

HARMONIC INC  
Form DEFA14A  
April 22, 2013

**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): April 17, 2013**

**HARMONIC INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-25826**  
Commission File Number

**77-0201147**  
(I.R.S. Employer  
Identification No.)

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4300 North First Street

San Jose, CA 95134

(408) 542-2500

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 17, 2013, Lewis Solomon informed Harmonic Inc. (the Company) of his intention to retire from the Company's board of directors (the Board) prior to the Company's 2013 Annual Meeting of Stockholders. Mr. Solomon's retirement is not the result of any disagreement with the Company relating to the Company's operations, policies or practices.

On April 18, 2013, the Board appointed Patrick Gallagher as chairman.

**Item 8.01 Other Events.**

On April 22, 2013, the Company issued a press release regarding Mr. Solomon's retirement, the appointment of Mr. Gallagher as chairman and certain other matters, a copy of which is filed as Exhibit 99.1 to this Form 8-K and is incorporated by reference herein.

Also on April 22, 2013, the Company issued a press release regarding its intention to repurchase up to \$100 million of its common stock through a modified Dutch Auction tender offer, a copy of which is filed as Exhibit 99.2 to this Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                       |
|---------------|--|
| 99.1          | Press release of Harmonic Inc., issued on April 22, 2013 |
| 99.2          | Press release of Harmonic Inc., issued on April 22, 2013 |

**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.

**HARMONIC INC.**

Date: April 22, 2013

By: /s/Carolyn V. Aver  
Carolyn V. Aver  
Chief Financial Officer

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