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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) September 14, 2005

**AVNET, INC.**

(Exact Name of Registrant as Specified in Its Charter)

New York

(State or Other Jurisdiction of Incorporation)

1-4224

(Commission File Number)

11-1890605

(IRS Employer Identification No.)

2211 South 47<sup>th</sup> Street, Phoenix, Arizona

(Address of Principal Executive Offices)

85034

(Zip Code)

(480) 643-2000

(Registrant's Telephone Number, Including Area Code)

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 (see General Instruction A.2. below):

- 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))
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**Item 7.01. Regulation FD Disclosure.**

On September 14, 2005, Avnet, Inc. issued a press release announcing the results of the Tender Offer for its 8.00% Notes due November 15, 2006. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K and the Exhibit attached hereto is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release of Avnet, Inc. dated September 14, 2005

SIGNATURE

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.

AVNET, INC.

(Registrant)

Date: September 16, 2005

By: /s/ Raymond Sadowski

Raymond Sadowski  
Senior Vice President and  
Chief Financial Officer



Avnet, Inc.  
2211 South 47th Street  
Phoenix, AZ 85034

## PRESS RELEASE

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September 14, 2005

### **Avnet Announces Results of the Tender Offer For Its 8.00% Notes Due November 15, 2006**

**Phoenix, Arizona** — September 14, 2005 — Avnet, Inc. (NYSE: AVT) today announced that it has accepted for purchase \$250 million principal amount of its 8.00% Notes due November 15, 2006 (the “Notes”) that were tendered in response to the Company’s tender offer for up to \$250 million in principal amount of the \$400 million outstanding principal amount of Notes. The tender offer expired at 5:00 p.m., New York City time, on Tuesday, September 13, 2005.

Avnet intends to use the proceeds from its recently completed issuance of \$250 million in principal amount of 6.00% Notes due September 1, 2015, together with cash on hand, to fund the purchase of the Notes in the tender offer and the payment of accrued interest and associated expenses. Payment of the aggregate purchase price, including accrued interest, is expected to be made promptly. The Company will record a charge in its first fiscal quarter ending October 1, 2005 of approximately \$10.9 million pre-tax and \$7.1 million after-tax, or \$0.05 per diluted share, for the premium paid to investors who tendered their Notes and other expenses associated with the transaction, net of proceeds from the settlement of interest rate swaps the Company had in place on the Notes prior to tender.

Management does not expect the issuance of the 6.00% Notes and the tender of the 8.00% Notes to have a material impact on ongoing interest expense because of the interest rate swaps that were in place on the tendered Notes. The issuance of the 6.00% Notes has, however, effectively extended the maturities of some of the Company’s outstanding debt.

#### ***Forward Looking Statements***

This press release contains certain “forward-looking statements.” The forward-looking statements herein include words such as “will,” “expect,” and “intend” or words of similar effect. These statements are based on management’s current expectations and are subject to uncertainty and changes in factual circumstances. Actual results may vary materially from the expectations contained in the forward-looking statements.

***Additional Information***

Avnet (NYSE:AVT) enables success from the center of the technology industry, providing cost-effective services and solutions vital to a broad base of more than 100,000 customers and 300 suppliers. The Company markets, distributes and adds value to a wide variety of electronic components, enterprise computer products and embedded subsystems. Through its premier market position, Avnet brings a breadth and depth of capabilities that help its trading partners accelerate growth and realize cost efficiencies. Avnet and the recently acquired Memec (closed July 5, 2005) generated combined revenue in excess of \$13 billion in the past year through sales in approximately 70 countries. Visit Avnet's Investor Relations Website at [www.ir.avnet.com](http://www.ir.avnet.com) or contact us at [investorrelations@avnet.com](mailto:investorrelations@avnet.com).

**CONTACT:** Avnet, Inc.  
Vincent Keenan  
Investor Relations  
(480) 643-7053  
[investorrelations@avnet.com](mailto:investorrelations@avnet.com)