

AVNET INC
Form S-8
January 21, 2004

As filed with the Securities and Exchange Commission on January 21, 2004

Registration No. 333-

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 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plans)

David R. Birk
Senior Vice President and General Counsel
Avnet, Inc.
2211 South 47th Street
Phoenix, Arizona 85034
(480) 643-2000

Copies to:
David I. Schiller, Esq.
Gibson, Dunn & Crutcher LLP
2100 McKinney Avenue, Ste 1100
Dallas, Texas 75201
(214) 698-3100

(Name and Address of Agent For Service)

(480) 643-2000
(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee⁽²⁾
Common Stock, \$1.00 par value per share	1,000,000 shares	\$23.58	\$23,580,000	\$1,907.62

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), there is also being registered such additional shares of Common Stock that become available under the foregoing plan in connection with changes in the number of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect

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to which the outstanding Shares are converted or exchanged.

- (2) Estimated 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 of the high and low prices for the Common Stock on January 13, 2004, which was \$23.58.
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INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed by Avnet, Inc., a New York corporation (the Registrant or the Company), to register an additional 1,000,000 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 (the Plan).

In accordance with the provisions of General Instruction E of Form S-8, Avnet, Inc. hereby incorporates by reference the contents of Avnet, Inc.'s currently effective Registration Statements on Form S-8 (Registration No. 33-62583 (including any amendments thereto), Registration No. 333-84671 and Registration No. 333-101039).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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 David R. Birk, Esq., whose opinion is filed as Exhibit 5.1 to this Registration Statement. Mr. Birk is Senior Vice President and General Counsel of the Registrant and the beneficial owner of 211,809 shares of the Registrant's Common Stock, including 201,250 shares issuable upon exercise of employee stock options.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of David R. Birk, Esq., Senior Vice President and General Counsel of Avnet, Inc.
23.1	Consent of David R. Birk, Esq. (contained in Exhibit 5.1)
23.2	Consent of KPMG LLP
23.3	Consent of Grant Thornton LLP
23.4	Notice Regarding Consent of Arthur Andersen LLP
24.1	Powers of Attorney

[SIGNATURES ON THE NEXT PAGE]

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 January 21, 2004.

AVNET, INC.

By: /s/ Raymond Sadowski

Name: Raymond Sadowski
 Title: Senior Vice President and
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on January 21, 2004, by the following persons in the capacities indicated:

Signature	Title
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> Roy Vallee	Chairman of the Board, Chief Executive Officer and Director
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> Eleanor Baum	Director
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> J. Veronica Biggins	Director
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> Lawrence W. Clarkson	Director
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> Ehud Houminer	Director
* <hr style="border: none; border-top: 1px solid black; width: 200px; margin-left: 0;"/> James A. Lawrence	Director

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*

Ray M. Robinson

Director

*

Frederic Salerno

Director

*

Gary L. Tooker

Director

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Signature

Title

/s/ Raymond Sadowski

Senior Vice President and Chief Financial Officer

Raymond Sadowski

/s/ John F. Cole

Controller and Chief Accounting Officer

John F. Cole

*By: /s/ Raymond Sadowski

Raymond Sadowski
Attorney-in-Fact

EXHIBIT INDEX

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