

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

October 15, 2018

Date of Report (Date of earliest event reported)

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 Number)

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))
- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory

(d) Election of Director.

On October 15, 2018, the Board of Directors (the “Board”) of Harmonic Inc. (the “Company”) elected Deborah Clifford to the Board, and a press release announcing the appointment was issued by the Company on October 18, 2018.

There is no arrangement or understanding between Ms. Clifford and any other persons pursuant to which she was selected as a director. Ms. Clifford has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Clifford and the Company have entered into the Company’s standard form of indemnification agreement, a copy of which has been filed as an exhibit to the Company’s Registration Statement on Form S-1 (File No. 33-90752).

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

On October 15, 2018, the Board adopted an amendment to Article III, Section 3.2 of the Company’s bylaws (the “Bylaws”) to increase the number of directors of the Board from seven (7) to eight (8). Set forth below is the text of the revised Bylaw provision:

“3.2 NUMBER OF DIRECTORS

The board of directors shall consist of eight (8) 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.”

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1* Form of Indemnification Agreement

[99.1 Press Release of Harmonic Inc. dated October 18, 2018](#)

* Incorporated by reference to Exhibit 10.1 filed with the Company’s Registration Statement on Form S-1 (File No. 33-90752).

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.

Date: October 18, 2018

HARMONIC INC.

By: /s/ Timothy C. Chu
Timothy C. Chu
General Counsel, SVP HR
and Corporate Secretary



For Immediate Release

Harmonic Appoints Deborah Clifford to its Board of Directors

SAN JOSE, Calif. — Oct. 18, 2018 — Harmonic (NASDAQ: HLIT) today announced it has expanded the company's board of directors with the appointment of Deborah Clifford.

"I'm delighted to welcome Debbie to our board," said Patrick Harshman, president and CEO of Harmonic. "Her strong finance and operational leadership experience will be an asset to Harmonic as we continue to shape the future of video and broadband service delivery through innovations in video SaaS and virtualized cable access solutions."

Ms. Clifford currently serves as the vice president of financial planning and analysis at Autodesk, a leading 3D design, engineering and entertainment software company. Most recently, she has been a lead architect of Autodesk's transformation from selling perpetual licenses to becoming a SaaS provider. Ms. Clifford has held a variety of finance positions of increasing scope and responsibility during her tenure at Autodesk, partnering closely with product, marketing and sales leadership. Before Autodesk, she was director of financial planning and analysis at Virage, a video search software company, which she helped take public. She began her career in public accounting at Ernst & Young.

"Harmonic has developed a smarter, faster and simpler approach to gigabit cable access and video streaming that is unique to the industry. I look forward to helping the company continue its cloud-native and SaaS transformation, with a focus on increasing growth and profitability," said Ms. Clifford.

Ms. Clifford holds a Bachelor of Arts degree in political science with a business specialization from the University of California, Los Angeles, and an MBA from the Stanford Graduate School of Business. She currently serves on the board of trustees of GeoHazards International, a non-profit organization dedicated to disaster prevention in the developing world.

Further information about Harmonic is available at www.harmonicinc.com.

About Harmonic

Harmonic (NASDAQ: HLIT), the worldwide leader in video delivery technology and services, enables media companies and service providers to deliver ultra-high-quality broadcast and OTT video services to consumers globally. The company has also revolutionized cable access networking via the industry's first virtualized CCAP solution, enabling cable operators to more flexibly deploy gigabit internet service to consumers' homes and mobile devices. Whether simplifying OTT video delivery via innovative cloud and software-as-a-service (SaaS) technologies, or powering the delivery of gigabit internet cable services, Harmonic is changing the way media companies and service providers monetize live and VOD content on every screen. More information is available at www.harmonicinc.com.

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