrease from the recovery of an uncollectible receivable.

Changes in operating assets and liabilities resulted in a decrease of \$5.5 million for fiscal 2019 compared to fiscal 2018. Accounts receivable and unbilled costs fluctuate from period to period, depending on the amount, timing of sales and billing activities and cash collections. The fluctuations in accounts payable and accrued expenses during fiscal 2019 were primarily due to the timing of liabilities incurred and vendor payments. The change in inventories and in customer service inventories during fiscal 2019 were primarily due to demand, our focus on improving our inventory management, and the impact from the adoption of ASC 606. The decrease in customer advance payments and unearned revenue during fiscal 2019 was due to the timing of payment from customers and revenue recognition. We used \$1.3 million in cash during fiscal 2019 on expenses related to restructuring liabilities.

For fiscal 2018 compared to fiscal 2017, cash provided by operating activities declined by \$1.2 million. The net contribution of non-cash items to cash provided by operating activities decreased by \$3.6 million and the net contribution of changes in operating assets and liabilities to cash provided by operating activities decreased by \$0.6 million in fiscal 2018 as compared to fiscal 2017.

Investing Activities

Net cash used in investing activities was \$5.2 million for fiscal year 2019, \$6.3 million for fiscal 2018 and \$4.0 million for fiscal 2017, which consisted primarily of capital expenditures.

For fiscal 2020, we expect to spend approximately \$5.0 million for capital expenditures, primarily on equipment for development and manufacturing of new products and to support customer managed services.

Financing Activities

Financing cash flows consist primarily of proceeds and repayments of short-term debt, repurchase of stock and proceeds from sale of share of common stock through employee equity plans. Net cash used in financing activities was \$3.0 million for fiscal year 2019 primarily due to \$2.3 million for the repurchases of our common stock and a \$0.7 million payment for taxes related to the net settlement of equity awards. Net cash provided by financing activities was \$12,000 for fiscal 2018 and \$21,000 for fiscal 2017.

As of June 28, 2019, our principal sources of liquidity consisted of the \$31.9 million in cash, cash equivalents and short-term investments, \$15.1 million of available credit under our \$25.0 million credit facility with Silicon Valley Bank (“SVB Credit Facility”) which expires on June 29, 2020, and future collections of receivables from customers. We regularly require letters of credit from certain customers and, from time to time, these letters of credit are discounted without recourse shortly after shipment occurs in order to meet immediate liquidity requirements and to reduce our credit and sovereign risk. Historically, our primary sources of liquidity have been cash flows from operations and credit facilities.

We believe that our existing cash and cash equivalents, the available line of credit under the SVB Credit Facility and future cash collections from customers will be sufficient to provide for our anticipated requirements for working capital and capital expenditures for at least the next 12 months. Our SVB Credit Facility expires on June 29, 2020. While we intend and expect the SVB Credit Facility to be renewed, there can be no assurance that the SVB Credit Facility will be renewed. In addition, there can be no assurance that our business will generate cash flow from operations, that we will be in compliance with the quarterly financial covenants contained in the SVB Credit Facility, or that we will have a sufficient borrowing base under such facility. If we are not in compliance with the financial covenants or do not have sufficient eligible accounts receivable to support our borrowing base, the availability of our credit facility is not certain or may be diminished. Over the longer term, if we are unable to maintain cash balances or generate sufficient cash flow from operations to service our obligations that may arise in the future, we may be required to sell assets, reduce capital expenditures, or obtain financing. If we need to obtain additional financing, we cannot be assured that it will be available on favorable terms, or at all. Our ability to make scheduled principal payments or pay interest on or refinance any future indebtedness depends on our future performance and financial results, which, to a certain extent, are subject to general conditions in or affecting the microwave communications market and to general economic, political, financial, competitive, legislative and regulatory factors beyond our control.

Available Credit Facility, Borrowings and Repayment of Debt

On June 10, 2019, we entered into Amendment No. 2 to Third Amended and Restated Loan and Security Agreement with Silicon Valley Bank. The SVB Credit Facility provides for a \$25.0 million accounts receivable formula based revolving credit facility that can be borrowed by the U.S. company, with a \$25.0 million sublimit that can be borrowed by our Singapore subsidiary. Loans may be advanced under the SVB Credit Facility based on a borrowing base equal to a specified percentage of the value of eligible accounts of all borrowers under the SVB Credit Facility. The borrowing base is subject to certain eligibility criteria. Availability under the accounts receivable formula based revolving credit facility can also be utilized to issue letters of credit with a \$12.0 million sublimit. We may prepay loans under the SVB Credit Facility in whole or in part at any time without premium or penalty. As of June 28, 2019, available credit under the SVB Credit Facility was \$15.1 million reflecting the calculated borrowing base of \$25.0 million less existing borrowings of \$9.0 million and outstanding letters of credit of \$0.9 million.

The SVB Credit Facility carries an interest rate, at our option, computed (i) at the prime rate reported in the Wall Street Journal plus a spread of 0.50% to 1.50%, with such spread determined based on our adjusted quick ratio; or (ii) if we satisfy a minimum adjusted quick ratio, a LIBOR rate determined in accordance with the SVB Credit Facility, plus a spread of 2.75%. Any outstanding Singapore subsidiary borrowed loans shall bear interest at an additional 2.00% above the applicable prime or LIBOR rate. During fiscal 2019, the weighted average interest rate on our outstanding loan was 5.91%. As of June 28, 2019 and June 29, 2018, our outstanding debt balance under the SVB Credit Facility was \$9.0 million, and the interest rate was 6.00% and 5.50%, respectively.

The SVB Credit Facility contains quarterly financial covenants including minimum adjusted quick ratio and minimum profitability (EBITDA) requirements. In the event our adjusted quick ratio falls below a certain level, cash received in our accounts with SVB may be directly applied to reduce outstanding obligations under the SVB Credit Facility. The SVB Credit Facility also imposes certain restrictions on our ability to dispose of assets, enter into a transaction resulting in a change in control, merge or consolidate, make acquisitions, incur indebtedness, grant liens, make investments, make certain restricted payments and enter into transactions with affiliates under certain circumstances. Certain of our assets, including accounts receivable, inventory, and equipment, are pledged as collateral for the SVB Credit Facility. Upon an event of default, outstanding obligations would be immediately due and payable. Under certain circumstances, a default interest rate will apply

on all obligations during the existence of an event of default at a per annum rate of interest equal to 5.00% above the applicable interest rate.

As of June 28, 2019, we were in compliance with the quarterly financial covenants, as amended, contained in the SVB Credit Facility. The \$9.0 million borrowing was classified as a current liability as of June 28, 2019 and June 29, 2018. We repaid the \$9.0 million in July 2019.

We also obtained an uncommitted short-term line of credit of \$0.4 million from a bank in New Zealand to support the operations of our subsidiary located there in fiscal 2015. This line of credit provides for \$0.3 million in short-term advances at various interest rates, all of which was available as of June 28, 2019. The line of credit also provides for the issuance of standby letters of credit and company credit cards, of which \$0.1 million was outstanding as of June 28, 2019. This facility may be terminated upon notice, is reviewed annually for renewal or modification, and is supported by a corporate guarantee.

Restructuring Payments

We had liabilities for restructuring activities totaling \$1.3 million as of June 28, 2019, of which \$1.1 million was classified as current liability and expected to be paid in cash over the next 12 months. We expect to fund these future payments with available cash and cash provided by operations.

Contractual Obligations

The following table summarizes our contractual obligations and commitments as of June 28, 2019:

(In thousands)	Obligations Due by Fiscal Year					Other
	Total	< 1 year	1 - 3 years	3 - 5 years	> 5 years	
Borrowings under credit facility	\$ 9,000	\$ 9,000	\$ —	\$ —	\$ —	\$ —
Purchase obligations ⁽¹⁾⁽⁴⁾	16,272	15,986	178	72	36	—
Other purchase obligations ⁽³⁾⁽⁴⁾	3,101	3,101	—	—	—	—
Operating lease commitments ⁽⁴⁾	6,358	2,052	1,724	492	2,090	—
Reserve for uncertain tax positions ⁽²⁾	3,606	—	—	—	—	3,606
Total contractual cash obligations	<u>\$ 38,337</u>	<u>\$ 30,139</u>	<u>\$ 1,902</u>	<u>\$ 564</u>	<u>\$ 2,126</u>	<u>\$ 3,606</u>

- (1) From time to time in the normal course of business we may enter into purchasing agreements with our suppliers that require us to accept delivery of, and remit full payment for, finished products that we have ordered, finished products that we requested be held as safety stock, and work in process started on our behalf in the event we cancel or terminate the purchasing agreement. Because these agreements do not specify fixed or minimum quantities, do not specify minimum or variable price provisions, and do not specify the approximate timing of the transaction, and we have no present intention to cancel or terminate any of these agreements, we currently do not believe that we have any future liability under these agreements.
- (2) Liabilities for uncertain tax positions of \$3.6 million were included in long-term liabilities in the consolidated balance sheets. At this time, we are unable to make a reasonably reliable estimate of the timing of payments related to this amount due to uncertainties in the timing of tax audit outcomes.
- (3) Contractual obligation related to software as a service and software maintenance support.
- (4) These items are not recorded on our consolidated balance sheets.

Commercial Commitments

We have entered into commercial commitments in the normal course of business including surety bonds, standby letters of credit and other arrangements with financial institutions and insurers primarily relating to the guarantee of future performance on certain tenders and contracts to provide products and services to customers. As of June 28, 2019, we had commercial commitments on outstanding surety bonds and standby letters of credit as follows:

(In thousands)	Expiration of Commitments by Fiscal Year				
	Total	2020	2021	2022	After 2022
Standby letters of credit used for:					
Bids	\$ 35	\$ —	\$ 35	\$ —	\$ —
Payment guarantees.....	263	263	—	—	—
Performance	582	564	18	—	—
	<u>880</u>	<u>827</u>	<u>53</u>	<u>—</u>	<u>—</u>
Surety bonds used for:					
Performance	56,651	49,465	7,186	—	—
Payment guarantees.....	100	—	—	—	100
Tax bonds	2,903	2,901	2	—	—
	<u>59,654</u>	<u>52,366</u>	<u>7,188</u>	<u>—</u>	<u>100</u>
Total commercial commitments	\$ 60,534	\$ 53,193	\$ 7,241	\$ —	\$ 100

Historically, we have not paid out any significant amount of our performance guarantees. As such, the outstanding commercial commitments have not been recorded in our consolidated balance sheets.

Off-Balance Sheet Arrangements

In accordance with the definition under SEC rules (Item 303(a) (4) (ii) of Regulation S-K), any of the following qualify as off-balance sheet arrangements:

- any obligation under certain guarantee contracts;
- a retained or contingent interest in assets transferred to an unconsolidated entity or similar entity or similar arrangement that serves as credit, liquidity or market risk support to that entity for such assets;
- any obligation, including a contingent obligation, under certain derivative instruments; and
- any obligation, including a contingent obligation, under a material variable interest held by us in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to us, or engages in leasing, hedging or research and development services with us.

Currently we are not participating in transactions that generate relationships with unconsolidated entities or financial partnerships, including variable interest entities, and we do not have any material retained or contingent interest in assets as defined above. As of June 28, 2019, we did not have material financial guarantees or other contractual commitments that are reasonably likely to adversely affect liquidity. In addition, we are not currently a party to any related party transactions that materially affect our results of operations, cash flows or financial condition.

Financial Risk Management

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates. We employ established policies and procedures governing the use of financial instruments to manage our exposure to such risks.

Exchange Rate Risk

We conduct business globally in numerous currencies and are therefore exposed to foreign currency risks. We use derivative instruments to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. We do not hold or issue derivatives for trading purposes or make speculative investments in foreign currencies.

We also enter into foreign exchange forward contracts to mitigate the change in fair value of specific non-functional currency assets and liabilities on the balance sheet. All balance sheet hedges are marked to market through earnings every period. Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities.

As of June 28, 2019, we had two foreign currency forward contracts outstanding as follows:

Currency	Notional Contract Amount (Local Currency)	Notional Contract Amount (USD)
	(In thousands)	
New Zealand dollar	500	\$ 329
British pound.....	500	\$ 647
Total of all currency forward contracts.....		\$ 976

Net foreign exchange gain (loss) recorded in our consolidated statements of operations during fiscal 2019, 2018 and 2017 was as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Amount included in costs of revenues	\$ (664)	\$ 402	\$ (847)
Amount included in other (expense) income.....	—	(188)	135
Total foreign exchange (loss) gain, net	\$ (664)	\$ 214	\$ (712)

A 10% adverse change in currency exchange rates for our foreign currency derivatives held as of June 28, 2019 would have an impact of approximately \$0.1 million on the fair value of such instruments.

Certain of our international business are transacted in non-U.S. dollar currency. As discussed above, we utilize foreign currency hedging instruments to minimize the currency risk of international transactions. The impact of translating the assets and liabilities of foreign operations to U.S. dollars is included as a component of stockholders' equity. As of June 28, 2019 and June 29, 2018, the cumulative translation adjustment decreased our stockholders' equity by \$12.7 million and \$12.6 million, respectively.

In 2017, we reclassified a \$0.3 million foreign current translation gain from accumulated other comprehensive loss to other income (expense) upon liquidation of a dormant foreign legal entity.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our cash equivalents, short-term investments and borrowings under our credit facility.

Exposure on Cash Equivalents and Short-term Investments

We had \$31.9 million in total cash and cash equivalents and short-term investments as of June 28, 2019. Cash equivalents and short-term investments totaled \$17.1 million as of June 28, 2019 and were comprised of money market funds and certificates of deposit. Cash equivalents and short-term investments have been recorded at fair value on our balance sheets.

We do not use derivative financial instruments in our short-term investment portfolio. We invest in high-credit quality issues and, by policy, limit the amount of credit exposure to any one issuer and country. The portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity. The portfolio is also diversified by maturity to ensure that funds are readily available as needed to meet our liquidity needs. This policy reduces the potential need to sell securities in order to meet liquidity needs and therefore the potential effect of changing market rates on the value of securities sold.

The primary objective of our short-term investment activities is to preserve principal while maximizing yields, without significantly increasing risk. Our cash equivalents and short-term investments earn interest at fixed rates; therefore, changes in interest rates will not generate a gain or loss on these investments unless they are sold prior to maturity. Actual gains and losses due to the sale of our investments prior to maturity have been immaterial. The investments held as of June 28, 2019, had weighted-average days to maturity of 41 days, and an average yield of 7.63% per annum. A 10% change in interest rates on our cash equivalents and short-term investments is not expected to have a material impact on our financial position, results of operations or cash flows.

Exposure on Borrowings

During fiscal 2019, we had \$9.0 million of demand borrowings outstanding under our credit facility that incurred interest at the prime rate plus a spread of 0.50% to 1.50%, with such spread determined based on our adjusted quick ratio. During fiscal 2019, our weighted average interest rate was 5.91% and we recorded total interest expense of less than \$0.1 million on these borrowings.

A 10% change in interest rates on the current borrowings or on future borrowings is not expected to have a material impact on our financial position, results of operations or cash flows since interest on our borrowings is not material to our overall financial position.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us.

These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected.

The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- revenue recognition and valuation of accounts receivable;
- inventory valuation and provision for excess and obsolete inventory losses;
- impairment of long-lived assets; and
- income taxes valuation.

In some cases, the accounting treatment of a particular transaction is specifically dictated by U.S. GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. Our senior management has reviewed these critical accounting policies and related disclosures with the Audit Committee of the Board.

The following is not intended to be a comprehensive list of all of our accounting policies or estimates. Our significant accounting policies are more fully described in "Note 1. The Company and Summary of Significant Accounting Policies" in the notes to consolidated financial statements. In preparing our financial statements and accounting for the underlying transactions and balances, we apply those accounting policies. We consider the estimates discussed below as critical to an understanding of our financial statements because their application places the most significant demands on our judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain.

Besides estimates that meet the "critical" accounting estimate criteria, we make many other accounting estimates in preparing our financial statements and related disclosures. All estimates, whether or not deemed critical, affect reported amounts of assets, liabilities, revenue and expenses as well as disclosures of contingent assets and liabilities. Estimates are based on experience and other information available prior to the issuance of the financial statements. Materially different results can occur as circumstances change and additional information becomes known, including for estimates that we do not deem "critical."

Revenue Recognition and Valuation of Accounts Receivable

ASC 606 Adoption

We recorded a net reduction to the opening balance of our accumulated deficit of \$5.6 million as of June 30, 2018 due to the cumulative impact of adopting ASC 606, with the impact primarily related to our bill-and-hold and services revenue. Our revenue was \$243.9 million for fiscal 2019 under ASC 606, compared to \$231.4 million under ASC 605.

The details of the significant changes and quantitative impact of our adoption of ASC 606 are set out below:

- **Bill-and-Hold Sales:** Certain customer arrangements consist of bill-and-hold characteristics under which transfer of control has been met (including the passing of title and significant risk and reward of ownership to the customers). Therefore, the customers can direct the use of the bill-and-hold inventory while we retain physical possession of the product until it is installed at a customer site at a point in time in the future. ASC 606 requires consideration of the indicators of when control has been transferred and sets forth additional criteria to be met in a bill-and-hold arrangement potentially resulting in revenue being recognized earlier than under ASC 605. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to June 30, 2018 opening accumulated deficit consisting of bill-and-hold backlog of \$10.5 million that will not be recognized as revenue under ASC 606, less related cost of product sales and income taxes, resulting in a net decrease to accumulated deficit of \$1.7 million.
- **Professional Services Revenue:** We historically recognized certain professional services revenue upon completion under ASC 605 which changed to over time revenue recognition under ASC 606. We use the input method based on costs incurred, where revenue is calculated based on the percentage of total costs incurred in relation to total estimated costs at completion of the contract. The input method is reasonable because the costs incurred best reflect our efforts toward satisfying the performance obligation over time. The use of the input method requires us to make reasonably dependable estimates. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to June 30, 2018 opening accumulated deficit of \$4.7 million that will not be recognized as revenue under ASC 606, less related cost of services and income taxes, resulting in a net decrease to accumulated deficit of \$1.6 million.
- **Transfer of Control:** Certain of our contracts include penalties, acceptance provisions, or other price variability that precluded revenue recognition under ASC 605 because of the requirement for amounts to be fixed or determinable. ASC 606 requires us to estimate and account for variable consideration as a reduction of the transaction price. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to June 30, 2018 opening accumulated deficit of \$0.6 million that will not be recognized as revenue under ASC 606, less related cost of revenues and income taxes, resulting in a net decrease to accumulated deficit of \$0.4 million.

