

**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**

**January 9, 2017**

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

**(d)   Election of Directors.**

On January 9, 2017, the Board of Directors (the “Board”) of Harmonic Inc. (the “Company”) elected Tom Lookabaugh to the Board, and a press release announcing the appointment was issued by the Company on January 11, 2017.

There is no arrangement or understanding between Mr. Lookabaugh and any other persons pursuant to which he was selected as a director. Mr. Lookabaugh has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Lookabaugh 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 January 9, 2017, 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**

**Exhibit No.   Description**

10.1*	Form of Indemnification Agreement
99.1	Press release of Harmonic Inc. dated January 11, 2017

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

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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.

Date: January 11, 2017

HARMONIC INC.

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

*Press Release*

## **Harmonic Appoints Tom Lookabaugh to Board of Directors**

**SAN JOSE, Calif. - January 11, 2017** - Harmonic (NASDAQ: HLIT), the worldwide leader in video delivery infrastructure, today announced it has expanded the company's board of directors with the appointment of Dr. Tom Lookabaugh. Dr. Lookabaugh, 55, has over 30 years of experience in the semiconductor, communications equipment, and service provider industries, as well as in academia.

Dr. Lookabaugh is currently president of Thomas Lookabaugh Associates, a consultancy serving the telecommunications industry. Previously, he was an executive at Cable Television Laboratories (CableLabs), where he led cross-industry research and development efforts, and at ViaSat, where he was responsible for the commercial mobility business. Prior to ViaSat, Dr. Lookabaugh served as the CTO of Entropic Communications, a provider of semiconductor solutions for the connected home market, and as CEO of PolyCipher, a cable industry joint venture that focused on developing security products and infrastructure. Prior to PolyCipher, Dr. Lookabaugh was an assistant professor of Interdisciplinary Telecommunications and Computer Science at the University of Colorado. Dr. Lookabaugh co-founded the video equipment manufacturer DiviCom, which was acquired by C-Cube Microsystems and then by Harmonic in 2000, where he served as president of the Convergent Systems Division.

Dr. Lookabaugh holds a Bachelor of Science in Engineering Physics from Colorado School of Mines; Master of Science in Electrical Engineering, Statistics, and Engineering Management; and a Doctor of Philosophy degree in Electrical Engineering from Stanford University.

"I'm delighted to welcome Tom to our board of directors," said Patrick Harshman, president and CEO of Harmonic. "Tom's deep knowledge of the cable industry, extensive background in bringing cutting-edge technologies to market and experience as an operating executive make him an ideal addition to the Harmonic board, particularly as we execute on our new CableOS™ growth initiative."

*More...*

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Further information about Harmonic and the company's products is available at [www.harmonicinc.com](http://www.harmonicinc.com).

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**About Harmonic**

Harmonic (NASDAQ: HLIT) is the worldwide leader in video delivery infrastructure for emerging television and video services. Harmonic enables customers to produce, deliver and monetize amazing video experiences, with unequalled business agility and operational efficiency, by providing market-leading innovation, high-quality service, and compelling total-cost-of-ownership. More information is available at [www.harmonicinc.com](http://www.harmonicinc.com).

EDITOR'S NOTE - Product and company names used herein are trademarks or registered trademarks of their respective owners.

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*ENDS*