

AVNET INC  
Form POS AM  
February 28, 2007

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As filed with the Securities and Exchange Commission on February 28, 2007

Registration No. 333-55806

**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**

**11-1890605**  
(I.R.S. Employer

(Address of Principal Executive Offices Including Zip Code)

Identification No.)

**AVNET 1999 STOCK OPTION 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 4,000,000 shares of its common stock for issuance under the Avnet, Inc. 1999 Stock Option Plan (the "Plan") pursuant to Registration Statement on Form S-8, File No. 333-55806, filed with the Securities and Exchange Commission on February 16, 2001. This Post-Effective Amendment No. 1 is being filed to deregister 5,282 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. 333-55806, 5,282 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 28, 2007.

**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 Post-Effective Amendment No. 1 has been signed on February 28, 2007, by the following persons in the capacities indicated:

| Signature                 | Title  |
|---------------------------|--|
| *<br>Roy Vallee           | Chairman of the Board, Chief Executive<br>Officer and Director |
| *<br>Eleanor Baum         | Director   |
| *<br>J. Veronica Biggins  | Director   |
| *<br>Lawrence W. Clarkson | Director   |
| *<br>Ehud Houminer        | Director   |
| *<br>James A. Lawrence    | Director   |
| *<br>Frank R. Noonan      | Director   |
| *<br>Ray M. Robinson      | Director   |



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