In addition, revenue allocation under ASC 606 requires an allocation of revenue between deliverables, or performance obligations, within an arrangement. Under ASC 605, the allocation of revenue was restricted to the amount which was not contingent on future deliverables; however, ASC 606 removes this restriction. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.5 million.

Under ASC 605, we deferred revenue for stand-alone software licenses where vendor-specific objective evidence (VSOE) of fair value had not been established for undelivered items, and revenue was recognized straight line over the term of the maintenance agreement. Under ASC 606, software revenue is allocated to delivered and undelivered elements based on relative fair value resulting in more software arrangement revenue being recognized earlier. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.7 million.

Previously, we expensed the majority of our commission expense as incurred. Under ASC 606, we capitalize and amortize incremental commission costs to obtain the contract over a benefit period. We elected a practical expedient to exclude contracts with a benefit period of a year or less from this deferral requirement. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.7 million.

Inventory Valuation and Provisions for Excess and Obsolete Losses

Our inventories have been valued at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. We balance the need to maintain prudent inventory levels to ensure competitive delivery performance with the risk of excess or obsolete inventory due to changing technology and customer requirements, and new product introductions. The manufacturing of our products is handled primarily by contract manufacturers. Our contract manufacturers procure components and manufacture our products based on our forecast of product demand. We regularly review inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, the stage of the product life cycle, anticipated end of product life and production requirements. Several factors may

influence the sale and use of our inventories, including decisions to exit a product line, technological change, new product development and competing product offerings. These factors could result in a change in the amount of obsolete inventory quantities on hand. Additionally, our estimates of future product demand may prove to be inaccurate, in which case the provision required for excess and obsolete inventory may be overstated or understated. In the future, if we determine that our inventory is overvalued, we would be required to recognize such costs in cost of product sales and services in our consolidated statement of operations at the time of such determination. In the case of goods which have been written down below cost at the close of a fiscal quarter, such reduced amount is considered the new lower cost basis for subsequent accounting purposes, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis. We did not make any material changes in the valuation methodology during the past three fiscal years.

Our customer service inventories are stated at the lower of cost and net realizable value. We carry service parts because we generally provide product warranty for 12 to 36 months and earn revenue by providing enhanced and extended warranty and repair service during and beyond this warranty period. Customer service inventories consist of both component parts, which are primarily used to repair defective units, and finished units, which are provided for customer use permanently or on a temporary basis while the defective unit is being repaired. We record adjustments to reduce the carrying value of customer service inventories to their net realizable value. Factors influencing these adjustments include product life cycles, end of service life plans and volume of enhanced or extended warranty service contracts. Estimates of net realizable value involve significant estimates and judgments about the future, and revisions would be required if these factors differ from our estimates.

Impairment of Long-Lived Assets

We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Impairment is considered to exist if the total estimated future cash flows on an undiscounted basis are less than the carrying amount of the assets. If impairment exists, the impairment loss is measured and recorded based on discounted estimated future cash flows. In estimating future cash flows, assets are grouped at the lowest levels for which there are identifiable cash flows that are largely independent of cash flows from other asset groups.

Our estimate of future cash flows is based upon, among other things, certain assumptions about expected future operating performance, growth rates and other factors. The actual cash flows realized from these assets may vary significantly from our estimates due to increased competition, changes in technology, fluctuations in demand, consolidation of our customers, reductions in average selling prices and other factors. Assumptions underlying future cash flow estimates are therefore subject to significant risks and uncertainties.

Income Taxes Valuation

We record the estimated future tax effects of temporary differences between the tax basis of assets and liabilities of amounts reported in our consolidated balance sheets, as well as operating loss and tax credit carryforwards. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Although we believe our reserves are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the opening and closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences may result in an increase or decrease to our tax provision in a subsequent period in which such determination is made.

We record deferred taxes by applying enacted statutory tax rates to the respective jurisdictions and follow specific and detailed guidelines in each tax jurisdiction regarding the recoverability of any tax assets recorded on the balance sheets and provide necessary valuation allowances as required. Future realization of deferred tax assets ultimately depends on meeting certain criteria in ASC 740, *Income Taxes*. One of the major criteria is the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the tax law. We regularly review our deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. Our judgments regarding future profitability may change due to many factors, including future market conditions and our ability to successfully execute our business plans and/or tax planning strategies. Should there be a change in our ability to recover our deferred tax assets, our tax provision would increase or decrease in the period in which the assessment is changed.

Realization of deferred tax assets is dependent upon future earnings in applicable tax jurisdictions. In the past, due to our U.S. operating losses in previous years and continuing U.S. earnings volatility which did not allow sustainable profitability, we had established and maintained a full valuation allowance for our U.S. deferred tax assets. While there has

been a trend of positive evidence that has been strengthening in recent years, it was not sufficiently persuasive to outweigh the negative evidence in future periods. During the third quarter of fiscal 2019, we generated our third consecutive profitable year from a U.S. pre-tax book income perspective. Accordingly, we determined that it was more likely than not that we will realize a portion of our U.S. deferred tax assets, primarily relating to certain net operating loss carryforwards and current temporary differences. The positive evidence as of March 29, 2019, which outweighed the negative evidence to release a portion of the valuation allowance, included our fiscal 2019 and three-year cumulative U.S. profitability driven by continued demand for our products in North America that have historically resulted in higher margins than international sales, reductions in operating expenses resulting from our previous restructurings, and our forecasted U.S. operating profits in future periods. The negative evidence primarily relates to certain net operating loss carryforwards and credits that are expected to expire prior to utilization. We believed that our positive evidence was strong. The improved financial performance as it relates to U.S. profitability in recent years is an objectively verifiable piece of positive evidence and is the result of a number of factors which have been present to a greater or lesser extent in prior years but have only recently gathered sufficient weight to deliver objectively verifiable, consistent U.S. pre-tax book profits. In performing our analysis, we used the most updated plans and estimates that we currently use to manage the underlying business and calculated the utilization of our deferred tax assets. Accordingly, during fiscal 2019, we released \$7.5 million of valuation allowance as a discrete item on certain deferred tax assets. The remaining valuation allowance relates to deferred tax assets, for which we believe it is not more likely than not to be realized in future periods.

The accounting estimates related to the liability for uncertain tax position require us to make judgments regarding the sustainability of each uncertain tax position based on its technical merits. It is inherently difficult and subjective to estimate our reserves for the uncertain tax positions. Although we believe our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will be same as these estimates. These estimates are updated quarterly based on factors such as change in facts or circumstances, changes in tax law, new audit activity, and effectively settled issues.

Impact of Recently Issued Accounting Pronouncements

See “Note 1. The Company and Summary of Significant Accounting Policies” in the notes to consolidated financial statements for a full description of recently issued accounting pronouncements, including the respective expected dates of adoption and effects on our consolidated financial position and results of operations.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates. We employ established policies and procedures governing the use of financial instruments to manage our exposure to such risks. For a discussion of such policies and procedures and the related risks, see “Financial Risk Management” in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which is incorporated by reference into this Item 7A.

Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
Aviat Networks, Inc.
Milpitas, California:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Aviat Networks, Inc. (the “Company”) as of June 28, 2019 and June 29, 2018, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the three years in the period ended June 28, 2019, the related notes and the financial statement schedule - Valuation and Qualifying Accounts (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 28, 2019 and June 29, 2018, and the results of its operations and its cash flows for each of the three years in the period ended June 28, 2019, in conformity with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As discussed in Note 3 to the consolidated financial statements, the Company has changed its accounting method for recognizing revenue from contracts with customers during the year ended June 28, 2019, due to the adoption of Topic 606, *Revenue from Contracts With Customers*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2015.

San Jose, California
August 27, 2019

AVIAT NETWORKS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Year Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
(In thousands, except per share amounts)			
Revenues:			
Revenue from product sales	\$ 156,724	\$ 151,685	\$ 153,517
Revenue from services	87,134	90,821	88,357
Total revenues.....	<u>243,858</u>	<u>242,506</u>	<u>241,874</u>
Cost of revenues:			
Cost of product sales	103,517	100,112	105,183
Cost of services	61,071	61,891	61,219
Total cost of revenues.....	<u>164,588</u>	<u>162,003</u>	<u>166,402</u>
Gross margin	<u>79,270</u>	<u>80,503</u>	<u>75,472</u>
Operating expenses:			
Research and development expenses	21,111	19,750	18,684
Selling and administrative expenses.....	56,055	58,157	57,184
Restructuring charges	736	1,279	589
Total operating expenses	<u>77,902</u>	<u>79,186</u>	<u>76,457</u>
Operating income (loss)	1,368	1,317	(985)
Interest income	267	198	261
Interest expense.....	(102)	(29)	(50)
Other income (expense), net.....	17	(220)	169
Income (loss) before income taxes	<u>1,550</u>	<u>1,266</u>	<u>(605)</u>
(Benefit from) provision for income taxes	(8,188)	(1,036)	16
Net income (loss)	<u>9,738</u>	<u>2,302</u>	<u>(621)</u>
Less: Net income attributable to noncontrolling interest, net of tax.....	—	457	202
Net income (loss) attributable to Aviat Networks	<u>\$ 9,738</u>	<u>\$ 1,845</u>	<u>\$ (823)</u>
Net income (loss) per share attributable to Aviat Networks:			
Basic	\$ 1.81	\$ 0.35	\$ (0.16)
Diluted.....	\$ 1.73	\$ 0.33	\$ (0.16)
Weighted average shares outstanding:			
Basic	5,377	5,336	5,292
Diluted.....	5,618	5,647	5,292

See accompanying Notes to Consolidated Financial Statements

AVIAT NETWORKS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Fiscal Year Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
(In thousands)			
Net income (loss)	\$ 9,738	\$ 2,302	\$ (621)
Other comprehensive loss:			
Foreign currency translation:			
Loss arising during period.....	(131)	(820)	(279)
Reclassification of gain on liquidation of subsidiary to other income.....	—	—	(349)
Net change in cumulative translation adjustment	(131)	(820)	(628)
Other comprehensive loss	(131)	(820)	(628)
Comprehensive income (loss)	9,607	1,482	(1,249)
Less: Comprehensive income attributable to noncontrolling interests, net of tax ...	—	457	202
Comprehensive income (loss) attributable to Aviat Networks	<u>\$ 9,607</u>	<u>\$ 1,025</u>	<u>\$ (1,451)</u>

See accompanying Notes to Consolidated Financial Statements

AVIAT NETWORKS, INC.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and par value amounts)	<u>June 28, 2019</u>	<u>June 29, 2018</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 31,946	\$ 37,425
Restricted cash	—	3
Accounts receivable, net	51,937	43,068
Unbilled receivables	27,780	14,167
Inventories	8,573	21,290
Customer service inventories	936	1,507
Other current assets	4,825	6,006
Total current assets	<u>125,997</u>	<u>123,466</u>
Property, plant and equipment, net	17,255	17,179
Deferred income taxes	13,864	5,600
Other assets	12,077	9,816
TOTAL ASSETS	<u>\$ 169,193</u>	<u>\$ 156,061</u>
LIABILITIES AND EQUITY		
Current Liabilities:		
Short-term debt	\$ 9,000	\$ 9,000
Accounts payable	35,605	30,878
Accrued expenses	22,555	25,864
Advance payments and unearned revenue	13,962	19,300
Restructuring liabilities	1,089	1,426
Total current liabilities	<u>82,211</u>	<u>86,468</u>
Unearned revenue	9,662	6,593
Other long-term liabilities	820	1,250
Reserve for uncertain tax positions	3,606	2,941
Deferred income taxes	1,378	1,293
Total liabilities	<u>97,677</u>	<u>98,545</u>
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 300,000,000 shares authorized; 5,359,695 and 5,351,155 shares issued and outstanding as of June 28, 2019 and June 29, 2018, respectively	54	54
Additional paid-in-capital	815,196	816,426
Accumulated deficit	(730,998)	(746,359)
Accumulated other comprehensive loss	(12,736)	(12,605)
Total equity	<u>71,516</u>	<u>57,516</u>
TOTAL LIABILITIES AND EQUITY	<u>\$ 169,193</u>	<u>\$ 156,061</u>

See accompanying Notes to Consolidated Financial Statements

AVIAT NETWORKS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Fiscal Year Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
Operating Activities			
Net income (loss)	\$ 9,738	\$ 2,302	\$ (621)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization of property, plant and equipment	4,468	5,199	5,840
(Recovery from) provision for uncollectible receivables	(359)	(17)	(580)
Share-based compensation	1,723	2,357	2,111
Deferred tax assets, net	(8,760)	(3,155)	75
Charges for inventory and customer service inventory write-downs	553	364	1,137
Loss on disposition of property, plant and equipment, net	4	75	153
Gain on liquidation of subsidiary	—	—	(349)
Changes in operating assets and liabilities:			
Accounts receivable	(6,395)	2,828	18,178
Unbilled receivables	(4,976)	(2,067)	(6,986)
Inventories	1,228	615	6,383
Customer service inventories	(357)	(445)	90
Accounts payable	5,074	(2,225)	608
Accrued expenses	(2,585)	2,772	(1,310)
Advance payments and unearned revenue	4,170	(995)	(13,099)
Income taxes payable or receivable	338	1,253	1,415
Other assets and liabilities	(920)	(652)	(3,640)
Net cash provided by operating activities	2,944	8,209	9,405
Investing Activities			
Payments for acquisition of property, plant and equipment	(5,246)	(6,563)	(4,021)
Purchase of short-term investments	—	—	(139)
Maturities of short-term investments	—	264	122
Net cash used in investing activities	(5,246)	(6,299)	(4,038)
Financing Activities			
Proceeds from borrowings	36,000	36,000	33,000
Repayments of borrowings	(36,000)	(36,000)	(33,000)
Payments for repurchase of Company stock	(2,316)	(8)	—
Payments for taxes related to net settlement of equity awards	(671)	—	—
Proceeds from issuance of common stock under employee stock plans	35	20	21
Net cash (used in) provided by financing activities	(2,952)	12	21
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(309)	(727)	(244)
Net (decrease) increase in cash, cash equivalents, and restricted cash	(5,563)	1,195	5,144
Cash, cash equivalents, and restricted cash, beginning of year	37,764	36,569	31,425
Cash, cash equivalents, and restricted cash, end of year	\$ 32,201	\$ 37,764	\$ 36,569

(In thousands)	Fiscal Year Ended		
	June 28, 2019	June 29, 2018	June 30, 2017
Non-cash investing activities:			
Unpaid property, plant and equipment.....	\$ 578	\$ 805	\$ 1,219
Noncontrolling interests buyout	\$ —	\$ 603	\$ —
Supplemental disclosures of cash flow information:			
Cash paid for interest.....	\$ 70	\$ 29	\$ 94
Cash paid (refunded) for income taxes, net	\$ 687	\$ 1,282	\$ (313)

See accompanying Notes to Consolidated Financial Statements

AVIAT NETWORKS, INC.

CONSOLIDATED STATEMENTS OF EQUITY

(In thousands, except share amounts)	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Aviat Networks Stockholders' Equity	Noncontrolling Interests	Total Equity
	Shares	\$ Amount						
Balance as of July 1, 2016	5,261,041	\$ 53	\$ 811,601	\$ (747,381)	\$ (11,157)	\$ 53,116	\$ 341	\$ 53,457
Net (loss) income	—	—	—	(823)	—	(823)	202	(621)
Other comprehensive loss, net of tax	—	—	—	—	(628)	(628)	—	(628)
Issuance of common stock under employee stock plans.....	56,725	—	21	—	—	21	—	21
Share-based compensation	—	—	2,111	—	—	2,111	—	2,111
Balance as of June 30, 2017	5,317,766	53	813,733	(748,204)	(11,785)	53,797	543	54,340
Net income	—	—	—	1,845	—	1,845	457	2,302
Other comprehensive loss, net of tax	—	—	—	—	(820)	(820)	—	(820)
Issuance of common stock under employee stock plans.....	33,889	1	19	—	—	20	—	20
Stock repurchase	(500)	—	(8)	—	—	(8)	—	(8)
Share-based compensation	—	—	2,357	—	—	2,357	\$ —	2,357
Noncontrolling interests buyout.....	—	—	325	—	—	325	(1,000)	(675)
Balance as of June 29, 2018	5,351,155	54	816,426	(746,359)	(12,605)	57,516	—	57,516
Cumulative-effect adjustment for ASC Topic 606	—	—	—	5,623	—	5,623	—	5,623
Net income	—	—	—	9,738	—	9,738	—	9,738
Other comprehensive loss, net of tax	—	—	—	—	(131)	(131)	—	(131)
Issuance of common stock under employee stock plans.....	172,703	2	33	—	—	35	—	35
Shares withheld for taxes related to vesting of equity awards.....	(7,894)	(1)	(671)	—	—	(672)	—	(672)
Stock repurchase	(156,269)	(1)	(2,315)	—	—	(2,316)	—	(2,316)
Share-based compensation	—	—	1,723	—	—	1,723	—	1,723
Balance as of June 28, 2019	5,359,695	\$ 54	\$ 815,196	\$ (730,998)	\$ (12,736)	\$ 71,516	\$ —	\$ 71,516

See accompanying Notes to Consolidated Financial Statements

AVIAT NETWORKS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. The Company and Summary of Significant Accounting Policies

The Company

We design, manufacture and sell a range of wireless networking solutions and services to mobile and fixed telephone service providers, private network operators, government agencies, transportation and utility companies, public safety agencies and broadcast system operators across the globe. Our products include broadband wireless access base stations and customer premises equipment for fixed and mobile, point-to-point digital microwave radio systems for access, backhaul, trunking and license-exempt applications, supporting new network deployments, network expansion, and capacity upgrades.

