

ALVARION LTD
Form 6-K
May 15, 2008

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 2008

Commission File Number: 0-30628

ALVARION LTD.

(Translation of registrant's name into English)

21A Habarzel Street, Tel Aviv 69710, Israel

(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): 82-_____

The following are included in this report on Form 6-K:

Exhibit

Description

Sequential Page Number

| Exhibit | Description | Sequential Page Number |
|---------|---|------------------------|
| 1. | Press release on Notice of Annual General Meeting of Shareholders TO BE HELD ON JUNE 25, 2008. Dated <u>May 15th, 2008</u> | 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 15th, 2008

By: /s/ Efrat Makov

Efrat Makov
CFO

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EXHIBIT 1

Contacts

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FOR IMMEDIATE RELEASE

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 25, 2008**

To the Shareholders of Alvarion Ltd.:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the **Meeting**) of Alvarion Ltd. (the **Company**), will be held on Wednesday, June 25, 2008 at 5:00 p.m., local time, at the principal executive offices of the Company at the above address. (The telephone number at that address is +972-03-6456262.)

The following matters are on the agenda for the Meeting:

- (1) the reelection of Mr. Benny Hanigal and Mr. Tzvika Friedman to our Board of Directors;
- (2) the approval of an amendment to our Articles of Association to increase our authorized share capital;
- (3) the approval of compensation for Mr. Tzvika Friedman, our Chief Executive Officer and President, who is also a member of our Board of Directors;

- (4) the approval of the reappointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as our independent auditors until the next annual general meeting of our shareholders, and authorization of the Board of Directors and/or Audit Committee to fix the annual compensation of the independent auditors; and
- (5) discussion of our 2007 audited consolidated financial statements.

Record Date

Only shareholders who hold Ordinary Shares, nominal value NIS 0.01, of the Company at the close of business on May 20, 2008 (the **Record Date**) will be entitled to notice of, and to vote at, the Meeting and any postponements or adjournments thereof.

According to the Companies Law Regulations (Confirmation of Ownership of Shares for Voting in the General Meeting), 2000, if a shareholder holds shares through a TASE Member (as defined below) and the shares are registered in the name of such TASE Member on the books of the Company's registration company, the shareholder may provide to the Company, prior to the Meeting, a certification confirming his ownership of the shares on the Record Date. Such certification may be obtained at the TASE Member's offices or may be sent to the shareholder by mail (subject to payment of the cost of mailing), at the election of the shareholder; *provided* that the shareholder's request shall have been submitted with respect to a specific securities account.

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All shareholders of record on the Record Date are cordially invited to attend and vote at the Meeting in person or by proxy, pursuant to the Company's Articles of Association. Shareholders may send standpoint notices to the Company no later than May 30, 2008.

Vote Required

The vote required for the approval of the proposals above is the affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy.

Review of Documents

Shareholders may review the full version of the foregoing items of business and the Proxy Statement, which includes the full version of the proposed resolutions and a proxy card, at the principal executive offices of the Company stated above, upon prior notice and during regular working hours until the Meeting date. A copy of the Proxy Statement will also be available at the following websites: <http://www.tase.co.il/tase/> or <http://www.magna.isa.gov.il> (the **Distribution Sites**).

Each member of The Tel-Aviv Stock Exchange Ltd. (a **TASE Member**) shall e-mail, upon request and without charge, a link to the Distribution Sites to each shareholder who is not listed in the Company's shareholder register and whose shares are held through the TASE Member; *provided* that each shareholder's request shall have been submitted (a) with respect to a specific securities account, and (b) prior to the Record Date.

By Order of the Board of Directors,

ANTHONY MAHER
Chairman of the Board of Directors

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