

AVNET INC
Form 10-K/A
September 09, 2011

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 10-K/A
(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended July 2, 2011

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-4224

Avnet, Inc.

(Exact name of registrant as specified in its charter)

New York

*(State or other jurisdiction of
incorporation or organization)*

11-1890605

*(I.R.S. Employer
Identification No.)*

2211 South 47th Street,

Phoenix, Arizona

(Address of principal executive offices)

85034

(Zip Code)

Registrant's telephone number, including area code (480) 643-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock

Name of Each Exchange on Which Registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value (approximate) of the registrant's common equity held by non-affiliates based on the closing price of a share of the registrant's common stock for New York Stock Exchange composite transactions on January 1, 2011 (the last business day of the registrant's most recently completed second fiscal quarter) was \$4,995,335,220.

As of July 29, 2011, the total number of shares outstanding of the registrant's Common Stock was 152,807,450 shares, net of treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement (to be filed pursuant to Reg. 14A) relating to the Annual Meeting of Shareholders anticipated to be held on November 4, 2011 are incorporated herein by reference in Part III of this Report.

EXPLANTORY NOTE

Avnet, Inc. is filing this Amendment No. 1 (the Form 10-K/A) to its Annual Report on Form 10-K for the fiscal year ended July 2, 2011 (Form 10-K), filed with the U.S. Securities and Exchange Commission (SEC) on August 12, 2011, for the sole purpose of furnishing the Interactive Data File as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Form 10-K.

Item 15. Exhibits and Financial Statement Schedules

a. The following documents are filed as part of this Report:

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| <u>1. Consolidated Financial Statements:</u> | |
| <u>Report of Independent Registered Public Accounting Firm</u> | 38 |
| <u>Avnet, Inc. and Subsidiaries Consolidated Financial Statements:</u> | |
| <u>Consolidated Balance Sheets at July 2, 2011, and July 3, 2010</u> | 39 |
| <u>Consolidated Statements of Operations for the years ended July 2, 2011, July 3, 2010 and June 27, 2009</u> | 40 |
| <u>Consolidated Statements of Shareholders' Equity for the years ended July 2, 2011, July 3, 2010 and June 27, 2009</u> | 41 |
| <u>Consolidated Statements of Cash Flows for the years ended July 2, 2011, July 3, 2010 and June 27, 2009</u> | 42 |
| <u>Notes to Consolidated Financial Statements</u> | 43 |
| <u>2. Financial Statement Schedule:</u> | |
| <u>Schedule II (Valuation and Qualifying Accounts) for the years ended July 2, 2011, July 3, 2010 and June 27, 2009</u> | 74 |
| <u>Schedules other than that above have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto</u> | |
| <u>3. Exhibits</u> <u>The exhibit index for this Report can be found beginning on page</u> | 75 |
| <u>EX-101 INSTANCE DOCUMENT</u> | |
| <u>EX-101 SCHEMA DOCUMENT</u> | |
| <u>EX-101 CALCULATION LINKBASE DOCUMENT</u> | |
| <u>EX-101 LABELS LINKBASE DOCUMENT</u> | |
| <u>EX-101 PRESENTATION LINKBASE DOCUMENT</u> | |
| <u>EX-101 DEFINITION LINKBASE DOCUMENT</u> | |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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)

By: /s/ RAYMOND SADOWSKI
 Raymond Sadowski
 *Senior Vice President and Chief Financial
 Officer*

Date: September 9, 2011

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INDEX TO EXHIBITS

| Exhibit Number | Exhibit |
|---------------------------|---|
| 2.1* | Agreement and Plan of Merger dated as of March 28, 2010, by and among Avnet, Inc., AVT Acquisition Corp. and Bell Microproducts Inc. (incorporated herein by reference to the Company's Current Report on Form 8-K dated March 28, 2010, Exhibit 2.1). |
| 3.1 | Restated Certificate of Incorporation of the Company (incorporated herein by reference to the Company's Current Report on Form 8-K dated February 12, 2001, Exhibit 3(i)). |
| 3.2 | By-laws of the Company, effective August 10, 2007 (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 15, 2007 Exhibit 3.1). |
| 4.1 | Indenture dated as of March 5, 2004, by and between the Company and JP Morgan Trust Company, National Association (incorporated herein by reference to the Company's Current Report on Form 8-K dated March 8, 2004, Exhibit 4.1). |
| 4.2 | Officers' Certificate dated August 19, 2005, establishing the terms of the 6.00% Notes due 2015 (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 19, 2005, Exhibit 4.2). |
| 4.3 | Officers' Certificate dated September 12, 2006, establishing the terms of the 6.625% Notes due 2016 (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 12, 2006, Exhibit 4.2). |
| 4.4 | Officers' Certificate dated March 7, 2007, establishing the terms of the 5 7/8% Notes due 2014 (incorporated herein by reference to the Company's Current Report on Form 8-K dated March 7, 2007, Exhibit 4.2). |
| 4.5 | Indenture dated as of June 22, 2010, between the Company and Wells Fargo Bank, National Association, as Trustee, providing for the issuance of Debt Securities in one or more series (incorporated herein by reference to the Company's Current Report on Form 8-K dated June 22, 2010, Exhibit 4.1). |
| 4.6 | Officers' Certificate establishing the terms of the 5.875% Notes due 2020 (incorporated herein by reference to the Company's Current Report on Form 8-K dated June 22, 2010, Exhibit 4.2). |

