

AVNET INC  
Form S-8 POS  
February 23, 2007

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As filed with the Securities and Exchange Commission on February 23, 2007

Registration No. 333-112057

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
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, INC. 2003 STOCK COMPENSATION PLAN**  
(Full Title of the Plans)

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

(Name and Address of Agent For Service)

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

**EXPLANATORY NOTE**

Avnet, Inc. registered 6,000,000 shares of its common stock for issuance under the Avnet, Inc. 2003 Stock Compensation Plan (the Plan) pursuant to Registration Statement on Form S-8, File No. 333-112057, filed with the Securities and Exchange Commission on January 21, 2004. This Post-Effective Amendment No. 1 is being filed to deregister 3,033,539 shares of Avnet common stock that have not yet been issued under the Plan.

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Accordingly, Avnet hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-112057, 3,033,539 shares of its common stock that have not been and will not be issued under the Plan.

**[SIGNATURES ON THE NEXT PAGE]**

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SIGNATURES

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**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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on February 23, 2007.

**AVNET, INC.**

By: /s/ Raymond

Name: Sadowski

Raymond Sadowski  
Title: Senior Vice President  
and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed on February 23, 2007, by the following persons in the capacities indicated:

Signature	Title
* Roy Vallee	Chairman of the Board, Chief Executive Officer and Director
* Eleanor Baum	Director
* J. Veronica Biggins	Director
* Lawrence W. Clarkson	Director
* Ehud Houminer	Director
* James A. Lawrence	Director
* Frank R. Noonan	Director
* 	Director

Ray M. Robinson

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Signature	Title
* Gary L. Tooker	Director
*By: /s/ Raymond Sadowski	
Raymond Sadowski Attorney-in-Fact	