

AVNET INC  
Form 8-K  
February 10, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

February 8, 2006

AVNET, INC.

(Exact name of registrant as specified in its charter)

New York

1-4224

11-1890605

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

2211 South 47th Street, Phoenix, Arizona

85034

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

480-643-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01 Other Events.**

On February 9, 2006, Avnet, Inc. (the "Company") issued a press release announcing the sale of 15,700,000 shares of its common stock by Permira Europe II Nominees Limited, Permira UK Venture IV Nominees Limited and SV (Nominees) Limited (the "Permira shareholders") in an underwritten offering. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The offering was made pursuant to an Underwriting Agreement, dated February 8, 2006, by and among the Permira shareholders, the Company and the several underwriters listed therein. A copy of the Underwriting Agreement is attached hereto as Exhibit 1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

1 Underwriting Agreement, dated as of February 8, 2006, by and among the Permira shareholders, Avnet, Inc. and the several underwriters listed therein.

99.1 Press Release of Avnet, Inc., dated February 9, 2006, announcing the sale of 15,700,000 shares of its common stock by the Permira shareholders in an underwritten offering.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AVNET, INC.

*February 10, 2006*

*By: /s/ Raymond Sadowski*

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*Name: Raymond Sadowski*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
1	Underwriting Agreement, dated as of February 8, 2006, by and among the Permira shareholders, Avnet, Inc. and the several underwriters listed therein.
99.1	Press Release of Avnet, Inc., dated February 9, 2006, announcing the sale of 15,700,000 shares of its common stock by the Permira shareholders in an underwritten offering.