We were incorporated in Delaware in 2006 to combine the businesses of Harris Corporation's Microwave Communications Division ("MCD") and Stratex Networks, Inc. ("Stratex"). On January 28, 2010, we changed our corporate name from Harris Stratex Networks, Inc. to Aviat Networks, Inc. ("the Company", "Aviat Networks," "Aviat", "we," "us," and "our") to more effectively reflect our business and communicate our brand identity to customers. Additionally, the change of our corporate name was to comply with the termination of the Harris Corporation ("Harris") trademark licensing agreement resulting from the spin-off by Harris of its interest in our stock to its stockholders in May 2009.

Basis of Presentation

The consolidated financial statements include the accounts of Aviat Networks and its wholly-owned and majority owned subsidiaries. Significant intercompany transactions and accounts have been eliminated. Certain amounts in the prior-years consolidated financial statements have been reclassified to conform to the current-year presentation.

Our fiscal year ends on the Friday nearest June 30. This was June 28 for fiscal 2019, June 29 for fiscal 2018 and June 30 for fiscal 2017. Fiscal years 2019, 2018 and 2017 presented each included 52 weeks. In these notes to consolidated financial statements, we refer to our fiscal years as "fiscal 2019", "fiscal 2018" and "fiscal 2017."

Use of Estimates

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") requires us to make estimates, assumptions and judgments affecting the amounts reported and related disclosures. Estimates are based upon historical factors, current circumstances and the experience and judgment of our management. We evaluate our estimates and assumptions on an ongoing basis and may employ outside experts to assist us in making these evaluations. Changes in such estimates, based on more accurate information, or different assumptions or conditions, may affect amounts reported in future periods. Such estimates affect significant items, including revenue recognition, provision for uncollectible receivables, inventory valuation, valuation allowances for deferred tax assets, uncertainties in income taxes, restructuring obligations, product warranty obligations, share-based awards, contingencies, recoverability of long-lived assets and useful lives of property, plant and equipment.

Cash, Cash Equivalents and Restricted Cash

We consider all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents. Cash equivalents are carried at amortized cost, which approximates fair value due to the short-term nature of these investments. Investments with an original maturity of greater than three months are accounted for as short-term investments and are classified as such at the time of purchase.

We hold cash and cash equivalents at several major financial institutions, which often significantly exceed Federal Deposit Insurance Corporation insured limits. However, a substantial portion of the cash equivalents is invested in prime money market funds which are backed by the securities in the fund.

As of June 28, 2019 and June 29, 2018, all of our high-quality marketable debt securities were invested in prime money market funds.

Cash and cash equivalents that are restricted as to withdrawal or usage under the terms of contractual agreements are recorded as restricted cash. Our long-term restricted cash included the cash balance in our disability insurance voluntary plan account that cannot be used by us for any operating purposes other than to pay benefits to the insured employees and was recorded in other assets on our consolidated balance sheets and the corresponding liabilities were included in other long-term liabilities on our consolidated balance sheets.

Significant Concentrations

We typically invoice our customers for the sales order (or contract) value of the related products delivered at various milestones, including order receipt, shipment, installation and acceptance and for services when rendered. Our trade receivables are derived from sales to customers located in North America, Africa, Europe, the Middle East, Russia, Asia-Pacific and Latin America.

Accounts receivable is presented net of allowance for estimated uncollectible accounts to reflect any loss anticipated on the collection of accounts receivable balances. We calculate the allowance based on our history of write-offs, level of past due accounts and the economic status of the customers. The fair value of our accounts receivable approximates their net realizable value.

We regularly require letters of credit from certain customers and, from time to time, we discount these letters of credit issued by customers through various financial institutions. The discounting of letters of credit depends on many factors, including the willingness of financial institutions to discount the letters of credit and the cost of such arrangements. Under these arrangements, collection risk is fully transferred to the financial institutions. We record the financing charges on discounting these letters of credit as interest expense.

During fiscal 2019, 2018 and 2017, we had one customer in Africa, Mobile Telephone Networks Group (“MTN Group”) that accounted for 11%, 13% and 14%, respectively, of our total revenue. As of June 28, 2019 and June 29, 2018, MTN Group accounted for approximately 11% and 13%, respectively, of our accounts receivable. No other customers accounted for more than 10% of our revenue or accounts receivable for the years presented. The loss of all business from MTN Group or any other significant customers, could adversely affect our results of operations, cash flows and financial position.

Financial instruments that potentially subject us to a concentration of credit risk consist principally of cash equivalents, marketable debt securities, trade accounts receivable and financial instruments used in foreign currency hedging activities. We invest our excess cash primarily in prime money market funds and certificates of deposit. We are exposed to credit risks related to such instruments in the event of default or decrease in credit-worthiness of the issuers of the investments.

We perform ongoing credit evaluations of our customers and generally do not require collateral on accounts receivable, as the majority of our customers are large, well-established companies. However, in certain circumstances, we may require letters of credit, additional guarantees or advance payments. We maintain allowances for collection losses, but historically have not experienced any significant losses related to any particular geographic area. Our customers are primarily in the telecommunications industry, so our accounts receivable are concentrated within one industry and exposed to concentrations of credit risk within that industry. Accounts receivable are written off when attempts to collect outstanding amounts have been exhausted or there are other indicators that the amounts are no longer collectible.

We rely on third parties to manufacture our products and we purchase raw materials from third-party vendors. We outsource our manufacturing services to two independent manufacturers. In addition, we purchase certain strategic component inventory which is consigned to our third-party manufacturers. Other components included in our products are sourced from various suppliers and are principally industry standard parts and components that are available from multiple vendors. The inability of a contract manufacturer or supplier to fulfill our supply requirements or changes in their financial or business condition could disrupt our ability to supply quality products to our customers, and thereby may have a material adverse effect on our business and operating results.

We have entered into agreements relating to our foreign currency contracts with Silicon Valley Bank, a multinational financial institution. The amounts subject to credit risk arising from the possible inability of any such parties to meet the terms of their contracts are generally limited to the amounts, if any, by which such party’s obligations exceed our obligations to that party.

Inventories

Inventories are valued at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Cost is determined using standard cost, which approximates actual cost on a weighted-average first-in-first-out basis. We regularly review inventory quantities on hand and record adjustments to reduce the cost of inventory for excess and obsolete inventory based primarily on our estimated forecast of product demand and production requirements. Inventory adjustments are measured as the difference between the cost of the inventory and net realizable value based upon assumptions about future demand and charged to the provision for inventory, which is a component of cost of sales. At the point of the loss recognition,

a new, lower-cost basis for that inventory is established, and any subsequent improvements in facts and circumstances do not result in the restoration or increase in that newly established cost basis.

Customer Service Inventories

Our customer service inventories are stated at the lower of cost and net realizable value. We carry service parts because we generally provide product warranty for 12 to 36 months and earn revenue by providing enhanced and extended warranty and repair service during and beyond this warranty period. Customer service inventories consist of both component parts, which are primarily used to repair defective units, and finished units, which are provided for customer use permanently or on a temporary basis while the defective unit is being repaired. We record adjustments to reduce the carrying value of customer service inventories to their net realizable value. Factors influencing these adjustments include product life cycles, end of service life plans and volume of enhanced or extended warranty service contracts. Estimates of net realizable value involve significant estimates and judgments about the future, and revisions would be required if these factors differ from our estimates.

Property, Plant and Equipment

Property, plant and equipment are stated on the basis of cost less accumulated depreciation and amortization. We capitalize costs of software, consulting services, hardware and other related costs incurred to purchase or develop internal-use software. We expense costs incurred during preliminary project assessment, re-engineering, training and application maintenance.

Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are amortized on the straight-line method over the shorter of the remaining lease term or the estimated useful life of the improvements. The useful lives of the assets are generally as follows:

Buildings	40 years
Leasehold improvements.....	2 to 10 years
Software	3 to 5 years
Machinery and equipment.....	2 to 5 years

Expenditures for maintenance and repairs are charged to expense as incurred. Cost and accumulated depreciation of assets sold or retired are removed from the respective property accounts, and any gain or loss is reflected in the consolidated statements of operations.

Impairment of Long-Lived Assets

We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Impairment is considered to exist if the total estimated future cash flows on an undiscounted basis are less than the carrying amount of the assets. If impairment exists, the impairment loss is measured and recorded based on discounted estimated future cash flows. In estimating future cash flows, assets are grouped at the lowest levels for which there are identifiable cash flows that are largely independent of cash flows from other asset groups.

Our estimate of future cash flows is based upon, among other things, certain assumptions about expected future operating performance, growth rates and other factors. The actual cash flows realized from these assets may vary significantly from our estimates due to increased competition, changes in technology, fluctuations in demand, consolidation of our customers, reductions in average selling prices and other factors. Assumptions underlying future cash flow estimates are therefore subject to significant risks and uncertainties.

Warranties

On product sales, we provide for future warranty costs upon product delivery. The specific terms and conditions of those warranties vary depending upon the product sold and the country in which we do business. In the case of products sold by us, our warranties generally start from the delivery date and continue for one to three years, depending on the terms.

Many of our products are manufactured to customer specifications and their acceptance is based on meeting those specifications. Factors that affect our warranty liabilities include the number of product units subject to warranty protection, historical experience and management's judgment regarding anticipated rates of warranty claims and cost per claim. We assess the adequacy of our recorded warranty liabilities every quarter and make adjustments to the liabilities as necessary.

Noncontrolling Interests

A noncontrolling interest represents the equity interest in a subsidiary that is not attributable, either directly or indirectly, to Aviat Networks and is reported as our equity, separately from our controlling interests. The noncontrolling interests related to our ownership interest in a subsidiary company in South Africa with a local partner, where we were the majority owner at 51% prior to our acquisition of the remaining interest of this subsidiary in the fourth quarter of 2018. Revenues, expenses, gains, losses, net loss and other comprehensive income (loss) are reported in the consolidated financial statements at the consolidated amounts, which include the amounts attributable to both the controlling and noncontrolling interests. During the fourth quarter of fiscal year 2018, we acquired the remaining interest of this subsidiary for \$0.6 million which was recorded as “Accrued expenses” on our consolidated balance sheets as of June 29, 2018. This amount was fully paid during fiscal 2019.

Operating Leases

We lease facilities and equipment under various operating leases. These lease agreements generally include rent escalation clauses, and many include renewal periods at our option. We recognize expense for scheduled rent increases on a straight-line basis over the lease term beginning with the date we take possession of the leased space. Leasehold improvements made either at the inception of the lease or during the lease term are amortized over the current lease term, or estimated life, if shorter.

Foreign Currency Translation

The functional currency of our subsidiaries located in the United Kingdom, Singapore, Mexico, Algeria and New Zealand is the United States (“U.S.”) dollar. Determination of the functional currency is dependent upon the economic environment in which an entity operates as well as the customers and suppliers the entity conducts business with. Changes in facts and circumstances may occur which could lead to a change in the functional currency of that entity. Accordingly, all of the monetary assets and liabilities of these subsidiaries are re-measured into U.S. dollars at the current exchange rate as of the applicable balance sheet date, and all non-monetary assets and liabilities are re-measured at historical rates. Income and expenses are re-measured at the average exchange rate prevailing during the period. Gains and losses resulting from the re-measurement of these subsidiaries’ financial statements are included in the consolidated statements of operations.

Our other international subsidiaries use their respective local currency as their functional currency. Assets and liabilities of these subsidiaries are translated at the local current exchange rates in effect at the balance sheet date, and income and expense accounts are translated at the average exchange rates during the period. The resulting translation adjustments are included in accumulated other comprehensive loss.

Gains and losses resulting from foreign exchange transactions and revaluation of monetary assets and liabilities in non-functional currencies are included in either cost of product sales and services or other income (expense) in the accompanying consolidated statements of operations, based on the nature of the transactions. Net foreign exchange gain (loss) recorded in our consolidated statements of operations during fiscal 2019, 2018 and 2017 was as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Amount included in costs of revenues	\$ (664)	\$ 402	\$ (847)
Amount included in other (expense) income.....	—	(188)	135
Total foreign exchange (loss) gain, net	<u>\$ (664)</u>	<u>\$ 214</u>	<u>\$ (712)</u>

Retirement Benefits

As of June 28, 2019, we provided retirement benefits to substantially all employees primarily through our defined contribution retirement plans. These plans have matching and savings elements. Contributions by us to these retirement plans are based on profits and employees’ savings with no other funding requirements. Contributions to retirement plans are expensed as incurred. Retirement plan expense amounted to \$2.0 million, \$1.9 million and \$1.8 million in fiscal 2019, 2018 and 2017, respectively.

Revenue Recognition

Effective June 30, 2018, we adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606, using the modified retrospective method applied to those contracts that were not completed as of

June 29, 2018. Results for the reporting periods after June 29, 2018 are presented under ASC 606, while prior-period amounts are not adjusted and continue to be reported in accordance with our historical accounting under ASC 605.

We recognize revenue by applying the following five-step approach: (1) identification of the contract with a customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, we satisfy a performance obligation.

Revenue from product sales is generated predominately from the sales of products manufactured by third-party manufacturers to whom we have outsourced our manufacturing processes. Printed circuit assemblies, mechanical housings, and packaged modules are manufactured by contract manufacturing partners, with periodic business reviews of material levels and obsolescence. Product assembly, product testing, complete system integration, and system testing may either be performed within our own facilities or at the locations of our third-party manufacturers.

Revenue from services includes certain installation, extended warranty, customer support, consulting, training, and education. Maintenance and support services are generally offered to our customers over a specified period of time and from sales and subsequent renewals of maintenance and support contracts. The services noted are recognized based on an over-time recognition model using the cost input method.

Revenues related to certain contracts for customized network solutions are recognized over time using the cost input method. In using the cost input method, we generally apply the cost-to-cost method of accounting where sales and profits are recorded based on the ratio of costs incurred to estimated total costs at completion. Recognition of profit on these contracts requires estimates of the total contract value, the total cost at completion, and the measurement of progress towards completion. Significant judgment is required when estimating total contract costs and progress to completion on the arrangements, as well as whether a loss is expected to be incurred on the contract. If circumstances arise that change the original estimates of revenues, costs, or extent of progress toward completion, revisions to the estimates are made. These revisions may result in increases or decreases in estimated revenues or costs, and such revisions are reflected in income in the period in which the circumstances that gave rise to the revision become known to us. We perform ongoing profitability analysis of our service contracts accounted for under this method in order to determine whether the latest estimates of revenues, costs, and profits require updating. If at any time these estimates indicate that the contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately. We establish billing terms at the time project deliverables and milestones are agreed. Revenues recognized in excess of the amounts invoiced to clients are classified as unbilled receivables on our consolidated balance sheet.

Contracts and customer purchase orders are used to determine the existence of an arrangement. In addition, shipping documents and customer acceptances, when applicable, are used to verify delivery and transfer of control. We typically satisfy our performance obligations upon shipment or delivery of product depending on the contractual terms. Payment terms to customers generally range from net 30 to 120 days from invoice, which are considered to be standard payment terms. We assess our ability to collect from our customers based primarily on the creditworthiness and past payment history of the customer.

While our customers generally do not have the right of return, we reserve for estimated product returns as an offset to revenue based primarily on historical trends. Actual product returns may be different than what was estimated. These factors and unanticipated changes in economic and industry condition could make actual results differ from our return estimates.

Cost of Product Sales and Services

Cost of sales consists primarily of materials, labor and overhead costs incurred internally and amounts incurred for contract manufacturers to produce our products, personnel and other implementation costs incurred to install our products and train customer personnel, and customer service and third party original equipment manufacturer costs to provide continuing support to our customers.

Shipping and handling costs are included as a component of costs of product sales in our consolidated statements of operations because they are also included in revenue that we bill our customers.

Advertising Costs

We expense all advertising costs as incurred. Advertising costs were immaterial during fiscal 2019, 2018 and 2017.

Presentation of Transactional Taxes Collected from Customers and Remitted to Government Authorities

We present transactional taxes such as sales and use tax collected from customers and remitted to governmental authorities on a net basis.

Research and Development Costs

Our research and development costs, which include costs in connection with new product development, improvement of existing products, process improvement, and product use technologies, are charged to operations in the period in which they are incurred.

Share-Based Compensation

We estimate the grant date fair value of our share-based awards and amortize this fair value to compensation expense over the requisite service period or vesting term. To estimate the fair value of our stock option awards, we use the Black-Scholes option pricing model. The determination of the fair value of stock option awards on the date of grant using an option pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the expected term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends. Due to the inherent limitations of option valuation models, including consideration of future events that are unpredictable and the estimation process utilized in determining the valuation of the share-based awards, the ultimate value realized by our employees may vary significantly from the amounts expensed in our financial statements. For restricted stock awards and units and performance share awards and units, we measure the grant date fair value based upon the market price of our common stock on the date of the grant. The fair value of each market-based stock unit with market conditions was estimated using the Monte-Carlo simulation model.

We generally recognize compensation cost for share-based payment awards on a straight-line basis over the requisite service period. For an award that has a graded vesting schedule, compensation expense is recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards. The amount of compensation cost recognized at any date must at least equal the portion of the grant-date value of the award that is vested at that date.

For awards with a performance condition vesting feature, we recognize share-based compensation costs for the performance awards and units when achievement of the performance conditions is considered probable. Any previously recognized compensation cost would be reversed if the performance condition is not satisfied or if it is not probable that the performance conditions will be achieved. For awards with a market condition vesting feature, we recognize share-based compensation costs over the period the requisite service is rendered, regardless of when, if ever, the market condition is satisfied.