Note: The total amount of securities authorized under any other instrument that defines the rights of holders of the Company's long-term debt does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. Therefore, these instruments are not required to be filed as exhibits to this Report. The Company agrees to furnish copies of such instruments to the Commission upon request.

Executive Compensation Plans and Arrangements

| | |
|------|--|
| 10.1 | 2011 Amended and Restated Employment Agreement dated February 11, 2011 between the Company and Roy Vallee (incorporated herein by reference to the Company's Current Report on |
|------|--|

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Form 8-K dated February 14, 2011, Exhibit 10.1).

- 10.2 2011 Amended and Restated Employment Agreement dated February 11, 2011 between the Company and Richard Hamada (incorporated herein by reference to the Company's Current Report on Form 8-K dated February 14, 2011, Exhibit 10.2).
 - 10.3 Form of Change of Control Agreement dated February 11, 2011 between the Company and each of Roy Vallee and Richard Hamada (incorporated herein by reference to the Company's Current Report on Form 8-K dated February 14, 2011, Exhibit 10.3).
 - 10.4 Form of Employment Agreement dated December 19, 2008 between the Company and each of its Executive Officers (other than Roy Vallee and Richard Hamada) (incorporated herein by reference to the Company's Current Report on Form 8-K dated December 22, 2008, Exhibit 10.2).
 - 10.5 Form of Change of Control Agreement dated December 19, 2008 between the Company and each of the Executive Officers (other than Roy Vallee and Richard Hamada) (incorporated herein by reference to the Company's Current Report on Form 8-K dated December 22, 2008, Exhibit 10.3).
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| Exhibit Number | Exhibit |
|---------------------------|---|
| 10.6 | Avnet 1995 Stock Option Plan (incorporated herein by reference to the Company's Current Report on Form 8-K dated February 12, 1996, Exhibit 10). |
| 10.7 | Avnet 1996 Incentive Stock Option Plan (incorporated herein by reference to the Company's Registration Statement on Form S-8, Registration No. 333-17271, Exhibit 99). |
| 10.8 | Amended and Restated Avnet 1997 Stock Option Plan (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 29, 2006, Exhibit 10.1). |
| 10.9 | Retirement Plan for Outside Directors of Avnet, Inc., (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.1). |
| 10.10 | Avnet, Inc. Deferred Compensation Plan for Outside Directors (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.2). |
| 10.11 | Avnet Supplemental Executive Officers' Retirement Plan (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.3). |
| 10.12 | Avnet 1999 Stock Option Plan (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 29, 2006 Exhibit 10.2). |
| 10.13 | Avnet, Inc. Executive Incentive Plan (incorporated herein by reference to Appendix A to the Company's Proxy Statement dated September 28, 2007). |
| 10.14 | Avnet, Inc. 2003 Stock Compensation Plan (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.4). |
| 10.15 | Avnet, Inc. 2003 Stock Compensation Plan: <ul style="list-style-type: none"> (a) Form of nonqualified stock option agreement (b) Form of nonqualified stock option agreement for non-employee director (c) Form of incentive stock option agreement (d) Form of performance stock unit term sheet (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 29, 2006, Exhibit 10.3). |
| 10.16 | |

Avnet, Inc. 2006 Stock Compensation Plan (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.5).

10.17 Avnet, Inc. 2006 Stock Compensation Plan:

(a) Form of nonqualified stock option agreement

(b) Form of nonqualified stock option agreement for non-employee director

(c) Form of performance stock unit term sheet (revised effective August 13, 2009 by (f) below)

(d) Form of incentive stock option agreement

(e) Long Term Incentive Letter

(incorporated herein by reference to the Company's Current Report on Form 8-K dated May 16, 2007, Exhibit 99.1).

(f) Form of performance stock unit term sheet (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 19, 2009, Exhibit 99.1).

10.18 Avnet, Inc. 2010 Stock Compensation Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8, Registration No. 333-171291).

