## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CTATEMENT OF C

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden response: 0.5

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

1. Name and Address of Reporting Person\*

**SPH Group LLC** 

	ions may conti tion 1(b).	nue. See		File							ies Exchan		934			hours	per response:	0
1. Name and Address of Reporting Person*  Steel Excel Inc.  (Last) (First) (Middle)  1133 WESTCHESTER AVENUE  SUITE N222				2. 19	2. Issuer Name and Ticker or Trading Symbol AVIAT NETWORKS, INC. [ AVNW ]  3. Date of Earliest Transaction (Month/Day/Year) 10/02/2014									Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner				
														Offic below	er (give title w)		er (specify ow)	
					- 4. II	f Ame	endmen	t, Date	of Origina	ıl Filed	d (Month/Da	ay/Year)		i. Indiv	/idual o	or Joint/Group	p Filing (Check	k Applicable
(Street) WHITE PLAINS	N	Y	10604											X		n filed by Mo	e Reporting Pore than One R	
(City)	(S	tate)	(Zip)															
		Tab	ole I - No	n-Deriv	vative	Se	curiti	es Ac	quired	, Dis	posed o	f, or Be	nefici	ally	Owne	ed		
1. Title of \$	1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Y		ır)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			Secur Benef	eficially led Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indire
									Code	v	Amount	(A) or (D)	Price		Trans	action(s) 3 and 4)		(,
		01 par value <sup>(1)</sup>			2/2014	-			P P	_	23,933		\$1.7		<u> </u>	198,971	D <sup>(2)</sup>	
Common	Stock, 50.0	01 par value <sup>(1)</sup>	able II -	<u> </u>	3/2014 tive S		ırities	Acai		oispo	39,920 osed of,		\$1.7			238,891	D(=)	
				(e.g., p	uts, c		s, warı	rants,	, optior	ıs, c	onvertib	le secu	rities)					
Security (Instr. 3) or Exerc Price of Derivati	Z. Conversion or Exercise Price of Derivative Security	rcise (Month/Day/Year of tive	3A. Deemed Execution Date, if any (Month/Day/Yea		4. Transa Code ( 8)		n of		Expirati (Month/	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)				derivative Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Benefici Ownersl ct (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	0 N 0	umber					
	nd Address of xcel Inc.	Reporting Person	*															
(Last) 1133 WE SUITE N		(First) ER AVENUE	(Mic	ldle)														
(Street) WHITE	PLAINS	NY	106	604														
(City)		(State)	(Zip	)														
		Reporting Person dings LLC	*															
		(First) NERS HOLDINO ENUE, 32ND F		ldle)														
(Street)	ORK	NY	100	122														
(City)		(State)	(Zin	)		_												

(Last)	(First)	(Middle)					
C/O STEEL PARTNERS HOLDINGS L.P.							
590 MADISON AVENUE, 32ND FLOOR							
(Street)							
NEW YORK	NY	10022					
(City)	(State)	(Zip)					
Name and Address of Reporting Person*     Steel Partners Holdings GP Inc.							
(Last)	(First)	(Middle)					
590 MADISON AVENUE							
32ND FLOOR							
(Street)							
NEW YORK	NY	10022					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person*  STEEL PARTNERS HOLDINGS L.P.							
(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 10/06/2014 Financial Officer By: SPH Group Holdings LLC, By: Steel Partners Holdings GP Inc., Manager, By: /s/ James F. 10/06/2014 McCabe, Jr., Chief Financial **Officer** By: SPH Group LLC, By: Steel Partners Holdings GP Inc., 10/06/2014 Managing Member, By: /s/ James F. McCabe, Jr., Chief Financial Officer By: Steel Partners Holdings GP Inc., By: /s/ James F. McCabe, 10/06/2014 Jr., Chief Financial Officer By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General 10/06/2014 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).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.