During the fourth quarter of fiscal 2017, we adopted Accounting Standards Update (“ASU”) 2016-09 and elected to account for forfeitures as they occur. Refer to accounting standards adopted below for changes to the accounting for share-based compensation expense.

Restructuring Charges

Our restructuring charges represent expenses incurred in connection with certain cost reduction programs that we have implemented, and consisted of the costs of employee termination costs, lease and other contract termination charges and other costs of exiting activities or geographies. A liability for costs associated with an exit or disposal activity is measured at its fair value when the liability is incurred. Expenses for one-time termination benefits are recognized at the date we notify the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. We recognize severance benefits provided as part of an ongoing benefit arrangement when the payment is probable, and the amounts can be reasonably estimated. Liabilities related to termination of an operating lease or contract are measured and recognized at fair value when the contract does not have any future economic benefit to the entity and the fair value of the liability is determined based on the present value of the remaining lease obligations, adjusted for the effects of deferred items recognized under the lease, and reduced by estimated sublease rentals that could be reasonably obtained for the property. The assumptions in determining such estimates include anticipated timing of sublease rentals and estimates of sublease rental receipts and related costs based on market conditions. We expense all other costs related to an exit or disposal activity as incurred.

Income Taxes and Related Uncertainties

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are determined based on the estimated future tax effects of temporary differences between the financial statement and tax basis of assets and liabilities, as measured by tax rates at which temporary differences are expected to reverse as well as operating loss and tax credit carry forwards. Deferred tax expense (benefit) is the result of changes in deferred tax assets and liabilities. A valuation allowance is established to offset any deferred tax assets if, based upon the available information, it is more likely than not that some or all of the deferred tax assets will not be realized.

We are required to compute our income taxes in each federal, state, and international jurisdiction in which we operate. This process requires that we estimate the current tax exposure as well as assess temporary differences between the accounting and tax treatment of assets and liabilities, including items such as accruals and allowances not currently deductible for tax purposes as well as operating loss and tax credit carry forwards. The income tax effects of the differences we identify are classified as current or long-term deferred tax assets and liabilities in our consolidated balance sheets. Our judgments, assumptions, and estimates relative to the current provision for income taxes take into account current tax laws, our interpretation of current tax laws, and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax laws or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our consolidated balance sheets and consolidated statements of operations. We must also assess the likelihood that deferred tax assets will be realized from future taxable income and, based on this assessment, establish a valuation allowance, if required. Our determination of our valuation allowance is based upon a number of assumptions, judgments, and estimates, including forecasted earnings, future taxable income, and the relative proportions of revenue and income before taxes in the various domestic and international jurisdictions in which we operate. To the extent we establish a valuation allowance or change the valuation allowance in a period, we reflect the change with a corresponding increase or decrease to our tax provision in our consolidated statements of operations.

We use a two-step process to determine the amount of tax benefit to be recognized for uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires us to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

Accounting Standards Adopted

In May 2014, the FASB issued ASC 606 which supersedes nearly all current U.S. GAAP guidance on this topic and eliminates industry-specific guidance. Revenue recognition under ASC 606 depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additional disclosures are required to enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In addition, the FASB amended its guidance related to the capitalization and amortization of the incremental costs of obtaining a contract with a customer. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized in retained earnings as of the date of adoption. We adopted ASC 606 using the modified retrospective method as of June 30, 2018 with the cumulative effect recognized as an adjustment to the opening balance of our accumulated deficit (net of tax). Prior periods have not been retroactively adjusted and will continue to be reported under the accounting standards in effect for those periods. See Note 3, "Revenue Recognition" to the Notes to consolidated financial statements for more information.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. This guidance retains the current accounting for classifying and measuring investments in debt securities and loans but requires equity investments to be measured at fair value with subsequent changes recognized in net income, except for those accounted for under the equity method or requiring consolidation. The guidance also changes the accounting for investments without a readily determinable fair value and do not qualify for the practical expedient to estimate fair value. A policy election can be made for these investments whereby estimated fair value may be measured at cost and adjusted in subsequent periods for any impairment or changes in observable prices of identical or similar investments. This ASU is effective for fiscal years beginning after December 15, 2017. We adopted this update during the first quarter of fiscal 2019. The adoption had no material impact on our consolidated financial statements.

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, *Disclosure Update and Simplification*, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements on the analysis of stockholders' equity for interim financial statements. Under the amendments, an analysis of changes in each caption of stockholders' equity presented on the balance sheet must be provided in a note or separate statement. The analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. We adopted this update during the third quarter of fiscal 2019.

Accounting Standards Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* and subsequent amendments to the initial guidance: ASU 2017-13, ASU 2018-10, ASU 2018-11, ASU 2018-20 and ASU 2019-01, (collectively, Topic 842), all of which provides guidance on the recognition, measurement, presentation, and disclosure of leases. Topic 842 requires lessees to recognize operating and financing leases with a term greater than one year as a right-of-use assets and corresponding lease liabilities. The guidance will become effective for us beginning in the first quarter of our fiscal 2020. We are evaluating the impact the pronouncement will have on its consolidated balance sheet and related disclosures, we expect that most of its operating lease commitments will be subject to the new standard and will result in the recognition of right-of-use assets and lease liabilities on its consolidated balance sheet as of June 29, 2019. Additionally, we will elect the package of practical expedients as permitted by the guidance. We are also evaluating the effect of the additional recognition and disclosure requirements under the standard on its current processes and controls.

In June 2018, the FASB issued ASU 2018-07, *Compensation-Stock Compensation: Improvement to Nonemployees Share-Based Payment Accounting* (ASU 2018-07), which expands the scope of Topic 718 to include all share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. ASU 2018-07 will be effective for fiscal years beginning after December 15, 2018, including interim periods within those years, with early adoption permitted. We do not expect the adoption of this guidance will have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement* (ASU 2018-13). The update eliminates, adds, and modifies certain disclosure requirements for fair value measurements. ASU 2018-13 will be effective for us in our first quarter of fiscal 2020 and early adoption is permitted of the entire standard or only the provisions that eliminate or modify disclosure requirements. We are evaluating the impact the adoption of ASU 2018-13 will have on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract*. This guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. This standard will become effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. The standard can be adopted either using the prospective or retrospective transition approach. We are evaluating the impact the adoption of the standard will have on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (ASU 2016-13) and also issued subsequent amendments to the initial guidance: ASU 2018-19, ASU 2019-04, and ASU 2019-05 (collectively, Topic 326). Topic 326 requires measurement and recognition of expected credit losses for financial assets held. Topic 326 is effective for us in our first quarter of fiscal 2021, and earlier adoption is permitted. We are evaluating the impact the adoption of Topic 326 will have on our consolidated financial statements.

Note 2. Net Income (Loss) per Share of Common Stock

Net income (loss) per share is computed using the two-class method, by dividing net income (loss) attributable to us by the weighted average number of shares of our outstanding common stock and participating securities outstanding. Our restricted shares contain rights to receive non-forfeitable dividends and therefore are considered to be participating securities and included in the calculations of net income per basic and diluted common share. Undistributed losses are not allocated to unvested restricted shares because the unvested restricted shares are not contractually obligated to share our losses. The impact on earnings per share of the participating securities under the two-class method was immaterial.

The following table presents the computation of basic and diluted net income (loss) per share attributable to our common stockholders:

(In thousands, except per share amounts)	Fiscal Year		
	2019	2018	2017
Numerator:			
Net income (loss) attributable to Aviat Networks	\$ 9,738	\$ 1,845	\$ (823)
Denominator:			
Weighted average shares outstanding, basic	5,377	5,336	5,292
Effect of potentially dilutive equivalent shares	241	311	—
Weighted average shares outstanding, diluted	5,618	5,647	5,292
Net income (loss) per share attributable to Aviat Networks:			
Basic	\$ 1.81	\$ 0.35	\$ (0.16)
Diluted	\$ 1.73	\$ 0.33	\$ (0.16)

The following table summarizes the weighted-average equity awards that were excluded from the diluted net income (loss) per share calculations since they were antidilutive:

(In thousands)	Fiscal Year		
	2019	2018	2017
Stock options	390	270	410
Restricted stock units and performance stock units	32	—	403
Total shares of common stock excluded	422	270	813

Note 3. Revenue Recognition

ASC 606 Adoption

We recorded a net reduction to the opening balance of our accumulated deficit of \$5.6 million as of June 30, 2018 due to the cumulative impact of adopting ASC 606, with the impact primarily related to our bill-and-hold and services revenue. Our revenue was \$243.9 million for fiscal 2019 under ASC 606, compared to \$231.4 million under ASC 605.

The details of the significant changes and quantitative impact of our adoption of ASC 606 are set out below:

- **Bill-and-Hold Sales:** Certain customer arrangements consist of bill-and-hold characteristics under which transfer of control has been met (including the passing of title and significant risk and reward of ownership to the customers). Therefore, the customers can direct the use of the bill-and-hold inventory while we retain physical possession of the product until it is installed at a customer site at a point in time in the future. ASC 606 requires consideration of the indicators of when control has been transferred and sets forth additional criteria to be met in a bill-and-hold arrangement potentially resulting in revenue being recognized earlier than under ASC 605. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to June 30, 2018 opening accumulated deficit consisting of bill-and-hold backlog of \$10.5 million that will not be recognized as revenue under ASC 606, less related cost of product sales and income taxes, resulting in a net decrease to accumulated deficit of \$1.7 million.
- **Professional Services Revenue:** We historically recognized certain professional services revenue upon completion under ASC 605 which changed to over time revenue recognition under ASC 606. We use the input method based on costs incurred, where revenue is calculated based on the percentage of total costs incurred in relation to total estimated costs at completion of the contract. The input method is reasonable because the costs incurred best reflect our efforts toward satisfying the performance obligation over time. The use of the input method requires us to make reasonably dependable estimates. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to

June 30, 2018 opening accumulated deficit of \$4.7 million that will not be recognized as revenue under ASC 606, less related cost of services and income taxes, resulting in a net decrease to accumulated deficit of \$1.6 million.

- **Transfer of Control:** Certain of our contracts include penalties, acceptance provisions, or other price variability that precluded revenue recognition under ASC 605 because of the requirement for amounts to be fixed or determinable. ASC 606 requires us to estimate and account for variable consideration as a reduction of the transaction price. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to June 30, 2018 opening accumulated deficit of \$0.6 million that will not be recognized as revenue under ASC 606, less related cost of revenues and income taxes, resulting in a net decrease to accumulated deficit of \$0.4 million.

In addition, revenue allocation under ASC 606 requires an allocation of revenue between deliverables, or performance obligations, within an arrangement. Under ASC 605, the allocation of revenue was restricted to the amount which was not contingent on future deliverables; however, ASC 606 removes this restriction. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.5 million.

Under ASC 605, we deferred revenue for stand-alone software licenses where vendor-specific objective evidence (VSOE) of fair value had not been established for undelivered items, and revenue was recognized straight line over the term of the maintenance agreement. Under ASC 606, software revenue is allocated to delivered and undelivered elements based on relative fair value resulting in more software arrangement revenue being recognized earlier. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.7 million.

Previously, we expensed the majority of our commission expense as incurred. Under ASC 606, we capitalize and amortize incremental commission costs to obtain the contract over a benefit period. We elected a practical expedient to exclude contracts with a benefit period of a year or less from this deferral requirement. Upon adoption of ASC 606, we recorded a cumulative effect adjustment to decrease June 30, 2018 opening accumulated deficit by \$0.7 million.

Termination Rights

The contract term is determined on the basis of the period over which the parties to the contract have present enforceable rights and obligations. Certain customer contracts include a termination for convenience clause that allows the customer to terminate services without penalty, upon advance notification. We concluded that the duration of support contracts does not extend beyond the non-cancellable portion of the contract.

Variable Consideration

The consideration associated with customer contracts is generally fixed. Variable consideration includes discounts, rebates, refunds, credits, incentives, penalties, or other similar items. The amount of consideration that can vary is not a substantial portion of total consideration.

Variable consideration estimates will be re-assessed at each reporting period until a final outcome is determined. The changes to the original transaction price due to a change in estimated variable consideration will be applied on a retrospective basis, with the adjustment recorded in the period in which the change occurs. Changes to variable consideration will be tracked and material changes disclosed.

Stand-alone Selling Price

Stand-alone selling price is the price at which an entity would sell a good or service on a stand-alone (or separate) basis at contract inception. Under the model, the observable price of a good or service sold separately provides the best evidence of stand-alone selling price. However, in certain situations, stand-alone selling prices will not be readily observable and the entity must estimate the stand-alone selling price.

When allocating on a relative stand-alone selling price basis, any discount provided in the contract is allocated proportionately to all of the performance obligations in the contract.

The majority of products and services that we offer have readily observable selling prices. For products and services that do not, we estimate stand-alone selling price using the market assessment approach based on expected selling price and adjust those prices as necessary to reflect our costs and margins. As part of our stand-alone selling price policy, we review product pricing on a periodic basis to identify any significant changes and revise our expected selling price assumptions as appropriate.

Shipping and Handling

Shipping and handling costs are included as a component of costs of product sales in our consolidated statements of operations because they are also included in revenue that we bill our customers.

Costs to Obtain a Contract

We have assessed the treatment of costs to obtain or fulfill a contract with a customer. Sales commissions have historically been expensed as incurred. Under ASC 606, we capitalize sales commissions related to multi-year service contracts and amortize the asset over the period of benefit, which is the estimated service period. Sales commissions paid on contract renewals, including service contract renewals, is commensurate with the sales commissions paid on the initial contracts.

We elected ASC 606's practical expedient to expense sales commissions as incurred when the amortization period of the related asset is one year or less. These costs are recorded as sales and marketing expense and included on the consolidated balance sheet as accrued expenses until paid. Our amortization expense was not material for fiscal 2019.

Contract Balances, Performance Obligations, and Backlog

The following table provides information about receivables and liabilities from contracts with customers (in thousands):

	<u>June 28, 2019</u>	<u>At Adoption on June 30, 2018</u>
Contract Assets		
Accounts receivable, net.....	\$ 51,937	\$ 45,571
Unbilled receivables	\$ 27,780	\$ 22,794
Capitalized commissions	\$ 955	\$ 656
Contract Liabilities		
Advance payments and unearned revenue.....	\$ 13,962	\$ 12,700
Unearned revenue, long-term	\$ 9,662	\$ 7,295

Significant changes in contract balances may arise as a result of recognition over time for services, transfer of control for equipment, and periodic payments (both in arrears and in advance).

From time to time, we may experience unforeseen events that could result in a change to the scope or price associated with an arrangement. We would update the transaction price and measure of progress for the performance obligation and recognize the change as a cumulative catch-up to revenue. Because of the nature and type of contracts we engage in, the timeframe to completion and satisfaction of current and future performance obligations can shift; however, this will have no impact on our future obligation to bill and collect.

As of June 28, 2019, we had \$23.6 million in advance payments and unearned revenue and long-term unearned revenue, of which approximately 60.0% is expected to be recognized as revenue in fiscal 2020 and the remainder thereafter. During fiscal 2019, we recognized approximately \$8.0 million in maintenance service revenue which was included in advance payments and unearned revenue at June 29, 2018.

Remaining Performance Obligations

The aggregate amount of transaction price allocated to the unsatisfied performance obligations (or partially unsatisfied) was approximately \$71.7 million at June 28, 2019. Of this amount, we expect to recognize approximately 70% as revenue during fiscal 2020, with the remaining amount to be recognized as revenue within two to five years.

Impacts on Financial Statements

The following tables summarize the impacts of adopting ASC 606 on our consolidated statements of operations for fiscal 2019 and our consolidated balance sheet as of June 28, 2019 (in thousands):

(In thousands)	Fiscal 2019		
	As Reported	Adjustments	Balances without Adoption of ASC 606
Income Statement			
Revenues:			
Revenue from product sales	\$ 156,724	\$ (7,387)	\$ 149,337
Revenue from services	87,134	(5,098)	82,036
Total revenues	\$ 243,858	\$ (12,485)	\$ 231,373
Cost of revenues:			
Cost of product sales	\$ 103,517	\$ (4,967)	\$ 98,550
Cost of services	61,071	(3,355)	57,716
Total cost of revenues	\$ 164,588	\$ (8,322)	\$ 156,266
Selling and administrative expenses	\$ 56,055	\$ 295	\$ 56,350
Net income	\$ 9,738	\$ (7,253)	\$ 2,485

See Note 9, "Segment and Geographic Information" to the Notes to Consolidated Financial Statements for discussion on the impact of additional information, including disaggregated revenue disclosures.

