

AVNET INC  
Form 8-K  
June 22, 2010

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 18, 2010

AVNET, INC.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

New York

1-4224

11-1890605

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

2211 South 47th Street, Phoenix, Arizona

85034

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

480-643-2000

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Top of the Form**

**Item 8.01 Other Events.**

On June 18, 2010, Avnet, Inc. (the "Company") issued a press release announcing the public offering of \$300 million in aggregate principal amount of 5.875% senior notes due 2020 (the "Notes.") A copy of the press release is attached with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

On June 22, 2010, the Company issued a press release announcing the completion of its public offering of the Notes. A copy of the press release is attached with this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

The offering was made pursuant to an Underwriting Agreement, dated June 17, 2010, by and among the Company and the several underwriters listed therein. The Notes are being issued pursuant to that certain Indenture, dated as of June 22, 2010, by and between the Company and Wells Fargo Bank, National Association, as trustee (the "Indenture") and the Officers' Certificate, dated as of June 22, 2010, establishing the terms of the Notes (the "Officers' Certificate"). Copies of the Underwriting Agreement, the Indenture and the Officers' Certificate are filed herewith as Exhibit 1, Exhibit 4.1 and Exhibit 4.2 respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following materials are attached as exhibits to this Current Report on Form 8-K:

Exhibit Number	Description
-------------------	-------------

- |      |  |
|------|--|
| 1    | Underwriting Agreement, dated as of June 17, 2010, by and among Avnet, Inc. and the several underwriters listed therein.   |
| 4.1  | Indenture, dated as of June 22, 2010, by and between the Company and Wells Fargo Bank, National Association, as trustee.   |
| 4.2  | Officers' Certificate establishing the terms of the 5.875% Notes due 2020.   |
| 5.1  | Opinion of David R. Birk, Esq. with respect to the legality of the 5.875% Notes due 2020.                                  |
| 23.1 | Consent of David R. Birk, Esq. (included in Exhibit 5.1).  |
| 99.1 | Press release of Avnet, Inc., dated June 18, 2010, announcing the offering and pricing of the 5.875% Notes due 2020.       |
| 99.2 | Press release of Avnet, Inc., dated June 22, 2010, announcing the completion of the offering of the 5.875% Notes due 2020. |
-

**Top of the Form**

**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 hereunto duly authorized.

AVNET, INC.

*June 22, 2010*

By: */s/ Raymond Sadowski*

---

*Name: Raymond Sadowski*

*Title: Senior Vice President and Chief Financial Officer*

---

Top of the Form

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1	Underwriting Agreement, dated as of June 17, 2010, by and among Avnet, Inc. and the several underwriters listed therein.
4.1	Indenture, dated as of June 22, 2010, by and between the Company and Wells Fargo Bank, National Association, as trustee.
4.2	Officers' Certificate establishing the terms of the 5.875% Notes due 2020.
5.1	Opinion of David R. Birk, Esq. with respect to the legality of the 5.875% Notes due 2020.
99.1	Press release of Avnet, Inc., dated June 18, 2010, announcing the offering and pricing of the 5.875% Notes due 2020.
99.2	Press release of Avnet, Inc., dated June 22, 2010, announcing the completion of the offering of the 5.875% Notes due 2020.