## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See

1. Name and Address of Reporting Person\*

**SPH Group LLC** 

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 d average burden r response: 0.5

> > 7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

obligat	n 16. Form 4 or ions may conti tion 1(b).			File							ities Exchan			34			ll.		verage burd esponse:	len 0
Name and Address of Reporting Person*     Steel Excel Inc.				2. 1	or Section 30(h) of the Investment Company Act of 1940  2. Issuer Name and Ticker or Trading Symbol  AVIAT NETWORKS, INC. [ AVNW ]								Relationship of Reporting Person (Check all applicable)     Director X     Officer (give title below)			ole)		ssuer Owner		
(Last) (First) (Middle) 1133 WESTCHESTER AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 10/15/2014							$\dashv$				Other below	(specify )			
SUITE N	N222																			
(Street) WHITE PLAINS NY 10604			-   4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person								
(City)	(S	tate)	(Zip)																	
		Tab	ole I - No	n-Deriv	vative	e Se	curit	ies Ac	quirec	l, Dis	sposed c	f, or I	3en	eficia	lly (	Owne	ed			
1. Title of S	1. Title of Security (Instr. 3)  2. Transact Date (Month/Day					r) E	A. Deemed Execution Date, fany Month/Day/Year)		3. Trans Code 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4				and 5) Secu		icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indired Beneficia Ownersh (Instr. 4)
									Code	v	Amount	(A) (D)	or	Price		Transa	action(s) 3 and 4)			(,
Common Stock, \$0.01 par value <sup>(1)</sup> 10/15/20							P		130,000	_	<u> </u>	\$1.76	_		649,709		D <sup>(2)</sup>			
Common Stock, \$0.01 par value <sup>(1)</sup> 10/16/20					ve Securities Acqui		P uirod l	Dian	4,145			\$1.7					D <sup>(2)</sup>			
			abie ii -								convertib				, Ov	viieu				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)				Transactio Code (Instr				Exerc ion Da /Day/Y		Amou Securi Under Deriva Securi	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)				9. Number of derivative Securities Beneficially Owned Following Reported Transaction(: (Instr. 4)	,	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natu of Indire Benefici Ownersi (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Nu of	mber ares						
	nd Address of xcel Inc.	Reporting Person	*		,				,					,			,			
(Last) 1133 WE SUITE N		(First) ER AVENUE	(Mic	idle)																
(Street) WHITE	PLAINS	NY	106	504																
(City)		(State)	(Zip	)																
		Reporting Person dings LLC	*																	
l		(First) IERS HOLDING ENUE, 32ND F	GS L.P.	ddle)																
(Street) NEW YO	ORK	NY	100	)22																
(City)		(State)	(Zip	)																

(Last)	(First)	(Middle)							
C/O STEEL PAR	RTNERS HOLDI	NGS L.P.							
590 MADISON AVENUE, 32ND FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							
1. Name and Address Steel Partners									
(Last)	(First)	(Middle)							
590 MADISON	AVENUE								
32ND FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							
1. Name and Addres									
(Last)	(First)	(Middle)							
590 MADISON	AVENUE, 32ND	FLOOR							
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							

## **Explanation of Responses:**

1. This Form 4 is filed jointly by Steel Excel Inc., Steel Partners Holdings L.P. ("Steel Holdings"), SPH Group LLC ("SPHG"), SPH Group Holdings LLC ("SPHG Holdings") and Steel Partners Holdings GP Inc. ("Steel Holdings GP").

James F. McCabe, Jr., Chief 10/17/2014 Financial Officer By: SPH Group Holdings LLC, By: Steel Partners Holdings GP Inc., Manager, By: /s/ James F. 10/17/2014 McCabe, Jr., Chief Financial **Officer** By: SPH Group LLC, By: Steel Partners Holdings GP Inc., 10/17/2014 Managing Member, By: /s/ James F. McCabe, Jr., Chief Financial Officer By: Steel Partners Holdings GP Inc., By: /s/ James F. McCabe, 10/17/2014 Jr., Chief Financial Officer By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General 10/17/2014 Partner, By: /s/ James F. McCabe, Jr., Chief Financial

Date

By: Steel Excel Inc., By: /s/

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>2.</sup> Shares of Common Stock owned directly by Steel Excel Inc. SPHG Holdings owns approximately 51% of the outstanding shares of Common Stock of Steel Excel Inc. Steel Holdings owns 99% of the membership interests of SPHG. SPHG is the sole member of SPHG Holdings. Steel Holdings GP is the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. Accordingly, each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP may be deemed to beneficially own the shares of Common Stock of the Issuer owned directly by Steel Excel Inc. Each of Steel Holdings, SPHG, SPHG Holdings and Steel Holdings GP disclaims beneficial ownership of the shares of Common Stock of the Issuer owned directly by Steel Excel Inc. except to the extent of their pecuniary interest therein.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).