

AVNET INC  
Form 8-K  
February 05, 2003

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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): January 31, 2003

AVNET, INC.

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-4224

(Commission File Number)

11-1890605

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

2211 South 47th Street, Phoenix, Arizona

(Address of principal executive offices)

85034

(Zip Code)

(480) 643-2000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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Item 5. Other Events and Regulation FD Disclosure

Item 7. Financial Statements and Exhibits

SIGNATURE

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Item 5. Other Events and Regulation FD Disclosure.

On January 31, 2003, the Registrant sold \$475,000,000 aggregate principal amount of its 9 3/4% Notes due 2008 (the Notes) in an underwritten public offering pursuant to the Registrant's Registration Statement on Form S-3, Registration No. 333-39530 (the Registration Statement).

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

The exhibits listed below relate to the Registration Statement:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1	Pricing Agreement dated January 31, 2003, between the Registrant and Credit Suisse First Boston LLC and Banc of America Securities LLC (included in Exhibit 4.2 below as Exhibit C thereto).
4.1	Indenture dated as of October 1, 2000, between the Registrant and Bank One Trust Company, N.A., as Trustee, providing for the issuance of Debt Securities in one or more series, filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K bearing cover date of October 12, 2000, and incorporated herein by reference.
4.2	Officers' Certificate dated February 4, 2003, providing for the Notes, including (a) the form of the Notes, and (b) the Pricing Agreement referred to in Exhibit 1 above.
5	Opinion of David R. Birk with respect to the legality of the Notes.
12	Computation of ratios of earnings to fixed charges.

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SIGNATURE

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 thereunto duly authorized.

AVNET, INC.

Date: February 5, 2003

By: /s/ Raymond Sadowski

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Raymond Sadowski  
Senior Vice President and Chief Financial Officer

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