

HARMONIC INC
Form 8-K
April 16, 2008

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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: April 11, 2008
(Date of Earliest Event Reported)**

**HARMONIC INC.
(Exact name of registrant as specified in its charter)**

Delaware

000-25826

77-0201147

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

Commission File Number

**(I.R.S. Employer
Identification Number)**

**549 Baltic Way
Sunnyvale, CA 94089
(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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.

Effective as of April 11, 2008, Harmonic Inc., a Delaware corporation (Harmonic or the Company), entered into a Change of Control Severance Agreement (the Agreement) with Nimrod Ben-Natan, Harmonic s Vice President, Product Marketing, Solutions & Strategy. The Agreement provides that, if Mr. Ben-Natan s employment with the Company is terminated as a result of an Involuntary Termination (as defined in the Agreement) other than for Cause (as defined in the Agreement) at any time within eighteen (18) months following a Change of Control (as defined in the Agreement), then Mr. Ben-Natan will be entitled to receive, among other things:

- § A cash payment in an amount equal to one hundred percent (100%) of Mr. Ben-Natan s base salary for the twelve (12) months preceding the Change of Control;
- § A cash payment in an amount equal to either (i) 50% of the established annual target bonus, or (ii) the average of the actual bonuses paid in each of the two prior years, whichever is greater;
- § Continued Company-paid health, dental and life insurance coverage for up to one (1) year from the date of the Change of Control; and
- § Accelerated vesting of one hundred percent (100%) of the unvested portion of any outstanding stock options or restricted stock, with any stock options being exercisable for a period of one (1) year after such termination.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|--|
| 10.1 | Change of Control Severance Agreement by and between Harmonic Inc. and Nimrod Ben-Natan, effective April 11, 2008. |

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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.

HARMONIC INC.

Date: April 16, 2008

By: /s/ Robin N. Dickson

Robin N. Dickson
Chief Financial Officer

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