
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 or organization)

2211 South 47th Street
Phoenix, Arizona 85034
(Address of principal executive offices including zip code)

11-1890605
(I.R.S. Employer
Identification No.)

AVNET DEFERRED COMPENSATION PLAN
(Full title of the plan)

Michael J. O'Neill
Senior Vice President, General Counsel
and Chief Legal Officer
Avnet, Inc.
2211 South 47th Street
Phoenix, Arizona 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:

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company
Emerging growth 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 the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Deferred Compensation Obligations ⁽¹⁾	\$50,000,000	100%	\$50,000,000 ⁽²⁾	\$5,795

(1) The Deferred Compensation Obligations to which this Registration Statement relates (the "Deferred Compensation Obligations") arise under the Avnet Deferred Compensation Plan (As Amended and Restated Effective Generally as of January 1, 2009), as amended (the "Plan"), and are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Plan.

(2) Solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended, the amount of Deferred Compensation Obligations registered is based on an estimate of the amount of compensation participants may defer under the Plan.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Avnet, Inc., a New York corporation (the "Registrant", or the "Corporation"), relating to \$50,000,000 of deferred compensation obligations, which are unsecured obligations of the Registrant to pay deferred compensation in the future (the "Deferred Compensation Obligations") in accordance with the terms of the Avnet Deferred Compensation Plan (As Amended and Restated Effective Generally as of January 1, 2009), as amended (the "Plan"). Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Form S-8 Registration Statement previously filed with the Securities and Exchange Commission on January 30, 1998 (File No. 333-45267), registering \$50,000,000 of Deferred Compensation Obligations under the Plan, are herein incorporated by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

See Exhibit Index below.

[SIGNATURES ON THE NEXT PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 August 23, 2017.

AVNET, INC.

By: /s/ Ken Jacobson
Name: Ken Jacobson
Title: Interim Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby authorizes and appoints each of William J. Amelio and Michael J. O'Neill his or her attorneys-in-fact, for him or her in any and all capacities, to sign any amendments to this S-8 registration statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on August 23, 2017 by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>
<u>/s/ William H. Schumann, III</u> William H. Schumann, III	Chairman of the Board and Director
<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	Director
<u>/s/ J. Veronica Biggins</u> J. Veronica Biggins	Director
<u>/s/ Michael A. Bradley</u> Michael A. Bradley	Director
<u>/s/ R. Kerry Clark</u> R. Kerry Clark	Director
<u>/s/ James A. Lawrence</u> James A. Lawrence	Director
<u>/s/ Avid Modjtabai</u> Avid Modjtabai	Director
<u>/s/ Ken Jacobson</u> Ken Jacobson	Interim Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Avnet Deferred Compensation Plan (As Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Corporation's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.6)
4.2	Amendment No. 1 to Avnet Deferred Compensation Plan (As Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Corporation's Annual Report on Form 10-K for the fiscal year ended July 2, 2011, Exhibit 10.21)
5.1*	Opinion of Michael R. McCoy, Esq., Vice President and Assistant General Counsel of Avnet, Inc.
23.1*	Consent of Michael R. McCoy, Esq. (contained in Exhibit 5.1)
23.2*	Consent of Independent Registered Public Accounting Firm
24.1*	Power of Attorney (included on signature page to the Registration Statement)

* Filed herewith.

August 23, 2017

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is submitted in connection with the Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), in respect of \$50,000,000 of deferred compensation obligations (the "Deferred Compensation Obligations") of Avnet, Inc. (the "Corporation") issuable pursuant to the Avnet Deferred Compensation Plan (As Amended and Restated Effective Generally as of January 1, 2009), as amended (the "Plan"). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As Vice President and Assistant General Counsel for the Corporation, I am familiar with its Restated Certificate of Incorporation and By-laws. I have examined the Plan and the Registration Statement.

I have also examined and relied upon such corporate records of the Corporation and other documents and certificates with respect to factual matters as I have deemed necessary to render the opinion expressed herein. With respect to the documents I have reviewed, I have assumed, without independent verification, the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of all documents submitted to me as originals, and the conformity with originals of all documents submitted to me as copies. As to any facts material to this opinion that I did not independently establish or verify, I have relied upon statements and representations of other officers and representatives of the Corporation.

Based on the foregoing, I am of the opinion that the Deferred Compensation Obligations, when issued by the Corporation in the manner provided pursuant to the Plan, will be valid and binding obligations of the Corporation, enforceable against the Corporation in accordance with the terms of the Plan, subject, as to enforcement, (a) to bankruptcy, insolvency, reorganization, readjustment of debt, arrangement, moratorium, fraudulent conveyance and other laws of general applicability relating to or affecting creditors' rights generally, and (b) to general principles of equity, whether such enforcement is considered in a proceeding at equity or at law.

This letter expresses my opinion as to the provisions of the New York Business Corporation Law, but does not extend to the securities or "Blue Sky" laws of New York or any other jurisdiction or to federal securities laws or to other laws. I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Michael R. McCoy

Michael R. McCoy

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Avnet, Inc.:

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

Our report dated August 16, 2017, on the effectiveness of internal control over financial reporting as of July 1, 2017, contains an explanatory paragraph that states the Company acquired Premier Farnell Plc (PF) on October 17, 2016. Management excluded PF from its assessment of the effectiveness of the Company's internal control over financial reporting as of July 1, 2017. PF represented approximately 15% of the Company's total consolidated assets as of July 1, 2017, and approximately 5% of the Company's total consolidated sales for the fiscal year ended July 1, 2017. Our audit of internal control over financial reporting of Avnet also excluded an evaluation of the internal control over financial reporting of PF.

/s/ KPMG LLP

Phoenix, Arizona
August 23, 2017
