

ALVARION LTD  
Form 6-K  
May 10, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2013

Commission File Number: 0-30628

ALVARION LTD.

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(Translation of registrant's name into English)

21A Habarzel Street, Tel Aviv 69710, Israel

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
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The following are included in this report on Form 6-K:

| Exhibit | Description   | Sequential<br>Page Number |
|---------|---|---------------------------|
| 1.      | Notice on Alvarion® Completes Sale of its<br>Carrier Licensed Division to Telrad, Dated<br>May 10, 2013 | 3                         |

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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, thereunto duly authorized.

ALVARION LTD.

Date: May 10, 2013

By: /s/ Avi Stern  
Name: Avi Stern  
Title: CFO

EXHIBIT 1

Investor & Media Contacts:

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Alvarion® Completes Sale of its Carrier Licensed Division to Telrad

Transition in Strategy to Vertical and Carrier Wi-Fi Business Completed

Tel Aviv, Israel, May 10, 2013 – Alvarion® Ltd. (NASDAQ: ALVR), a global provider of optimized wireless broadband solutions addressing the connectivity, coverage and capacity challenges of public and private networks, announced today that it has completed the sale of its carrier licensed division to Telrad Networks.

Under the finally agreed terms, Alvarion will receive consideration of \$4 million, paid in installments over four quarters, with the first payment of \$1.3 million payable at closing. In addition, Alvarion may receive certain performance-based milestone payments of up to \$7.7 million. The change in consideration from the originally-agreed consideration of \$6 million plus up to \$6.1 million in certain performance-based milestone payments, announced on February 21, 2013, resulted from a waiver of certain closing conditions in order to ensure and expedite the closing of the transaction.

Commenting on the closing, Assaf Katan, Acting Chief Executive Officer, said, “Today we completed the transition we decided on almost a year ago to focus our business on vertical and carrier Wi-Fi markets. From now on, we will concentrate our attention and resources on these core target markets and continue executing on our turnaround plan.”

As part of the completion of the transaction, Alvarion and Telrad Networks have entered into a mutual reseller agreement according to which Alvarion will continue to provide carrier licensed solutions to its channel partners and distributors while Telrad will provide Alvarion’s unlicensed solutions to its carrier customers.

About Alvarion

Alvarion Ltd. (NASDAQ:ALVR) provides optimized wireless broadband solutions addressing the connectivity, coverage and capacity challenges of telecom operators, smart cities, security, and enterprise customers. Our innovative solutions are based on multiple technologies across licensed and unlicensed spectrums. ([www.alvarion.com](http://www.alvarion.com))

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations or beliefs of Alvarion's management and are subject to various factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: our failure to fully implement our 2012 turnaround plan, our inability to reallocate our resources and rationalize our business in a more efficient manner, potential impact on our business of the current global macro-economic uncertainties, the inability of our customers to obtain credit to purchase our products as a result of global credit market conditions, the failure to fund projects under the U.S. broadband stimulus program, continued delays in 4G license allocation in certain countries; the failure of the products for the 4G market to develop as anticipated; our inability to capture market share in the expected growth of the 4G market as anticipated, due to, among other things, competitive reasons or failure to execute in our sales, marketing or manufacturing objectives; the failure of our strategic initiatives to enable us to more effectively capitalize on market opportunities as anticipated; delays in the receipt of orders from customers and in the delivery by us of such orders; our failure to fully and effectively integrate the business and technology of Wavion Inc., acquired by us in November 2011, into our products and realize the expected synergies from the acquisition; the failure of the markets for our (including Wavion's) products to grow as anticipated; our inability to further identify, develop and achieve success for new products, services and technologies; increased competition and its effect on pricing, spending, third-party relationships and revenues; our inability to establish and maintain relationships with commerce, advertising, marketing, and technology providers; our inability to comply with covenants included in our financing agreements; the fact that we will need to obtain additional sources of funding in order to continue our operations at their current anticipated levels and that there are no assurances that such funding will be available on favorable terms or at all, either through equity issuances or asset sales; and other risks detailed from time to time in the Company's annual reports on Form 20-F as well as in other filings with the U.S. Securities and Exchange Commission.

Information set forth in this press release pertaining to third parties has not been independently verified by Alvarion and is based solely on publicly available information or on information provided to Alvarion by such third parties for inclusion in this press release. Alvarion assumes no responsibility with respect to any forward looking statements made by Telrad herein.

The web sites appearing in this press release are not and will not be included or incorporated by reference in any filing made by Alvarion with the U.S. Securities and Exchange Commission, which this press release will be a part of.

The information in this press release is provided solely for information purposes, and is not a commitment, promise or legal obligation to deliver any products, features and/or functionalities, and should not be relied upon in making purchasing decisions. The development, release and timing of any products, features and/or functionalities described remains at the sole discretion of Alvarion. If and when any products, features and/or functionalities are offered for sale by Alvarion, they will be sold under agreed upon terms and conditions. This information may not be incorporated into any contractual agreement with Alvarion or its subsidiaries or affiliates. Alvarion makes no representations or warranties with respect to the contents of this press release, and specifically disclaims any express or implied warranties of merchantability or fitness for any particular purpose.

To receive Alvarion's press releases please contact Sivan Farfuri, [sivan.farfuri@alvarion.com](mailto:sivan.farfuri@alvarion.com) or +972.3.767.4333. Please see the Investor section of the Alvarion website for more information: <http://www.alvarion.com/investors>.

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