
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

AVNET, INC.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
Of incorporation)

2211 South 47th Street, Phoenix, Arizona
(Address of principal executive offices)

11-1890605
(IRS Employer
Identification No.)

85034
(Zip Code)

Avnet Employee Stock Purchase Plan
(Full title of the plan)

Michael J. O'Neill
Senior Vice President and General Counsel
2211 South 47th Street
Phoenix, AZ 85034
(480) 643-2000

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting company

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 7(a)(2)(B) of Securities Act

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽³⁾
Common Stock, \$1.00 par value per share	500,000 shares	\$41.68	\$20,840,000	\$2,525.81

- (1) The securities to be registered include rights to acquire Common Stock.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional securities to be offered or issued as a result of any stock dividend, stock split, recapitalization or other similar transactions.
- (3) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rule 457(h) under the Securities Act based upon the average high and low prices for the Common Stock on December 10, 2018, as reported on the Nasdaq Global Select Market.

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EXPLANATORY NOTE

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

In accordance with the provisions of General Instruction E of Form S-8, the Company hereby incorporates by reference the contents of the Company's Registration Statements on Form S-8 (Registration No. 33-62583, Registration No. 333-84671, Registration No. 333-101039, Registration No. 333-112063 and Registration No. 333-177787), except to the extent supplemented or amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

1. The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2018;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company's document referred to in 1 above; and
3. The description of the Common Stock set forth in the Company's registration statements for such Common Stock filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents that the Company subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that the Company has sold all of the securities offered under this Registration Statement or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement from the date that the Company files such report or document. Any statement contained in this Registration Statement or any report or document incorporated into this Registration Statement by reference, however, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently dated report or document that is also considered part of this Registration Statement, or in any amendment to this Registration Statement, is inconsistent with such prior statement. Notwithstanding the foregoing, the Company is not incorporating by reference any documents, portions of documents, exhibits or other information that is deemed to have been furnished to, rather than filed with, the Commission. The Registrant's file number with the Commission is 1-04224.

Item 5. Interests of Named Experts and Counsel.

Certain matters with respect to the shares of Common Stock being registered hereunder are being passed upon by Michael R. McCoy, whose opinion is filed as Exhibit 5.1 to this Registration Statement. Mr. McCoy is Assistant General Counsel of the Company and the beneficial owner of shares of the Company's Common Stock.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3(i) to the Company's Current Report on Form 8-K filed on February 12, 2001)(File No. 033-62583)
4.2	By-laws of the Company, effective May 9, 2017 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 12, 2014)
5.1	* Opinion of Michael R. McCoy, Esq., Assistant General Counsel of Avnet, Inc.
23.1	Consent of Michael R. McCoy, Esq. (contained in Exhibit 5.1)
23.2	* Consent of KPMG LLP
24.1	Powers of Attorney (included on signature page hereto)
99.1	Avnet Employee Stock Purchase Plan (2018 Restatement) (incorporated herein by reference to Appendix B to the Company's Schedule 14A Proxy Statement filed on October 4, 2018)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on December 18, 2018.

AVNET, INC.

By: /s/ Thomas Liguori
Thomas Liguori
Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

The officers and directors of Avnet, Inc. whose signatures appear below hereby constitute and appoint William J. Amelio and Thomas Liguori, and each of them, their true and lawful attorney-in-fact and agent, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any and all amendments to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on behalf of the registrant and in the capacity indicated on December 18, 2018:

<u>Signature</u>	<u>Title</u>
<u>/s/ William J. Amelio</u> William J. Amelio	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Rodney C. Adkins</u> Rodney C. Adkins	Chairman of the Board and Director
<u>/s/ Michael A. Bradley</u> Michael A. Bradley	Director
<u>/s/ R. Kerry Clark</u> R. Kerry Clark	Director
<u>/s/ Brenda L. Freeman</u> Brenda L. Freeman	Director
<u>/s/ Jo Ann C. Jenkins</u> Jo Ann C. Jenkins	Director
<u>/s/ Oleg Khaykin</u> Oleg Khaykin	Director
<u>/s/ James A. Lawrence</u> James A. Lawrence	Director
<u>/s/ Avid Modjtabai</u> Avid Modjtabai	Director
<u>/s/ William H. Schumann, III</u> William H. Schumann, III	Director
<u>/s/ Thomas Liguori</u> Thomas Liguori	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Kenneth Jacobson</u> Kenneth Jacobson	Controller (Principal Accounting Officer)

Board of Directors
Avnet, Inc.
2211 South 47th Street
Phoenix, Arizona 85034

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Avnet, Inc., a New York corporation (“Corporation”), is filing with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”). The Registration Statement relates to the registration of 500,000 shares of the Corporation’s common stock, \$1.00 par value per share (the “Shares”), which Shares may be offered and sold under the Avnet Employee Stock Purchase Plan, as amended and restated (the “Plan”).

I, as the Assistant General Counsel of the Corporation, am familiar with the Corporation’s Restated Certificate of Incorporation and By-laws. I have examined the Registration Statement, the Plan and the prospectus that will be distributed to participants in the Plan. I have also examined and relied upon such records of the Corporation’s corporate proceedings and other documents of the Corporation, and have made such other factual and legal investigations, as I deemed necessary or appropriate in order to render this opinion. In my examination, I have assumed the genuineness of all signatures, including endorsements; the legal capacity and competency of all natural persons; the authenticity of all documents submitted to me as originals; the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies; and the authenticity of the originals of such copies.

Based upon my examination mentioned above, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, I am of the opinion that all necessary corporate proceedings by the Corporation have been duly taken to authorize the issuance of the Shares pursuant to the Plan and that the Shares being registered pursuant to the Registration Statement, when issued and paid for in accordance with the terms of the Plan, will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is limited to the law of the State of New York, and I express no opinion on the law of any other jurisdiction.

I consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to me under Part II, Item 5 “Interests of Named Experts and Counsel” in the Registration Statement. I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Michael R. McCoy

Michael R. McCoy
Assistant General Counsel of Avnet, Inc.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Avnet, Inc.:

We consent to the use of our report with respect to the consolidated financial statements, the related financial statement schedule and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Phoenix, Arizona
December 18, 2018
