

HARMONIC INC  
Form 8-K  
March 06, 2012  
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**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):**

**February 29, 2012**

**HARMONIC INC.**

(Exact name of registrant as specified in its charter)

Commission file number: 000-25826

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>77-0201147</b> (I.R.S. Employer Identification Number)
<b>4300 North First Street</b> <b>San Jose, CA 95134</b> (Address of principal executive offices)	<b>94089</b> (Zip Code)
<b>Registrant's telephone number, including area code:</b>	
<b>(408) 542-2500</b>	

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 February 29, 2012, the Board of Directors (the Board ) of Harmonic Inc. (the Company ) elected Susan Swenson to the Board.

**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 29, 2012, the Board adopted an amendment to Article III, Section 3.2 of the Company s bylaws (the Bylaws ) to increase the number of directors to nine (9). Set forth below is the text of the revised Bylaw provision:

**3.2 NUMBER OF DIRECTORS**

The board of directors shall consist of nine (9) members. The number of directors may be changed by an amendment to this bylaw, duly adopted by the board of directors or by the stockholders, or by a duly adopted amendment to the certificate of incorporation. No reduction of the authorized number of directors shall have the effect of removing any director before that director s term of office expires. If for any cause, the directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.

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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 hereunto duly authorized.

Dated: March 6, 2012

**HARMONIC INC.**

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