(In thousands)	As of June 29, 2018		
	Balances as of June 29, 2018	Adjustments due to ASC 606	As Adjusted Balances as of June 30, 2018
Balance Sheet			
Assets			
Accounts receivable, net	\$ 43,068	\$ 2,503	\$ 45,571
Unbilled receivables	\$ 14,167	\$ 8,627	\$ 22,794
Inventories	\$ 21,290	\$ (11,516)	\$ 9,774
Other current assets	\$ 6,006	\$ 476	\$ 6,482
Deferred income taxes	\$ 5,600	\$ (545)	\$ 5,055
Other assets	\$ 9,816	\$ 180	\$ 9,996
Liabilities			
Advance payments and unearned revenue	\$ 19,300	\$ (6,600)	\$ 12,700
Unearned revenue - long term	\$ 6,593	\$ 702	\$ 7,295
Equity			
Accumulated deficit	\$ (746,359)	\$ 5,623	\$ (740,736)

The effects of the adoption of the new revenue recognition guidance on our June 28, 2019 consolidated balance sheet were as follows:

(In thousands)	As of June 28, 2019		
	As Reported	Adjustments due to ASC 606	Balances without Adoption of ASC 606
Balance Sheet			
Assets			
Accounts receivable, net	\$ 51,937	\$ (6,079)	\$ 45,858
Unbilled receivables	\$ 27,780	\$ (16,567)	\$ 11,213
Inventories	\$ 8,573	\$ 19,289	\$ 27,862
Other current assets	\$ 4,825	\$ (587)	\$ 4,238
Deferred income taxes	\$ 13,864	\$ (2,274)	\$ 11,590
Other assets	\$ 12,077	\$ (368)	\$ 11,709
Liabilities			
Accrued expenses	\$ 22,555	\$ (45)	\$ 22,510
Advance payments and unearned revenue	\$ 13,962	\$ 8,414	\$ 22,376
Unearned revenue - long term	\$ 9,662	\$ (2,022)	\$ 7,640
Reserve for uncertain tax positions	\$ 3,606	\$ (55)	\$ 3,551
Equity			
Accumulated deficit	\$ (730,998)	\$ (12,877)	\$ (743,875)

Note 4. Balance Sheet Components

Cash, Cash Equivalents, and Restricted Cash

The following table provides a summary of cash, cash equivalents, and restricted cash reported within the Consolidated Balance Sheets that reconciles to the corresponding amount in the Consolidated Statements of Cash Flows:

(In thousands)	June 28, 2019	June 29, 2018
Cash and cash equivalents	\$ 31,946	\$ 37,425
Restricted cash	—	3
Restricted cash included in Other assets	255	336
Total cash, cash equivalents, and restricted cash in the Statements of Cash Flows	\$ 32,201	\$ 37,764

Accounts Receivable, net

Our net accounts receivable are summarized below:

(In thousands)	June 28, 2019	June 29, 2018
Accounts receivable	\$ 53,539	\$ 44,656
Less: allowances for collection losses	(1,602)	(1,588)
Total accounts receivable, net	\$ 51,937	\$ 43,068

Inventories

Our inventories are summarized below:

(In thousands)	June 28, 2019	June 29, 2018
Finished products	\$ 4,894	\$ 15,496
Work in process.....	—	3,246
Raw materials and supplies	3,679	2,548
Total inventories	<u>\$ 8,573</u>	<u>\$ 21,290</u>
Deferred cost of revenue included within finished goods	\$ —	\$ 3,667
Consigned inventories included within raw materials.....	\$ 1,649	\$ 1,492

During fiscal 2019, 2018 and 2017, we recorded charges to adjust our inventory and customer service inventory due to excess and obsolete inventory resulting from lower sales forecasts, product transitioning or discontinuance. Such (recovery) charges incurred during fiscal 2019, 2018 and 2017 were classified in cost of product sales as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Excess and obsolete inventory (recovery) charges.....	\$ (352)	\$ (443)	\$ 39
Customer service inventory write-downs.....	905	807	1,098
	<u>\$ 553</u>	<u>\$ 364</u>	<u>\$ 1,137</u>
As % of revenue	0.2%	0.2%	0.5%

Property, Plant and Equipment, net

Our property, plant and equipment, net is summarized below:

(In thousands)	June 28, 2019	June 29, 2018
Land	\$ 710	\$ 710
Buildings and leasehold improvements.....	11,668	11,597
Software	17,556	15,498
Machinery and equipment	49,733	48,076
	<u>79,667</u>	<u>75,881</u>
Less accumulated depreciation and amortization.....	(62,412)	(58,702)
	<u>\$ 17,255</u>	<u>\$ 17,179</u>

Included in the total plant, property and equipment above were \$2.8 million and \$3.5 million of assets in progress which have not been placed in service as of June 28, 2019 and June 29, 2018, respectively. Depreciation and amortization expense related to property, plant and equipment, including amortization of internal use software and capital lease equipment, was \$4.5 million, \$5.2 million and \$5.8 million, respectively, in fiscal 2019, 2018 and 2017.

Accrued Expenses

Our accrued expenses are summarized below:

(In thousands)	June 28, 2019	June 29, 2018
Accrued compensation and benefits	\$ 7,583	\$ 8,574
Accrued agent commissions	2,035	1,774
Accrued warranties	3,323	3,196
Other	9,614	12,320
	<u>\$ 22,555</u>	<u>\$ 25,864</u>

We accrue for the estimated cost to repair or replace products under warranty. Changes in our warranty liability, which is included as a component of accrued expenses in the consolidated balance sheets, were as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Balance as of the beginning of the fiscal year	\$ 3,196	\$ 3,056	\$ 3,944
Warranty provision recorded during the period	1,974	2,529	1,604
Consumption during the period	(1,847)	(2,389)	(2,492)
Balance as of the end of the period	<u>\$ 3,323</u>	<u>\$ 3,196</u>	<u>\$ 3,056</u>

Advance payments and Unearned Income

Our advance payments and unearned income are summarized below:

(In thousands)	June 28, 2019	June 29, 2018
Advance payments	\$ 1,534	\$ 7,151
Unearned income	12,428	12,149
	<u>\$ 13,962</u>	<u>\$ 19,300</u>

Note 5. Fair Value Measurements of Assets and Liabilities

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal market (or most advantageous market, in the absence of a principal market) for the asset or liability in an orderly transaction between market participants as of the measurement date. We maximize the use of observable inputs and minimize the use of unobservable inputs in measuring fair value and establish a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Observable inputs such as quoted prices in active markets for identical assets or liabilities;
- Level 2 — Observable market-based inputs or observable inputs that are corroborated by market data; and
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts, estimated fair values and valuation input levels of our assets and liabilities that are measured at fair value on a recurring basis as of June 28, 2019 and June 29, 2018 were as follows:

(In thousands)	June 28, 2019		June 29, 2018		Valuation Inputs
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
Assets:					
Cash and cash equivalents:					
Money market funds	\$ 15,121	\$ 15,121	\$ 13,871	\$ 13,871	Level 1
Bank certificates of deposit	\$ 1,989	\$ 1,989	\$ 1,645	\$ 1,645	Level 2
Liabilities:					
Other accrued expenses:					
Foreign exchange forward contracts	\$ 7	\$ 7	\$ 158	\$ 158	Level 2

We classify items within Level 1 if quoted prices are available in active markets. Our Level 1 items mainly are money market funds purchased from two major financial institutions. As of June 28, 2019, these money market funds were valued at \$1.00 net asset value per share by these financial institutions.

We classify items in Level 2 if the observable inputs to quoted market prices, benchmark yields, reported trades, broker/dealer quotes or alternative pricing sources are available with reasonable levels of price transparency. Our bank certificates of deposit and foreign exchange forward contracts are classified within Level 2. Foreign currency forward contracts are measured at fair value using observable foreign currency exchange rates. The assets and liabilities related to our foreign currency forward contracts were not material as of June 28, 2019 and June 29, 2018. We did not have any recurring assets or liabilities that were valued using significant unobservable inputs.

Our policy is to recognize asset or liability transfers among Level 1, Level 2 and Level 3 as of the actual date of the events or change in circumstances that caused the transfer. During fiscal 2019, 2018 and 2017, we had no transfers between levels of the fair value hierarchy of our assets or liabilities measured at fair value.

Note 6. Credit Facility and Debt

On June 10, 2019, we entered into Amendment No. 2 to Third Amended and Restated Loan and Security Agreement with Silicon Valley Bank (the "SVB Credit Facility"). The SVB Credit Facility expires on June 29, 2020. The SVB Credit Facility provides for a \$25.0 million accounts receivable formula based revolving credit facility that can be borrowed by our U.S. company, with a \$25.0 million sublimit that can be borrowed by our Singapore subsidiary. Loans may be advanced under the SVB Credit Facility based on a borrowing base equal to a specified percentage of the value of eligible accounts of the borrowers under the SVB Credit Facility. The borrowing base is subject to certain eligibility criteria. Availability under the accounts receivable formula based revolving credit facility can also be utilized to issue letters of credit with a \$12.0 million sublimit. We may prepay loans under the SVB Credit Facility in whole or in part at any time without premium or penalty. As of June 28, 2019, available credit under the SVB Credit Facility was \$15.1 million reflecting the calculated borrowing base of \$25.0 million less existing borrowings of \$9.0 million and outstanding letters of credit of \$0.9 million.

The SVB Credit Facility carries an interest rate, at our option, computed (i) at the prime rate reported in the Wall Street Journal plus a spread of 0.50% to 1.50%, with such spread determined based on our adjusted quick ratio; or (ii) if we satisfy a minimum adjusted quick ratio, a LIBOR rate determined in accordance with the SVB Credit Facility, plus a spread of 2.75%. Any outstanding Singapore subsidiary borrowed loans shall bear interest at an additional 2.00% above the applicable prime or LIBOR rate. During fiscal 2019, the weighted average interest rate on our outstanding loan was 5.91%. As of June 28, 2019 and June 29, 2018, our outstanding debt balance under the SVB Credit Facility was \$9.0 million, and the interest rate was 6.00% and 5.50%, respectively.

The SVB Credit Facility contains quarterly financial covenants including minimum adjusted quick ratio and minimum profitability (EBITDA) requirements. In the event our adjusted quick ratio falls below a certain level, cash received in our accounts with Silicon Valley Bank may be directly applied to reduce outstanding obligations under the SVB Credit Facility. The SVB Credit Facility also imposes certain restrictions on our ability to dispose of assets, permit a change in control, merge or consolidate, make acquisitions, incur indebtedness, grant liens, make investments, make certain restricted payments and enter into transactions with affiliates under certain circumstances. Certain of our assets, including accounts receivable, inventory, and equipment, are pledged as collateral for the SVB Credit Facility. Upon an event of default, outstanding obligations would be immediately due and payable. Under certain circumstances, a default interest rate will apply on all obligations during the existence of an event of default at a per annum rate of interest equal to 5.00% above the applicable interest rate. As of June 28, 2019, we were in compliance with the quarterly financial covenants, as amended, contained in the SVB Credit Facility. The \$9.0 million borrowing was classified as a current liability as of June 28, 2019 and June 29, 2018. We repaid the \$9.0 million outstanding as of June 28, 2019 in July 2019.

Note 7. Restructuring Activities

The following tables summarize our restructuring related activities during fiscal year 2019, 2018 and 2017:

(In thousands)	Severance and Benefits				Total
	Fiscal 2018-2019 Plan	Fiscal 2016-2017 Plan	Fiscal 2015-2016 Plan	Fiscal 2013-2014 Plan	
Balance as of July 1, 2016.....	\$ —	\$ 1,512	\$ 357	\$ 68	\$ 1,937
Charges, net	—	345	36	—	381
Cash payments	—	(1,542)	(294)	(4)	(1,840)
Balance as of June 30, 2017	—	315	99	64	478
Charges, net	1,532	(5)	—	—	1,527
Cash payments	—	(295)	(66)	—	(361)
Foreign currency translation gain (loss).....	—	(1)	3	—	2
Balance as of June 29, 2018	1,532	14	36	64	1,646
Charges, net	736	—	—	—	736
Cash payments	(1,245)	(12)	(36)	—	(1,293)
Balance as of June 28, 2019	\$ 1,023	\$ 2	\$ —	\$ 64	\$ 1,089

(In thousands)	Facilities and Other			Total
	Fiscal 2015-2016 Plan	Fiscal 2014-2015 Plan	Fiscal 2013-2014 Plan	
Balance as of July 1, 2016	\$ 550	\$ 582	\$ 1,746	\$ 2,878
Charges, net	—	162	46	208
Cash payments	13	(576)	(1,287)	(1,850)
Balance as of June 30, 2017	563	168	505	1,236
Charges, net	(253)	1	4	(248)
Cash payments	(63)	(169)	(509)	(741)
Foreign currency translation gain	19	—	—	19
Balance as of June 29, 2018	266	—	—	266
Cash payments	(23)	—	—	(23)
Foreign currency translation gain	(5)	—	—	(5)
Balance as of June 28, 2019	\$ 238	\$ —	\$ —	\$ 238

As of June 28, 2019, \$1.1 million of the accrual balance was in short-term restructuring liabilities while \$0.2 million was included in other long-term liabilities on the consolidated balance sheets.

Fiscal 2018-2019 Plan

During the fourth quarter of fiscal 2018, our Board of Directors approved a restructuring plan (the “Fiscal 2018-2019 Plan”) to consolidate back-office support functions and align resources by geography to lower our expense structure. We completed the restructuring activities under the Fiscal 2018-2019 Plan at the end of fiscal 2019. Payments related to the accrued restructuring liability balance for this plan are expected to be fully paid in fiscal 2020.

Fiscal 2016-2017 Plan

During the fourth quarter of fiscal 2016, we initiated a restructuring plan (the “Fiscal 2016-2017 Plan”) to streamline our operations and align expenses with current revenue levels. Activities under the Fiscal 2016-2017 Plan primarily include reductions in workforce in marketing, selling and general and administrative functions. We completed the restructuring activities under the Fiscal 2016-2017 Plan by the end of fiscal 2017. Payments related to the accrued restructuring liability balance for this plan are expected to be fully paid in fiscal 2020.

In June 2016, we entered into a lease termination agreement for our headquarters lease in Santa Clara, California (“Termination Agreement”). The noncash adjustments in the table above represents a \$1.2 million deferred rent credit write-off to the restructuring expenses. Under the Termination Agreement, we agreed to pay a termination fee of \$1.9 million payable over 14 months. The termination fee was included in the restructuring liabilities as of July 1, 2016 under the Fiscal 2014-2015 Plan and the Fiscal 2013-2014 Plan and fully paid during fiscal 2018.

Fiscal 2015-2016 Plan

In January 2018, we reached a settlement with certain foreign government for grant liabilities which allowed us to reduce our estimated payments relating to the fiscal 2014-2015 restructuring plan by \$0.3 million. During the third quarter of fiscal 2015, with the intent to bring our operational cost structure in line with the changing dynamics of the microwave radio and telecommunications markets, we initiated a restructuring plan (the “Fiscal 2015-2016 Plan”) to lower fixed overhead costs and operating expenses and to preserve cash flow. Activities under the Fiscal 2015-2016 Plan primarily included reductions in workforce across the Company, but primarily in operations outside the United States. We completed the restructuring activities under the Fiscal 2015-2016 Plan as of July 1, 2016. Payments related to the accrued restructuring liability balance for this plan are expected to be paid in fiscal 2021.

Fiscal 2014-2015 Plan

During the third quarter of fiscal 2014, in line with the decrease in revenue that we experienced and our reduced forecast for the immediate future, we initiated a restructuring plan (the “Fiscal 2014-2015 Plan”) to reduce our operating costs, primarily in North America, Europe and Asia. Activities under the Fiscal 2014-2015 Plan primarily included reductions in workforce and additional facility downsizing of our Santa Clara, California headquarters. We completed the restructuring activities under the Fiscal 2014-2015 Plan as of July 1, 2016. Payments related to the accrued restructuring liability balance for this plan were fully paid in fiscal 2018.

Fiscal 2013-2014 Plan

During the fourth quarter of fiscal 2013, we initiated a restructuring plan (the “Fiscal 2013-2014 Plan”) that was intended to reduce our operating expenses primarily in North America, Europe and Asia. Activities under the Fiscal 2013-2014 Plan included reductions in workforce and facility downsizing of our Santa Clara, California headquarters and certain international field offices. We completed the restructuring activities under the Fiscal 2013-2014 Plan as of June 27, 2014. Payments related to the accrued restructuring liability balance for this plan are expected to be fully paid in fiscal 2020.

Note 8. Stockholders’ Equity

Stock Repurchase Program

In May 2018, our board of directors approved a repurchase program pursuant to which authorized repurchase of up to \$7.5 million of our common stock.

The following table summarizes the repurchase of our common stock:

(In thousands, except share and per-share amounts)	Shares	Weighted Average Price Paid per Share	Aggregate purchase price
Fiscal 2019	156,269	\$ 14.78	\$ 2,309
Fiscal 2018	500	\$ 15.54	\$ 8

All repurchased shares were retired. As of June 28, 2019, \$5.2 million remained available under our stock repurchase program.

Stock Incentive Programs

Stock Equity Plan

At June 28, 2019, we had one stock incentive plan for our employees and nonemployee directors, the 2018 Incentive Plan. The 2018 Incentive Plan (the “2018 Plan”) was approved by the stockholders’ at the fiscal year 2017 Annual Stockholders’ Meeting and it added 500,000 shares to the equity pool of shares available to grant to employees and nonemployee directors. The 2018 Plan replaced the 2007 Plan as our primary long-term incentive program (“LTIP”). The 2007 Plan was discontinued following stockholder approval of the 2018 Plan, but the outstanding awards under the 2007 Plan will continue to remain in effect in accordance with their terms; provided that, as shares are returned under the 2007 Plan upon cancellation, termination or otherwise of awards outstanding under the 2007 Plan, such shares will be available for grant under the 2018 Plan. The 2018 Plan provides for accelerated vesting of certain share-based awards if there is a change in control of the Company. The 2018 Plan also provides for the issuance of share-based awards in the form of stock options, stock appreciation rights, restricted stock awards and units, and performance share awards and units.

Under the 2018 Plan, option exercise prices are equal to the fair market value on the date the options are granted using our closing stock price. After vesting, options generally may be exercised within seven years after the date of grant.

Restricted stock units are not transferable until vested and the restrictions lapse upon the achievement of continued employment or service over a specified time period. Restricted stock units issued to employees generally vest three years from the date of grant. Restricted stock units issued to non-executive board members annually generally vest on the day before the annual stockholders’ meeting.

Vesting of performance share awards and units is subject to the achievement of pre-determined financial performance criteria and continued employment through the end of the applicable period. Market-based stock units vest upon meeting certain pre-determined share price performance criteria and continued employment through the end of the applicable period. The performance criteria of the performance share awards and units and the market-based stock units can be achieved before the end of the vesting period.

