

AVNET INC
Form 3
July 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Permira (Europe) Ltd.

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/05/2005

3. Issuer Name **and** Ticker or Trading Symbol
AVNET INC [AVT]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

TRAFALGAR COURT, LES
BANQUES

(Street)

ST. PETER PORT, GUERNSEY
CH IS,Â XXÂ GY13QL

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

13,196,107 ⁽¹⁾

I ⁽²⁾

0 ⁽²⁾

Common Stock

958,515 ⁽¹⁾

I ⁽³⁾

0 ⁽³⁾

Common Stock

514,830 ⁽¹⁾

I ⁽⁴⁾

0 ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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Date Exercisable	Expiration Date	Title	Derivative Security (Instr. 4) Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Permira (Europe) Ltd. TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
Permira UK Venture IV Nominees Ltd TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
Permira Europe II Managers L.P. TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
Permira Europe II Nominees Ltd TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
SV (Nominees) LTD TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
Schroder Ventures Investment LTD TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â
Schroder Venture Managers (Guernsey) LTD TRAFALGAR COURT, LES BANQUES ST. PETER PORT, GUERNSEY CH IS,Â XXÂ GY13QL	Â	Â X	Â	Â

Signatures

/s/John Marren 07/15/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Does not include shares held in escrow pursuant to the Securities Acquisition Agreement, dated as of April 26, 2005 among Avnet, Inc., the Sellers named therein and Memec Group Holdings Limited
- (2) These shares are owned directly by Permira Europe II Nominees Limited, a company incorporated in Guernsey ("PE2"). Permira (Europe) Limited is the general partner of Permira Europe II Managers L.P., which is the general partner for each of the partnerships comprising the Permira Europe Fund II. Both Permira (Europe) Limited and Permira Europe II Managers L.P. are indirect beneficial

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owners of the reported securities and disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein. The shares held of record by PE2 include (i) 13,068,766 shares held on behalf of four limited partnerships that comprise the Permira Europe Fund II, and (ii) 127,341 shares held on behalf of the Permira Europe II Co-Investment Scheme.

These shares are owned directly by Permira UK Venture IV Nominees Limited, a company incorporated in Guernsey ("VF4"). The shares held of record by VF4 include (i) 950,442 shares held on behalf of one trust and two limited partnerships that comprise the Permira UK Venture Fund IV, and (ii) 8,073 shares held on behalf of the Schroder UK Venture Fund IV Co-Investment Scheme.

- (3) Schroder Venture Managers (Guernsey) Limited acts as the manager of Schroder Venture Managers Inc., the general partner of the two limited partnerships, and Barings (Guernsey) Limited, the trustee of the trust, which comprise the Permira UK Venture Fund IV. Schroder Venture Managers (Guernsey) Limited is an indirect beneficial owner of the reported securities and disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

These shares are owned directly by SV (Nominees) Limited ("SV"), a company incorporated in Guernsey. SV is the nominee for

- (4) Schroder Ventures Investment Limited, who is an indirect beneficial owner of the reported securities and disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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Remarks:

PE2,Â VF4Â andÂ SVÂ areÂ membersÂ ofÂ aÂ groupÂ forÂ purposesÂ ofÂ SectionÂ 13(d)Â ofÂ theÂ ExchangeÂ Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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