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**Exhibit
Number**

Exhibit

- 10.19 Avnet, Inc. 2010 Stock Compensation Plan:
- (a) Form of nonqualified stock option agreement
 - (b) Form of incentive stock option agreement
 - (c) Form of performance stock unit term sheet
 - (d) Form of Long Term Incentive Letter
- (incorporated herein by reference to the Company's Current Report on Form 8-K dated January 3, 2011, Exhibit 10.1).
- 10.20 Avnet Deferred Compensation Plan (Amended and Restated Effective Generally as of January 1, 2009) (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.6).
- 10.21** Amendment No. 1 to Avnet Deferred Compensation Plan (Amended and Restated Effective Generally as of January 1, 2009).
- 10.22 Form of Indemnity Agreement. The Company enters into this form of agreement with each of its directors and officers (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q dated May 8, 2006, Exhibit 10.1).
- 10.23 Form option agreements for stock option plans (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 8, 2004, Exhibit 10.4).
- (a) Non-Qualified stock option agreement for 1999 Stock Option Plan
 - (b) Incentive stock option agreement for 1999 Stock Option Plan
 - (c) Incentive stock option agreement for 1996 Stock Option Plan
 - (d) Non-Qualified stock option agreement for 1995 Stock Option Plan

Bank Agreements

- 10.24 Securitization Program
- (a) Receivables Sale Agreement, dated as of June 28, 2001 between Avnet, Inc., as Originator, and Avnet Receivables Corporation as Buyer (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 26, 2002, Exhibit 10J).
 - (b) Amendment No. 1, dated as of February 6, 2002, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 26, 2002, Exhibit 10K).

- (c) Amendment No. 2, dated as of June 26, 2002, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 26, 2002, Exhibit 10L).
- (d) Amendment No. 3, dated as of November 25, 2002, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated December 17, 2002, Exhibit 10B).
- (e) Amendment No. 4, dated as of December 12, 2002, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated December 17, 2002, Exhibit 10E).
- (f) Amendment No. 5, dated as of August 15, 2003, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 15, 2003, Exhibit 10C).
- (g) Amendment No. 6, dated as of August 3, 2005, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 13, 2005, Exhibit 10.1).
- (h) Amendment No. 7, dated as of August 29, 2007, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated August 13, 2010, Exhibit 10.7).
- (i) Amendment No. 8, dated as of August 26, 2010, to Receivables Sale Agreement in 10.24(a) above (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 1, 2010, Exhibit 10.2).
- (j) Second Amended and Restated Receivables Purchase Agreement dated as of August 26, 2010 among Avnet Receivables Corporation, as Seller, Avnet, Inc., as Servicer, the Financial Institutions party thereto and JPMorgan Chase Bank, N.A. as Agent (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 1, 2010, Exhibit 10.1).
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| Exhibit Number | Exhibit |
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| | (k) Amendment No. 1, dated as of December 28, 2010, to the Second Amended and Restated Receivables Purchase Agreement in 10.24(j) above (incorporated herein by reference to the Company's Quarterly Report on Form 10-Q dated January 28, 2011, Exhibit 10.2). |
| 10.25 | Credit Agreement dated September 27, 2007 among Avnet, Inc., Avnet Japan Co., Ltd., certain other subsidiaries, Banc of America Securities LLC, as administrative agent, and each lender thereto (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 28, 2007, Exhibit 10.1). |
| 10.26 | Guaranty dated as of September 27, 2007 made by Avnet, Inc. to Bank of America, N.A., as administrative agent, and each of the lenders (incorporated herein by reference to the Company's Current Report on Form 8-K dated September 28, 2007, Exhibit 10.2). |
| 12.1** | Ratio of Earnings to Fixed Charges. |
| 21** | List of subsidiaries of the Company as of July 2, 2011. |
| 23.1** | Consent of KPMG LLP. |
| 31.1** | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2** | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1*** | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2*** | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS**** | XBRL Instance Document. |
| 101.SCH**** | XBRL Taxonomy Extension Schema Document. |
| 101.CAL**** | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.LAB**** | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE**** | XBRL Taxonomy Extension Presentation Linkbase Document. |
| 101.DEF**** | XBRL Taxonomy Extension Definition Linkbase Document. |

* This Exhibit does not include the Exhibits and Schedules thereto as listed in its table of contents. The Company undertakes to furnish any such Exhibits and Schedules to the Securities and Exchange Commission upon its request.

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Previously filed on August 12, 2011, as part of the original filing of the Form 10-K for the fiscal year ended July 2, 2011.

*** Previously furnished on August 12, 2011, as part of the original filing of the Form 10-K for the fiscal year ended July 2, 2011.

**** Furnished herewith.