We issue new shares of our common stock to our employees upon the exercise of stock options, vesting of restricted stock awards and units or vesting of performance share awards and units. All awards that are canceled prior to vesting or expire unexercised are returned to the approved pool of reserved shares under the 2018 Plan and made available for future grants. Shares of our common stock remaining available for future issuance under the 2018 Plan totaled 880,614 as of June 28, 2019.

On September 6, 2016, the Board authorized and declared a dividend distribution of one right (a “Right”) for each outstanding share of our common stock, par value \$0.01 per share (the “Common Shares”), to our stockholders of record as of the close of business on September 16, 2016. Each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Participating Preferred Stock, par value \$0.01 per share (the “Preferred Shares”), of the Company at an exercise price of \$35.00 (the “Exercise Price”) per one one-thousandth of a Preferred Share, subject to adjustment. Until the rights become exercisable, they will not be evidenced by separate certificates and will trade automatically with shares of the Company’s common stock. The Rights have a de minimis fair value. The complete terms of the Rights are set forth in a Tax Benefit Preservation Plan (the “Plan”), dated as of September 6, 2016, between the Company and Computershare Inc., as rights agent. By adopting the Plan, we are helping to preserve the value of certain deferred tax benefits, including those generated by net operating losses (collectively, the “Tax Benefits”), which could be lost in the event of an “ownership change” as defined under Section 382 of the Internal Revenue Code of 1986, as amended. The Plan reduces the likelihood that changes in our investor base have the unintended effect of limiting our use of the Tax Benefits.

Also, on September 6, 2016, our Board of Directors adopted certain amendments to our Amended and Restated Certificate of Incorporation, as amended (the “Charter Amendments”). The Charter Amendments are designed to preserve the Tax Benefits by restricting certain transfers of our common stock.

Both the Plan and the Charter Amendments were approved at our 2016 annual meeting of stockholders on November 16, 2016. No actions were taken under the Plan as of June 29, 2018.

Employee Stock Purchase Plan

Under the Employee Stock Purchase Plan (“ESPP”), employees are entitled to purchase shares of our common stock at a 5% discount from the fair market value at the end of a three-month purchase period. As of June 28, 2019, 58,846 shares were reserved for future issuances under the ESPP. We issued 1,171 shares under the ESPP during fiscal 2019.

Share-Based Compensation

Total following table presents the compensation expense for share-based awards included in our consolidated statements of operations for fiscal 2019, 2018 and 2017:

(In thousands)	Fiscal Year		
	2019	2018	2017
By Expense Category:			
Cost of product sales and services.....	\$ 170	\$ 201	\$ 208
Research and development.....	150	147	138
Selling and administrative.....	1,403	2,009	1,765
Total share-based compensation expense.....	\$ 1,723	\$ 2,357	\$ 2,111
By Types of Award:			
Options.....	\$ 389	\$ 139	\$ 260
Restricted stock awards and units.....	879	1,696	1,473
Performance share awards and units and market-based stock units.....	455	522	378
Total share-based compensation expense.....	\$ 1,723	\$ 2,357	\$ 2,111

The following table summarizes the unamortized compensation expense and the remaining years over which such expense would be expected to be recognized, on a weighted-average basis, by type of award:

	June 28, 2019	
	Unamortized Expense	Weighted Average Remaining Recognition Period
	(In thousands)	(Years)
Options.....	\$ 1,022	2.19
Restricted stock awards and units.....	\$ 258	0.31
Performance share awards and units.....	\$ 373	1.27

Stock Options

A summary of the combined stock option activity under our equity plans during fiscal 2019 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
			(Years)	(In thousands)
Options outstanding as of June 29, 2018.....	336,185	\$ 25.90	1.94	\$ 81
Granted.....	156,466	\$ 17.80		
Exercised.....	(1,166)	\$ 14.88		
Forfeited.....	(19)	\$ 14.88		
Expired.....	(122,462)	\$ 27.84		
Options outstanding as of June 28, 2019.....	369,004	\$ 21.85	3.37	\$ —
Options vested and expected to vest as of June 28, 2019...	369,004	\$ 21.85	3.37	\$ —
Options exercisable as of June 28, 2019.....	212,538	\$ 24.84	1.30	\$ —

The aggregate intrinsic value represents the total pre-tax intrinsic value or the aggregate difference between the closing price of our common stock on June 28, 2019 of \$13.70 and the exercise price for in-the-money options that would have been received by the optionees if all options had been exercised on June 28, 2019.

The fair value of each option grant under our 2018 Stock Plan was estimated using the Black-Scholes option pricing model on the date of grant. No options were granted during fiscal 2018 and fiscal 2017.

The following summarizes all of our stock options outstanding and exercisable as of June 28, 2019:

Actual Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
		(Years)			
\$14.88 — \$15.60	69,868	2.22	\$ 15.40	69,868	\$ 15.40
\$17.80 — \$17.80	156,466	6.19	\$ 17.80	—	\$ —
\$23.52 — \$30.72	77,386	0.75	\$ 27.66	77,386	\$ 27.66
\$31.20 — \$31.20	63,099	0.97	\$ 31.20	63,099	\$ 31.20
\$39.84 — \$39.84	291	0.53	\$ 39.84	291	\$ 39.84
\$43.44 — \$43.44	1,894	0.58	\$ 43.44	1,894	\$ 43.44
\$14.88 — \$43.44	<u>369,004</u>	3.37	\$ 21.85	<u>212,538</u>	\$ 24.84

Additional information related to our stock options is summarized below:

(In thousands)	Fiscal Year		
	2019	2018	2017
Intrinsic value of options exercised.....	\$ 2	\$ 1	\$ 3
Fair value of options vested	\$ 23	\$ 140	\$ 654

Restricted Stock Awards and Units

A summary of the status of our restricted stock as of June 28, 2019 and changes during fiscal 2019 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Restricted stock outstanding as of June 29, 2018.....	363,177	\$ 10.96
Granted.....	15,584	\$ 14.71
Vested and released.....	(177,186)	\$ 12.49
Forfeited.....	(30,008)	\$ 9.86
Restricted stock outstanding as of June 28, 2019.....	<u>171,567</u>	\$ 9.90

The fair value of each restricted stock grant is based on the closing price of our common stock on the date of grant. The total fair value of restricted stock that vested during fiscal 2019, 2018 and 2017 was \$2.2 million, \$0.4 million and \$0.5 million, respectively.

Market-Based Stock Units

A summary of the status of our market-based stock units as of June 28, 2019 and changes during fiscal 2019 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Market-based stock units outstanding as of June 29, 2018	96,089	\$ 3.55
Forfeited	(96,089)	\$ 3.55
Market-based stock units outstanding as of June 28, 2019	—	

The fair value for each market-based stock unit with market condition was estimated using the Monte-Carlo simulation model and for each stock option the Black-Scholes option pricing model was used. A summary of the significant weighted average assumptions we used is as follows:

	Fiscal Year		
	2019	2018	2017
Expected Dividends	—%	N/A	—%
Expected volatility	59.0%	N/A	58.1%
Risk-free interest rate	2.80%	N/A	1.20%
Weighted average grant date fair value per share granted	\$ 8.93	N/A	\$ 6.83

The fair value of the market-based stock units with market condition criteria is expensed over the derived service period for each separate vesting tranche. If the derived service period is rendered, the total fair value of the award at the date of the grant is recognized as compensation expense even if the market condition is not achieved.

Performance Share Awards and Units

A summary of the status of our performance shares awards and units as of June 28, 2019 and changes during fiscal 2019 is as follows:

	Shares	Weighted Average Grant Date Fair Value
Performance share awards and units outstanding as of June 29, 2018	72,941	\$ 9.18
Granted	78,236	\$ 17.80
Released	(26,580)	\$ 9.18
Performance share awards and units outstanding as of June 28, 2019	124,597	\$ 14.59

No performance share awards or units vested during fiscal 2018.

Note 9. Segment and Geographic Information

We operate in one reportable business segment: the design, manufacturing and sale of a range of wireless networking products, solutions and services. We conduct business globally and our sales and support activities are managed on a geographic basis. Our Chief Executive Officer is the Chief Operating Decision Maker (the “CODM”). Our CODM manages our business primarily by function globally and reviews financial information on a consolidated basis, accompanied by disaggregated information about revenues by geographic region, for purposes of allocating resources and evaluating financial performance. The profitability of our geographic regions is not a determining factor in allocating resources and the CODM does not evaluate profitability below the level of the consolidated company.

We report revenue by region and country based on the location where our customers accept delivery of our products and services. Revenue by region for 2019, 2018 and 2017 were as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
North America	\$ 132,884	\$ 131,078	\$ 132,078
Africa and Middle East	48,305	58,459	60,150
Europe and Russia	16,933	18,205	14,128
Latin America and Asia Pacific	45,736	34,764	35,518
Total Revenue	\$ 243,858	\$ 242,506	\$ 241,874

Revenue by country comprising more than 5% of our total revenue for fiscal 2019, 2018 and 2017 were as follows:

(In thousands, except percentages)	Revenue	% of Total Revenue
Fiscal 2019:		
United States	\$ 129,929	53.3%
Philippines	\$ 24,368	10.0%
Fiscal 2018:		
United States	\$ 128,269	52.9%
South Africa	\$ 13,929	5.7%
Philippines	\$ 13,838	5.7%
Fiscal 2017:		
United States	\$ 127,889	52.9%
Nigeria	\$ 18,147	7.5%
Philippines	\$ 13,733	5.7%

Our long-lived assets, consisting primarily of property, plant and equipment, by geographic areas based on the physical location of the assets as of June 28, 2019 and June 29, 2018 were as follows:

(In thousands)	June 28, 2019	June 29, 2018
United States	\$ 4,984	\$ 5,084
United Kingdom	2,654	2,708
New Zealand	8,368	7,747
Other countries	1,249	1,640
Total	\$ 17,255	\$ 17,179

Note 10. Income Taxes

Income (loss) before provision for income taxes during fiscal year 2019, 2018 and 2017 consisted of the following:

(In thousands)	Fiscal Year		
	2019	2018	2017
United States	\$ 5,827	\$ 7,718	\$ 10,979
Foreign	(4,277)	(6,452)	(11,584)
Total income (loss) before income taxes	\$ 1,550	\$ 1,266	\$ (605)

Provision for (benefit from) income taxes from continuing operations for fiscal year 2019, 2018 and 2017 were summarized as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Current provision (benefit):			
Federal.....	\$ —	\$ —	\$ (14)
Foreign	527	2,043	(52)
State and local	45	76	7
	<u>572</u>	<u>2,119</u>	<u>(59)</u>
Deferred provision (benefit):			
Federal.....	(7,482)	(3,397)	168
Foreign	(1,278)	242	(93)
	<u>(8,760)</u>	<u>(3,155)</u>	<u>75</u>
Total (benefit from) provision for income taxes	\$ (8,188)	\$ (1,036)	\$ 16

The provision for (benefit from) income taxes differed from the amount computed by applying the federal statutory rate of 21.0%, 28.1% and 35% for fiscal 2019, 2018 and 2017, respectively, to our income before provision for income taxes as follows:

(In thousands)	Fiscal Year		
	2019	2018	2017
Tax provision (benefit) at statutory rate	\$ 308	\$ 442	\$ (196)
Valuation allowances.....	(12,743)	(53,308)	(1,346)
Non-deductible expenses.....	664	348	628
State and local taxes, net of U.S. federal tax benefit	2,008	441	358
Foreign income taxed at rates less than the U.S. statutory rate	1,488	22	2,062
Tax credit/deductions - generated and expired	1,938	—	—
Foreign withholding taxes	911	1,287	1,116
Brazil withholding tax receivable.....	(1,877)	—	—
Singapore refund	—	(1,325)	(3,778)
Change in uncertain tax positions	859	508	1,173
Impact from tax reform	—	50,115	—
Other	(1,744)	434	(1)
Total (benefit from) provision for income taxes	\$ (8,188)	\$ (1,036)	\$ 16

Our (benefit from) provision for income taxes was \$8.2 million of benefit for fiscal 2019, \$1.0 million of benefit for fiscal 2018 and \$16 thousand of expense for fiscal 2017. Our tax benefit for fiscal 2019 was primarily due to the release of certain U.S. federal and state valuation allowances of \$7.5 million and refundable foreign withholding tax credit, partially offset by losses in tax jurisdictions in which we cannot recognize tax benefits. During the first quarter of fiscal 2019, we received notification from the Department of Federal Revenue of Brazil that our withholding tax refund request had been approved. We recorded a net discrete income tax benefit of \$1.6 million for the release of valuation allowance previously recorded as a deferred tax asset for the withholding tax credits. This consisted of an income tax benefit of \$1.9 million for the refundable withholding tax credit, less tax expense of \$0.3 million from recognizing an ASC 740-10 reserve previously recorded as a reduction to the withholding tax credits.

During fiscal 2018, we received a refund of \$1.3 million from the Inland Revenue Authority of Singapore (“IRAS”) related to a \$13.2 million tax assessment we paid in fiscal year 2014. The tax refund was recorded as a discrete tax benefit during the year the payment was received. During fiscal 2018, we recorded a valuation allowance release of \$3.3 million related to refundable alternative minimum tax credit under the Tax Cuts and Jobs Act (the “2017 Tax Act”). We expect to

receive the refund of this tax benefit starting in our fiscal year 2021. The 2017 Tax Act reduced the corporate tax rate from 35% to 21%, effective January 1, 2018. Since we have a fiscal year end during the middle of the calendar year, it is subject to rules relating to transitional tax rates. As a result, our fiscal 2018 federal statutory rate was a blended rate of 28.1%.

The components of deferred tax assets and liabilities were as follows:

(In thousands)	<u>June 28, 2019</u>	<u>June 29, 2018</u>
Deferred tax assets:		
Inventory	\$ 1,032	\$ 2,145
Accruals and reserves	1,127	999
Bad debts	98	285
Amortization	1,916	1,984
Stock compensation	(13)	1,646
Deferred revenue	2,583	1,896
Unrealized exchange gain/loss	(44)	11
Other	4,587	3,335
Tax credit carryforwards	6,105	9,887
Tax loss carryforwards	141,409	141,972
Total deferred tax assets before valuation allowance	<u>158,800</u>	<u>164,160</u>
Valuation allowance	(143,583)	(157,283)
Total deferred tax assets	<u>15,217</u>	<u>6,877</u>
Deferred tax liabilities:		
Branch undistributed earnings reserve	801	796
Depreciation	1,681	1,491
Other	249	283
Total deferred tax liabilities	<u>2,731</u>	<u>2,570</u>
Net deferred tax assets	<u>\$ 12,486</u>	<u>\$ 4,307</u>

As Reported on the Consolidated Balance Sheets

Deferred income tax assets	\$ 13,864	\$ 5,600
Deferred income tax liabilities	1,378	1,293
Total net deferred income tax assets	<u>\$ 12,486</u>	<u>\$ 4,307</u>

Our valuation allowance related to deferred income taxes, as reflected in our consolidated balance sheets, was \$143.6 million as of June 28, 2019 and \$157.3 million as of June 29, 2018. The change in valuation allowance for June 28, 2019 and June 29, 2018 was a decrease of \$13.7 million and \$40.7 million, as revised for the correction of immaterial items described below, respectively. The decrease in the valuation allowance in fiscal 2019 was primarily due to the release of certain U.S. federal, state, and foreign valuation allowances, partially offset by losses in tax jurisdictions in which we cannot recognize tax benefits.

We corrected the prior year balance of deferred tax assets relating to tax loss carryforwards as well as the valuation allowance related to those assets by an equal and offsetting amount. The tax loss carryforwards and valuation allowance as of June 29, 2018 have both been increased in the table above by \$19.0 million relating to L3 Harris Technologies, Inc. (“formerly Harris”) tax loss carryforwards from a tax sharing agreement (see below) which had previously been reflected on a net basis. We carry a full valuation allowance against these Harris tax loss carryforwards, therefore these immaterial adjustments to the disclosures had no effect on the consolidated balance sheets, statements of operations and cash flows for any periods presented.

We entered into a tax sharing agreement with Harris effective on January 26, 2007, the date of the acquisition of Stratex. The tax sharing agreement addresses, among other things, the settlement process associated with pre-merger tax

liabilities and tax attributes, including tax loss carryforwards that are attributable to the Microwave Communication Division when it was a division of Harris. There were no settlement payments recorded since the acquisition date.

Realization of deferred tax assets is dependent upon future earnings in applicable tax jurisdictions. In the past, due to our U.S. operating losses in previous years and continuing U.S. earnings volatility which did not allow sustainable profitability, we had established and maintained a full valuation allowance for our U.S. deferred tax assets. While there has been a trend of positive evidence that has been strengthening in recent years, it was not sufficiently persuasive to outweigh the negative evidence in future periods. During the third quarter of fiscal 2019, we generated our third consecutive profitable year from a U.S. pre-tax book income perspective. Accordingly, we determined that it was more likely than not that we will realize a portion of our U.S. deferred tax assets, primarily relating to certain net operating loss carryforwards and current temporary differences. The positive evidence as of March 29, 2019, which outweighed the negative evidence to release a portion of the valuation allowance, included our fiscal 2019 and three-year cumulative U.S. profitability driven by continued demand for our products in North America that have historically resulted in higher margins than international sales, reductions in operating expenses resulting from our previous restructurings, and our forecasted U.S. operating profits in future periods. The negative evidence primarily relates to certain net operating loss carryforwards and credits that are expected to expire prior to utilization. We believed that our positive evidence is strong. The improved financial performance as it relates to U.S. profitability in recent years is an objectively verifiable piece of positive evidence and is the result of a number of factors which have been present to a greater or lesser extent in prior years but have only recently gathered sufficient weight to deliver objectively verifiable, consistent U.S. pre-tax book profits. In performing our analysis, we used the most updated plans and estimates that we currently use to manage the underlying business and calculated the utilization of our deferred tax assets. Accordingly, during fiscal 2019, we released \$7.5 million of valuation allowance as a discrete item on certain deferred tax assets. During fiscal 2018, we released \$3.4 million of valuation allowance as a discrete item related to refundable alternative minimum tax credit under the Tax Cuts and Jobs Act. The remaining valuation allowance relates to deferred tax assets, for which we believe it is not more likely than not to be realized in future periods.

Tax loss and credit carryforwards as of June 28, 2019 have expiration dates ranging between one year and no expiration in certain instances. The amount of U.S. federal tax loss carryforwards as of June 28, 2019 and June 29, 2018 were \$408.2 million (\$329.7 million and \$78.5 million related to Harris tax attributes) and \$408.9 million (\$332.5 million and \$76.4 million to Harris tax attributes), respectively, and begin to expire in fiscal 2023. The amount of U.S. federal and state tax credit carryforwards as of June 28, 2019 was \$8.7 million, and certain credits will begin to expire in fiscal 2020. The amount of foreign tax loss carryforwards as of June 28, 2019 was \$212.8 million and certain losses begin to expire in fiscal 2020. The amount of foreign tax credit carryforwards as of June 28, 2019 were \$2.6 million, and certain credits will begin to expire in fiscal 2023.

United States income taxes have not been provided on basis differences in foreign subsidiaries of \$0.8 million and \$0.6 million, respectively, as of June 28, 2019 and June 29, 2018, because of our intention to reinvest these earnings indefinitely. The residual U.S. tax liability, if such amounts were remitted, would be nominal.

As of June 28, 2019 and June 29, 2018, we had unrecognized tax benefits of \$16.5 million and \$16.1 million, respectively, for various federal, foreign, and state income tax matters. Unrecognized tax benefits increased by \$0.4 million. Our total unrecognized tax benefits that, if recognized, would affect our effective tax rate were \$3.6 million and \$2.9 million, respectively, as of June 28, 2019 and June 29, 2018. These unrecognized tax benefits are presented on the accompanying consolidated balance sheets net of the tax effects of net operating loss carryforwards.

We account for interest and penalties related to unrecognized tax benefits as part of our provision for income taxes. The interest accrued was \$0.3 million as of June 28, 2019 and \$0.3 million as of June 29, 2018. No penalties have been accrued.

Our unrecognized tax benefit activity for fiscal 2019, 2018 and 2017 was as follows:

(In thousands)	<u>Amount</u>
Unrecognized tax benefit as of July 1, 2016	\$ 27,038
Additions for tax positions in prior periods.....	626
Additions for tax positions in current periods	831
Decreases for tax positions in prior periods	(9,279)
Decreases related to change of foreign exchange rate.....	(477)
Unrecognized tax benefit as of June 30, 2017	<u>18,739</u>
Additions for tax positions in prior periods.....	509
Additions for tax positions in current periods	349
Decreases for tax positions in prior periods	(3,481)
Decreases related to change of foreign exchange rate.....	31
Unrecognized tax benefit as of June 29, 2018	<u>16,147</u>
Additions for tax positions in prior periods.....	287
Additions for tax positions in current periods	1,501
Decreases for tax positions in prior periods	(1,451)
Decreases related to change of foreign exchange rate.....	33
Unrecognized tax benefit as of June 28, 2019	<u>\$ 16,517</u>

We have a number of years with open tax audits which vary from jurisdiction to jurisdiction. Our major tax jurisdictions that are open and subject to potential audits include the U.S., Singapore, Nigeria, Saudi Arabia and the Ivory Coast. The earliest years for these jurisdictions are as follows: U.S. - 2003; Singapore - 2011; Nigeria - 2006; Saudi Arabia - 2010, and Ivory Coast - 2016.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin (SAB) No. 118, which provides guidance on accounting for the tax effects of the Tax Act. SAB 118 provides a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740. In accordance with SAB 118, a company must reflect the income tax effects of those aspects of the Tax Act for which the accounting under ASC 740 is complete. To the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in its financial statements. If a company cannot determine a provisional estimate to be included in its financial statements, it should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act.

In connection with our initial analysis of the impact of the Tax Act, we recorded provisional estimates related to the remeasurement of deferred taxes and the Deemed Repatriation Transition Tax in our financial statements for our fiscal year ended June 29, 2018. The measurement period ended in the second quarter of fiscal 2019. As of December 28, 2018, we have completed the accounting for the impact of the Tax Act based on the guidance, interpretations, and data available. No adjustments to these provisional estimates have been recorded. Although the measurement period has closed, the accounting for the impact of the Tax Act may change to account for additional factors such as the issuance of further regulatory guidance, changes in interpretations, the collection and analysis of additional information, and any deferred adjustments related to the filing of our 2017 federal and state income tax returns. In accordance with ASC 740, we will recognize any additional effects of the guidance in income tax expense (benefit) in the period that such guidance is issued.

For tax years beginning after December 31, 2017, the Tax Act introduced new provisions of U.S. taxation of certain Global Intangible Low-Taxed Income (GILTI). As of June 28, 2019, we have made a policy election to account for taxes on GILTI using the period cost method. For fiscal 2019, we did not generate a GILTI inclusion due to an overall net loss for our foreign subsidiaries.

Note 11. Commitments and Contingencies

Operating Lease Commitments

We lease office and manufacturing facilities under non-cancelable operating leases expiring at various dates through 2028. We lease approximately 19,000 square feet of office space in Milpitas, California as our corporate headquarters with a term of 60 months. As of June 28, 2019, future minimum lease payments for our Milpitas headquarters total \$0.7 million.

As of June 28, 2019, our future minimum lease payments under all non-cancelable operating leases with an initial lease term in excess of one year were as follows:

Fiscal Years	<u>Amount</u>
	(In thousands)
2020.....	\$ 2,052
2021.....	1,268
2022.....	456
2023.....	243
2024.....	249
Thereafter.....	2,090
Total	<u>\$ 6,358</u>

These commitments do not contain any material rent escalations, rent holidays, contingent rent, rent concessions, leasehold improvement incentives or unusual provisions or conditions. We sublease a portion of our facilities to third parties and the total minimum rents to be received in the future under our non-cancelable subleases were \$0.1 million as of June 28, 2019. The future minimum lease payments are not reduced by the minimum sublease rents.

Rental expense for operating leases, including rentals on a month-to-month basis was \$3.7 million, \$3.7 million and \$4.0 million in fiscal 2019, 2018 and 2017, respectively.

Purchase Orders and Other Commitments

From time to time in the normal course of business, we may enter into purchasing agreements with our suppliers that require us to accept delivery of, and remit full payment for, finished products that we have ordered, finished products that we requested be held as safety stock, and work in process started on our behalf in the event we cancel or terminate the purchasing agreement. Because these agreements do not specify fixed or minimum quantities, do not specify minimum or variable price provisions, and do not specify the approximate timing of the transaction, and we have no present intention to cancel or terminate any of these agreements, we currently do not believe that we have any future liability under these agreements. As of June 28, 2019, we had outstanding purchase obligations with our suppliers or contract manufacturers of \$16.3 million. In addition, we had contractual obligations of approximately \$3.1 million associated with software as a service and software maintenance support as of June 28, 2019.

Financial Guarantees and Commercial Commitments

Guarantees issued by banks, insurance companies or other financial institutions are contingent commitments issued to guarantee our performance under borrowing arrangements, such as bank overdraft facilities, tax and customs obligations and similar transactions or to ensure our performance under customer or vendor contracts. The terms of the guarantees are generally equal to the remaining term of the related debt or other obligations and are generally limited to two years or less. As of June 28, 2019, we had no guarantees applicable to our debt arrangements.

We have entered into commercial commitments in the normal course of business including surety bonds, standby letters of credit agreements and other arrangements with financial institutions primarily relating to the guarantee of future performance on certain contracts to provide products and services to customers. As of June 28, 2019, we had commercial commitments of \$60.5 million outstanding that were not recorded on our consolidated balance sheets. During the second quarter of fiscal 2017, we recorded a payout in cost of revenues of \$0.4 million on the performance guarantees to a contractor in the Middle East region. We believe the customer improperly drew down on the performance bond and intend to pursue all remedies available to recover the payment. We do not believe, based on historical experience and information currently available, that it is probable that any significant amounts will be required to be paid on the performance guarantees in the future.

Indemnifications

Under the terms of substantially all of our license agreements, we have agreed to defend and pay any final judgment against our customers arising from claims against such customers that our products infringe the intellectual property rights of a third party. As of June 28, 2019, we have not received any notice that any customer is subject to an infringement claim arising from the use of our products; we have not received any request to defend any customers from infringement claims arising from the use of our products; and we have not paid any final judgment on behalf of any customer related to an infringement claim arising from the use of our products. Because the outcome of infringement disputes is related to the specific facts of each case and given the lack of previous or current indemnification claims, we cannot estimate the maximum amount of potential future payments, if any, related to our indemnification provisions. As of June 28, 2019, we had not recorded any liabilities related to these indemnifications.

Legal Proceedings

We are subject from time to time to disputes with customers concerning our products and services. In May 2016, we received notification of a claim for \$1.0 million in damages from a customer in Austria alleging that certain of our products were defective. We are continuing to investigate this claim, and at this time an estimate of the reasonably possible loss or range of loss cannot be made. We believe that we have numerous contractual and legal defenses to these disputes, and we intend to dispute them vigorously.

From time to time, we may be involved in various other legal claims and litigation that arise in the normal course of our operations. We are aggressively defending all current litigation matters. Although there can be no assurances and the outcome of these matters is currently not determinable, we currently believe that none of these claims or proceedings are likely to have a material adverse effect on our financial position. We expect to defend each of these disputes vigorously. There are many uncertainties associated with any litigation and these actions or other third-party claims against us may cause us to incur costly litigation and/or substantial settlement charges. As a result, our business, financial condition, results of operations, and cash flows could be adversely affected. The actual liability in any such matters may be materially different from our estimates, if any.

We record accruals for our outstanding legal proceedings, investigations or claims when it is probable that a liability will be incurred and the amount of loss can be reasonably estimated. We evaluate, at least on a quarterly basis, developments in legal proceedings, investigations or claims that could affect the amount of any accrual, as well as any developments that would result in a loss contingency to become both probable and reasonably estimable. We have not recorded any accrual for loss contingencies associated with such legal claims or litigation discussed above.

Contingent Liabilities

We record a loss contingency as a charge to operations when (i) it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements; and (ii) the amount of the loss can be reasonably estimated. Disclosure in the notes to the financial statements is required for loss contingencies that do not meet both those conditions if there is a reasonable possibility that a loss may have been incurred. Gain contingencies are not recorded until realized. We expense all legal costs incurred to resolve regulatory, legal and tax matters as incurred.

Periodically, we review the status of each significant matter to assess the potential financial exposure. If a potential loss is considered probable and the amount can be reasonably estimated, we reflect the estimated loss in our results of operations. Significant judgment is required to determine the probability that a liability has been incurred or an asset impaired and whether such loss is reasonably estimable. Further, estimates of this nature are highly subjective, and the final outcome of these matters could vary significantly from the amounts that have been included in our consolidated financial statements. As additional information becomes available, we reassess the potential liability related to our pending claims and litigation and may revise estimates accordingly. Such revisions in the estimates of the potential liabilities could have a material impact on our results of operations and financial position.

Note 12. Quarterly Financial Data (Unaudited)

The following financial information reflects all normal recurring adjustments, which are, in the opinion of management, necessary for a fair statement of the results of the interim periods. Our fiscal quarters end on the Friday nearest the end of the calendar quarter. Summarized quarterly data for fiscal 2019 and 2018 were as follows:

(In thousands, except per share amounts)	<u>Q1 Ended 9/28/2018</u>	<u>Q2 Ended 12/28/2018</u>	<u>Q3 Ended 3/29/2019</u>	<u>Q4 Ended 6/28/2019</u>
Fiscal 2019				
Revenue.....	\$ 60,504	\$ 65,088	\$ 54,037	\$ 64,229
Gross margin	17,925	22,490	16,255	22,600
Operating (loss) income	(1,514)	2,883	(2,503)	2,502
Net (loss) income	(750)	2,310	4,339	3,839
Net (loss) income attributable to Aviat Networks	(750)	2,310	4,339	3,839
Per share data:				
Basic net (loss) income per common share	\$ (0.14)	\$ 0.43	\$ 0.81	\$ 0.71
Diluted net (loss) income per common share	(0.14)	0.41	0.78	0.69
(In thousands, except per share amounts)	<u>Q1 Ended 9/29/2017</u>	<u>Q2 Ended 12/29/2017</u>	<u>Q3 Ended 3/30/2018</u>	<u>Q4 Ended 6/29/2018</u>
Fiscal 2018				
Revenue.....	\$ 56,182	\$ 61,723	\$ 62,093	\$ 62,508
Gross margin	17,296	21,890	18,132	23,185
Operating (loss) income	(1,226)	2,894	(1,365)	1,014
Net (loss) income	(565)	5,351	(2,390)	(94)
Net (loss) income attributable to Aviat Networks	(657)	5,071	(2,623)	54
Per share data:				
Basic net (loss) income per common share	\$ (0.12)	\$ 0.95	\$ (0.49)	\$ 0.01
Diluted net (loss) income per common share	(0.12)	0.90	(0.49)	0.01

The following tables summarize charges (recoveries) included in our results of operations for each of the fiscal quarters presented:

(In thousands)	Q1 Ended 9/28/2018	Q2 Ended 12/28/2018	Q3 Ended 3/29/2019	Q4 Ended 6/28/2019
Fiscal 2019				
Restructuring charges (recovery)	\$ 796	\$ —	\$ —	\$ (60)
WTM inventory recovery	(88)	(2)	—	(65)
Strategic alternative costs	—	—	491	102
Tax receivable from Department of Federal Revenue of Brazil...	(1,646)	—	—	—
Release of valuation allowance	—	—	(7,054)	(432)

(In thousands)	Q1 Ended 9/29/2017	Q2 Ended 12/29/2017	Q3 Ended 3/30/2018	Q4 Ended 6/29/2018
Fiscal 2018				
Restructuring charges (recovery)	\$ 2	\$ (252)	\$ (2)	\$ 1,531
Nigeria foreign exchange loss on dividend receivable	1	136	51	—
WTM inventory recovery	(9)	(181)	(127)	(195)
Strategic alternative costs	394	483	43	—
AMT credit related to valuation allowance release	—	(3,303)	—	—
Tax refund from Inland Revenue Authority of Singapore	(1,322)	—	—	—

Note 13. Subsequent Event

On August 21, 2019 our Board of Directors approved a restructuring plan (the “2020 Plan”) to primarily consolidate product development, right size our resources to support our International business and other support functions. The 2020 Plan is anticipated to entail a reduction in force of approximately 48 employees to be implemented during our fiscal 2020 while adding certain employees in key areas. We estimate our restructuring charges will be approximately \$1.7 million, the majority of which are expected to be incurred in the first half of fiscal 2020, relating to one-time severance charges, continuation of health benefits and outplacement services. We anticipate we will generate approximately \$1.7 million in annualized savings in fiscal 2021. The majority of these savings will be allocated to growth-related initiatives.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on management’s evaluation, with participation of our Chief Executive Officer (CEO) and Principal Financial Officer (PFO), as of the end of the period covered by this report, our CEO and PFO have concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are effective to provide reasonable assurance that the information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Controls Over Financial Reporting

There were no changes to our internal control over financial reporting as defined in Rules 13a-15(f) or 15d-15(f) that occurred during the quarter ended June 28, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP.

Management, including our CEO and PFO, assessed our internal control over financial reporting as of June 28, 2019, the end of our fiscal year. Management based its assessment on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Management's assessment included evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment.

Based on this assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external reporting purposes in accordance with U.S. GAAP. We reviewed the results of management's assessment with the Audit Committee of our Board of Directors.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal controls over financial reporting because Aviat is a non-accelerated filer and is not subject to auditor attestation requirements under the applicable rules of the Securities Exchange Commission.

Inherent Limitations on Effectiveness of Controls

Our management, including the CEO and PFO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Item 9B. Other Information

None.

PART III

Certain information required by Part III is omitted from this Annual Report on Form 10-K because we will file a definitive Proxy Statement with the SEC within 120 days after the end of our fiscal year ended June 28, 2019.

Item 10. *Directors, Executive Officers and Corporate Governance*

We adopted a Code of Conduct that is available at www.aviatnetworks.com. No amendments to our Code of Business Ethics or waivers from our Code of Conduct with respect to any of our executive officers or directors have been made. If, in the future, we amend our Code of Conduct or grant waivers from our Code of Conduct with respect to any of our executive officers or directors, we will make information regarding such amendments or waivers available on our corporate website (www.aviatnetworks.com) for a period of at least 12 months.

For information with respect to Executive Officers, see Part I, Item 1 of this Annual Report on Form 10-K, under “Executive Officers of the Registrant.”

Information regarding our directors and compliance with Section 16(a) of the Exchange Act by our directors and executive officers will appear in our definitive Proxy Statement and is incorporated herein by reference.

Item 11. *Executive Compensation*

Information regarding our executive compensation will appear in our definitive Proxy Statement and is incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

Information regarding security ownership of certain beneficial owners and management and related stockholder matters will appear in our definitive Proxy Statement and is incorporated herein by reference.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

Information regarding certain relationships and related transactions, and director independence will appear in our definitive Proxy Statement and is incorporated herein by reference.

Item 14. *Principal Accountant Fees and Services*

Information regarding our principal accountant fees and services will appear in our definitive Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report.

1. Financial Statements

The financial statements of Aviat Networks, Inc. are set forth in Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

Schedule

Page

Schedule II — Valuation and Qualifying Accounts for the three fiscal years ended June 28, 2019..... 86

All other schedules have been omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedules or because the information required is included in the consolidated financial statements or notes thereto.

(b) Exhibits.

The information required by this Item is set forth on the Exhibit Index (following the Signatures section of this report) and is included, or incorporated by reference, in this Form 10-K.

SIGNATURES

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, thereunto duly authorized.

AVIAT NETWORKS, INC.
(Registrant)

Date: August 27, 2019

By: /s/ Walter Stanley Gallagher, Jr.
Walter Stanley Gallagher, Jr.
Senior Vice President and Chief
Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael A. Pangia</u> Michael A. Pangia	President and Chief Executive Officer (Principal Executive Officer)	August 27, 2019
<u>/s/ Walter Stanley Gallagher, Jr.</u> Walter Stanley Gallagher, Jr.	Senior Vice President and Chief Operating Officer (Principal Financial Officer)	August 27, 2019
<u>/s/ Eric Chang</u> Eric Chang	Vice President, Corporate Controller and Principal Accounting Officer (Principal Accounting Officer)	August 27, 2019
<u>/s/ John Mutch</u> John Mutch	Chairman of the Board	August 27, 2019
<u>/s/ Kenneth Kong</u> Kenneth Kong	Director	August 27, 2019
<u>/s/ John Quicke</u> John Quicke	Director	August 27, 2019
<u>/s/ James C. Stoffel</u> James C. Stoffel	Director	August 27, 2019

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS

AVIAT NETWORKS, INC.

Years Ended June 28, 2019, June 29, 2018 and June 30, 2017

(In thousands)	<u>Balance at Beginning of Period</u>	<u>Charged to (Credit from) Costs and Expenses</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
Allowances for collection losses:				
Year ended June 28, 2019.....	\$ 1,588	\$ 120	\$ 106 ^(A)	\$ 1,602
Year ended June 29, 2018.....	\$ 3,919	\$ (513)	\$ 1,818 ^(B)	\$ 1,588
Year ended June 30, 2017.....	\$ 7,967	\$ (484)	\$ 3,564 ^(C)	\$ 3,919

Note A - Consisted of changes to allowance for collection losses of \$0 for foreign currency translation gain and \$107,000 for uncollectible accounts charged off, net of recoveries on accounts previously charged off.

Note B - Consisted of changes to allowance for collection losses of \$3,000 for foreign currency translation gain and \$1,820,000 for uncollectible accounts charged off, net of recoveries on accounts previously charged off.

Note C - Consisted of changes to allowance for collection losses of \$607,000 for foreign currency translation losses and \$4,172,000 for uncollectible accounts charged off, net of recoveries on accounts previously charged off.

EXHIBIT INDEX

The following exhibits are filed herewith or are incorporated herein by reference to exhibits previously filed with the SEC:

<u>Ex. #</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Aviat Networks, Inc., as amended (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed with the SEC on February 10, 2017, File No. 001-33278)
3.2	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on September 7, 2016. File No. 001-33278)
3.3	Amended and Restated Bylaws of Aviat Networks, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on October 2, 2015, File No. 001-33278)
3.4	Certificate of Ownership and Merger Merging Aviat Networks, Inc. into Harris Stratex Networks, Inc., effective January 27, 2010, as filed with the Secretary of State of the State of Delaware on January 27, 2010 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on January 28, 2010, File No. 001-33278)
3.5	Certificate of Elimination of Series A Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on September 7, 2016, File No. 001-33278)
4.1	Tax Benefit Preservation Plan, dated as of September 6, 2016, by and between Aviat Networks, Inc. and Computershare Inc., as Rights Agent (incorporated by reference to exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on September 7, 2016, File No. 001-33278)
4.1.1	Specimen common stock certificate, adopted as of January 29, 2010 (incorporated by reference to Exhibit 4.1.1 to the Annual Report on Form 10-K for fiscal year end July 2, 2010 filed with the SEC on September 9, 2010, File No. 001-33278)
4.2	Aviat Networks, Inc. 2018 Incentive Plan (incorporated by reference to Appendix A to the Registrant's Proxy Statement on schedule 14A filed with the SEC on February 12, 2018, File No. 001-33278)
10.1	Letter Agreement, dated September 13, 2016, among Aviat Networks, Inc., JDS 1, LLC, Julian Singer and David S. Oros (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on September 15, 2016 and to Exhibit 10.1 to the Current Report Form 8-K/A filed with the SEC on September 16, 2016, File No. 001-33278)
10.2	Intellectual Property Agreement between Harris Stratex Networks, Inc. and Harris Corporation dated January 26, 2007 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed with the SEC on February 1, 2007, File No. 001-33278)
10.3	Tax Sharing Agreement between Harris Stratex Networks, Inc. and Harris Corporation dated January 26, 2007 (incorporated by reference to Exhibit 10.11 to the Current Report on Form 8-K filed with the SEC on February 1, 2007, File No. 001-33278)
10.4*	Standard Form of Executive Employment Agreement between Harris Stratex Networks, Inc. and certain executives (incorporated by reference to Exhibit 10.16 to the Current Report on Form 8-K filed with the SEC on February 1, 2007, File No. 001-33278)
10.5	Aviat Networks, Inc. 2007 Stock Equity Plan (as Amended and Restated Effective November 13, 2015) (incorporated by reference to Appendix A to Schedule 14A filed with the SEC on October 1, 2015, File No. 001-33278)
10.6	Third Amended and Restated Loan and Security Agreement, dated as of June 29, 2018, by and among Aviat Networks, Inc., Aviat U.S. Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley bank (incorporated by reference to Exhibit 10.1 to the Current Report on Forms 8-K filed with the SEC on June 29, 2018, File No. 001-33278)
10.6.1	Amended #1 to Third Amended and Restated Loan and Security Agreement, dated as of September 28, 2018, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Forms 8-K filed with the SEC on October 4, 2018, File No. 001-33278)
10.6.2	Amended #2 to Third Amended and Restated Loan and Security Agreement, dated as of June 10, 2019, by and among Aviat Networks, Inc., Aviat U.S., Inc., Aviat Networks (S) Pte. Ltd. and Silicon Valley Bank (incorporated by reference to Exhibit 10.1 to the Current Report on Forms 8-K filed with the SEC on June 12, 2019, File No. 001-33278)

<u>Ex. #</u>	<u>Description</u>
10.8*	Employment Agreement, dated as of May 14, 2002, between Stratex Networks, Inc. and Shaun McFall (incorporated by reference to Exhibit 10.25 to the Annual Report on Form 10-K for the fiscal year ended July 3, 2009 filed with the SEC on September 4, 2009, File No. 001-33278)
10.8.1*	Amendment, effective April 1, 2006, to Employment Agreement, dated May 14, 2002, between Stratex Networks, Inc. and Shaun McFall (incorporated by reference to Exhibit 10.25.1 to the Annual Report on Form 10-K for the fiscal year ended July 3, 2009 filed with the SEC on September 4, 2009, File No. 001-33278)
10.9*	Employment Agreement, dated July 18, 2011, between Aviat Networks, Inc. and Michael Pangia (incorporated by reference to the Current Report on Form 8-K filed with the SEC on July 20, 2011, File No. 001-33278)
10.10*	Employment Agreement, dated April 29, 2015, between Aviat Networks, Inc. and Ralph S. Marimon (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on May 14, 2015, File No. 001-33278)
10.11	Letter Agreement, dated as of January 11, 2015, among Aviat Networks, Inc., Steel Partners Holdings L.P., Lone Star Value Management, LLC and certain other parties (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 12, 2015, File No. 001-33278)
10.12*	Employment Agreement, dated January 20, 2016, between Aviat Networks, Inc. and Eric Chang (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on January 21, 2016, File No. 001-33278)
10.12.1*	Amendment to Employment Agreement, dated June 20, 2018, between Aviat Networks, Inc. and Eric Chang (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed with the SEC on June 25, 2018, File No. 001-33278)
10.13	Employment Agreement, dated June 20, 2018, between Aviat Networks, Inc. and Stan Gallagher (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on June 25, 2018, File No. 001-33278)
10.14	Lease Agreement, dated June 8, 2016, between Aviat Networks, Inc., through its wholly owned subsidiary Aviat U.S., Inc., and The Irvine Company LLC (incorporated by reference to Exhibit 10.34 to the Annual Report on Form 10-K for fiscal year end July 1, 2016 filed with the SEC on September 9, 2016, File No. 001-33278)
21	List of Subsidiaries of Aviat Networks, Inc.
23.1	Consent of BDO USA, LLP
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Principal Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Management compensatory contract, arrangement or plan required to be filed as an exhibit pursuant to Item 15(b) of this report.

AVIAT NETWORKS, INC.
SUBSIDIARIES AS OF June 28, 2019
(100% direct or indirect ownership by Aviat Networks, Inc.)

<u>Name of Subsidiary</u>	<u>State or Other Jurisdiction of Incorporation</u>
Aviat Networks Algeria S.A.R.L.	Algeria
Aviat Networks (Australia) Pty. Ltd. .	Australia
Aviat Networks (Bangladesh) Limited	Bangladesh
Aviat Networks Brasil Servicos em Comunicacoes Ltda.	Brazil
Aviat Networks Canada ULC	Canada
Aviat Communications Technology (Shenzhen) Company Ltd.	The People's Republic of China
Aviat Networks Congo	Congo - Brazzaville
Aviat Networks France S.A.S.	France
Aviat Networks Ghana Limited	Ghana
Aviat Networks Holland B.V.	The Netherlands
Aviat Networks HK Limited	Hong Kong
Aviat Networks (India) Private Limited	India
Telsima Communications Private Limited	India
Pt. Aviat Networks Indonesia	Indonesia
Aviat Networks Côte d'Ivoire	Ivory Coast
Aviat Networks (Kenya) Limited	Kenya
Aviat Networks Malaysia Sdn. Bhd.	Malaysia
Digital Microwave (Mauritius) Private Limited	Mauritius
Aviat Networks México S.A. de C.V.	Mexico
Aviat Networks (NZ) Limited	New Zealand
Aviat Networks Communication Solutions Limited	Nigeria
Stratex Networks Nigeria Limited	Nigeria
Aviat Networks (Clark) Corporation	The Philippines
Aviat Networks Philippines, Inc.	The Philippines
Aviat Networks Polska Sp. z.o.o.	Poland
Aviat Networks Communications Solutions LLC	Russia
Aviat Networks (S) Pte. Ltd.	Republic of Singapore
Aviat storitveno podjetje, d.o.o.	Slovenia
Aviat Networks (South Africa) (Proprietary) Limited	Republic of South Africa
MAS Technology Holdings (Proprietary) Limited	Republic of South Africa
DMC Stratex Networks (South Africa) (Proprietary) Limited	Republic of South Africa
Aviat Umholi Networks (Pty) Limited	Republic of South Africa
Aviat Networks Tanzania Limited	Tanzania
Aviat Networks (Thailand) Ltd.	Thailand
Aviat Networks (UK) Limited	Delaware
Aviat International Holdings, Inc.	Delaware
Aviat U.S., Inc.	Delaware
Telsima Corporation	Delaware
Aviat Networks Telecommunications Zambia Limited	Zambia

Consent of Independent Registered Public Accounting Firm

Aviat Networks, Inc.
Milpitas, California

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-224957, 333-209462, 333-178467, 333-163542 and 333-140442) of Aviat Networks, Inc. of our report dated August 27, 2019 relating to the consolidated financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ BDO USA, LLP

San Jose, California
August 27, 2019

CERTIFICATION

I, Michael A. Pangia, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended June 28, 2019, of Aviat Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 27, 2019

/s/ Michael A. Pangia

Name: Michael A. Pangia
 Title: President and Chief Executive Officer

CERTIFICATION

I, Walter Stanley Gallagher, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended June 28, 2019, of Aviat Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 27, 2019

/s/ Walter Stanley Gallagher, Jr.

Name: Walter Stanley Gallagher, Jr.
 Title: Senior Vice President and Chief
 Operating Officer, Principal Financial
 Officer

Certification

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the filing of the Annual Report on Form 10-K of Aviat Networks, Inc. (“Aviat Networks”) for the fiscal year ended June 28, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Michael A. Pangia, hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. §1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Aviat Networks as of the dates and for the periods expressed in the Report

Date: August 27, 2019

/s/ Michael A. Pangia

Name: Michael A. Pangia

Title: President and Chief Executive Officer

Certification

Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the filing of the Annual Report on Form 10-K of Aviat Networks, Inc. (“Aviat Networks”) for the fiscal year ended June 28, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, Walter Stanley Gallagher, Jr., hereby certifies, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. §1350, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Aviat Networks as of the dates and for the periods expressed in the Report

Date: August 27, 2019

/s/ Walter Stanley Gallagher, Jr.

Name: Walter Stanley Gallagher, Jr.
Title: Senior Vice President and Chief
Operating Officer, Principal Financial
Officer

Appendix

Stockholder Information

Executive Offices

Aviat Networks, Inc.
860 N. McCarthy Blvd., Suite 200
Milpitas, CA 95035
(408) 941-7100

Independent Public Accountants

BDO USA LLP

Transfer Agent and Registrar

Computershare
PO Box 505000
Louisville, KY 40233-5002

Investor Relations Contact

Investor Relations
InvestorInfo@aviatnet.com

Overnight Correspondence to:

Computershare
462 South 4th Street
Suite 1600
Louisville, KY 40202

Tel: (800) 522-6645

TDD for hearing Impaired: 800-231-5469

Foreign Shareowners: 201-680-6578

TDD Foreign Shareowners: 201-680-6610

Shareholder website: www.computershare.com/investor

Shareholder online inquiries: <https://www-us.computershare.com/investor/contact>

Stockholder Inquiries

Questions relating to stockholder records, change of ownership or change of address should be sent to our transfer agent, Computershare, whose address appears above.

Financial Information

Securities analysts, investment managers and stockholders should direct financial information inquiries to the Investor Relations contact listed above.

SEC Form 10-K

A copy of the Company's Form 10-K filed with the Securities and Exchange

Commission is available by downloading from our website, Aviatnetworks.com or by writing to:

Aviat Networks, Inc.

Attn: Investor Relations

860 N. McCarthy Blvd., Suite 200

Milpitas, California 95035

2019 Annual Report

We have published this 2019 Annual Report to Stockholders, including the Consolidated Financial Statements and Management's Discussion and Analysis, as an appendix to our Proxy Statement. Further information regarding various aspects of our business can be found on our website www.Aviatnetworks.com.

Electronic Delivery

In an effort to reduce paper mailed to your home, we offer stockholders the convenience of viewing the Proxy Statement, Annual Report to Stockholders and related materials online. With your consent, we can stop sending future paper copies of these documents to you by mail. To participate, follow the instructions at www.icsdelivery.com.

Online Voting at www.Proxyvote.com

If you are a registered stockholder, you may now use the Internet to transmit your voting instructions any time before 11:59 p.m. ET on November 12, 2019. Have your proxy card in hand when you access the Web site. You will be prompted to enter your Control Number to obtain your records and create an electronic voting instruction form.

www.Aviatnetworks.com

The Aviat Networks Web site provides access to a wide variety of information, including products, new releases and financial information. A principal feature of the Web site is the Investor Relations section, which contains general financial information and access to the current Proxy Statement and Annual Report to Stockholders. The site also provides archived information (for example, historical financial releases and stock prices) and access to conference calls and analyst group presentations. Other interesting features are the press release alerts and SEC filings email alerts, which allow users to receive automatic updates informing them when new items such as news releases, financial event announcements and SEC documents are added to the site.

www.computershare.com/investor

The Computershare Web site provides access to an Internet self-service product, Investor Centre. Through Investor Centre, registered stockholders can view their account profiles, stock certificate histories, Form 1099 tax information, current stock price quote (20-minute delay) and historical stock prices. Stockholders may also request the issuance of stock certificates, duplicate Form 1099s, safekeeping of stock certificates or an address change.

Corporate Directory

Directors

John Mutch
Director & Chairman of the Board
Managing Partner
MV Advisors LLC
Director
Maxwell Technologies, Inc.
RhythmOne Plc
Agilysis, Inc.

Kenneth Kong
Sr. Vice President
Steel Services, Ltd.
Director
Ore Holdings, Inc.

John J. Quicke
Chairman of Board
Steel Energy Services LTD
Director
Rowan Companies, plc

Dr. James C. Stoffel
Director
Harris Corporation
PAR Technology Corporation

Outside Legal Counsel Olshan
Frome Wolosky LLP New York,
NY

Headquarters and Operations

Corporate Headquarters

Aviat Networks, Inc.
860 N. McCarthy Blvd., Suite 200
Milpitas, CA 95035
United States

International Headquarters, Singapore

Aviat Networks (S) Pte. Ltd.
51 Changi Business Park Central 2
#04-10 The Signature
Singapore 486066

Offices

North America

Montréal, Canada
Durham, NC
Austin, TX
San Antonio, TX

Mexico

Mexico D.F.

Europe

Meudon, France
Glasgow, Scotland
Schiphol, The Netherlands
London, United Kingdom
Moscow, Russia
Trzin-Ljubljana, Slovenia
Warsaw, Poland

Africa

Abidjan, Côte d'Ivoire
Accra, Ghana
Alger, Algeria
Lagos, Nigeria
Midrand, South Africa
Nairobi, Kenya

Middle East

Dubai, United Arab Emirates
Riyadh, Saudi Arabia

Asia & Pacific Rim

Bangkok, Thailand
Colombo, Sri Lanka
Gurgaon, India
Jakarta, Indonesia
Kuala Lumpur, Malaysia
Manila, Philippines
Pampanga, Philippines
Shenzhen, China
Singapore
Sydney, Australia
Wellington, New Zealand

Forward-looking Statements

This Annual Report, including the letter to shareholders, contains forward-looking statements that are based on the views of management regarding future events at the time of publication of this report. These forward-looking statements, which include, but are not limited to: our plans, strategies and objectives for future operations; new products, services or developments; future economic conditions; outlook; impact on operating results due to the volume, timing, customer, product and geographic mix of our product orders; our growth potential and the potential of industries and the markets we serve, are subject to the known and unknown risks, uncertainties and other factors that may cause our actual results to be materially different from those expressed or implied by each forward-looking statement. These risks, uncertainties and other factors are discussed in the 2019 Form 10-K.

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