

**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.)

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.

<u>Exhibit Number</u>	<u>Description</u>
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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of Harmonic Inc., issued on April 22, 2013
99.2	Press release of Harmonic Inc., issued on April 22, 2013

Harmonic Announces Capital Allocation and Board Changes***Announces Intent to Launch \$100 Million Common Stock Tender Offer
Patrick Gallagher Appointed Chairman of the Board; Lewis Solomon to Retire
Discloses Receipt of Notice to Nominate Directors***

SAN JOSE, Calif. — April 22, 2013 — Harmonic Inc. (NASDAQ: HLIT), the worldwide leader in video delivery infrastructure, announced today actions that deliver value to Harmonic shareholders.

On April 18, 2013, Harmonic's Board of Directors approved a modified "Dutch Auction" tender offer to purchase up to \$100 million of Harmonic common stock at \$5.75 to \$6.25 per share, beginning on April 26, 2013. Details of the tender offer are included in a separate press release issued by Harmonic earlier today.

In addition, on April 18, 2013, Patrick Gallagher was appointed Chairman of the Board of Directors. Mr. Gallagher succeeds Lewis Solomon, who will retire from the Board prior to the Company's 2013 Annual Meeting of Stockholders.

"The tender offer is the result of the Board's continued evaluation of our capital structure, the appropriate level of cash to run and grow the business, and our free cash flow and balance sheet," said Patrick Harshman, Harmonic's President and Chief Executive Officer. "With these resources, we have multiple opportunities to drive shareholder value, including investments in strategic growth initiatives and stock repurchases. As the Board continues to evaluate our capital structure and explore ways to effectively use our cash balances to drive shareholder value – and having solicited the input of several major shareholders – the Board concluded that a cash tender offer at this time would be an appropriate mechanism to return capital to shareholders that seek liquidity under current market conditions. At the same time, shareholders who do not participate in the tender offer will share in a higher portion of Harmonic's future potential."

Harmonic has suspended the share repurchase program it initiated last year while the tender offer is outstanding, and expects to resume the program after the tender offer is completed.

"On behalf of the entire Board, I would like to thank Lew Solomon for his ten years of service to Harmonic and its shareholders, including the last five as Chairman," said Mr. Gallagher. "He joined the Board at a time when Harmonic had just begun to expand beyond its roots in broadcast hardware and helped guide the Company in its evolution as a technology innovation leader. I look forward to working with our Board and management team as we continue to pursue the significant growth opportunities that we have before us today to create long-term value for our shareholders."

"These actions demonstrate Harmonic's ongoing commitment to creating shareholder value by returning capital to shareholders, while continuing to evolve the makeup of our Board and leading the evolution of technology to serve our rapidly changing markets," continued Mr. Harshman.

Harmonic also disclosed that it received notice on Friday, April 19, 2013, from Voce Catalyst Partners LP that it intends to nominate three directors for election to Harmonic's Board of Directors at the Company's 2013 Annual Meeting of Stockholders. Voce and its affiliates report owning 106,000 Harmonic shares, representing less than 0.1% of the Company's shares outstanding.

Harmonic's Board will continue to evaluate Board structure, and will evaluate Voce's nominees and make a recommendation in the best interests of all shareholders in due course.

Harmonic will host a conference call to discuss its financial results for the first quarter 2013 at 2:00 p.m. Pacific (5:00 p.m. Eastern) on Tuesday, April 23, 2013.

Additional Information and Where to Find It

Harmonic Inc. (the “Company”), its directors and certain executive officers are participants in the solicitation of proxies from stockholders in connection with the Company’s 2013 Annual Meeting of Stockholders (the “Annual Meeting”). The Company plans to file a proxy statement (the “2013 Proxy Statement”) with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies for the Annual Meeting.

Lewis Solomon, Patrick J. Harshman, Harold Covert, Patrick Gallagher, E. Floyd Kvamme, Mitzi Reaugh, William F. Reddersen and Susan G. Swenson, all of whom are members of the Company’s Board of Directors, and Carolyn V. Aver, Chief Financial Officer, and Peter Alexander, Senior Vice President and Chief Marketing Officer, are participants in the Company’s solicitation. Other than Mr. Harshman, none of such participants owns in excess of 1% of the Company’s common stock. Mr. Harshman may be deemed to own approximately 1% of the Company’s common stock. Additional information regarding such participants, including their direct or indirect interests, by security holdings or otherwise, will be included in the 2013 Proxy Statement and other relevant documents to be filed with the SEC in connection with the Annual Meeting. Information relating to the foregoing can also be found in the Company’s revised definitive proxy statement for its 2012 Annual Meeting of Stockholders (the “2012 Proxy Statement”), which was filed with the SEC on May 8, 2012. To the extent that holdings of the Company’s securities have changed since the amounts printed in the 2012 Proxy Statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Promptly after filing its definitive 2013 Proxy Statement with the SEC, the Company will mail the definitive 2013 Proxy Statement and a white proxy card to each stockholder entitled to vote at the Annual Meeting. STOCKHOLDERS ARE URGED TO READ THE 2013 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain, free of charge, copies of the definitive 2013 Proxy Statement and any other documents filed by the Company with the SEC in connection with the Annual Meeting at the SEC’s website (<http://www.sec.gov>), at the Company’s website (<http://www.harmonicinc.com>) or by writing to Investor Relations, Harmonic Inc., 4300 North First Street, San Jose, California 95134. In addition, copies of such materials, when available, may be requested, free of charge, from the Company’s proxy solicitor, MacKenzie Partners, Inc., 105 Madison Avenue, New York, New York 10016 or toll-free at (800) 322-2885 and collect at (212) 929-5500.

Further information about Harmonic and the company’s products is available at 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. The company's production-ready innovation enables content and service providers to efficiently create, prepare, and deliver differentiated services for television and new media video platforms. More information is available at www.harmonicinc.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements related to the tender offer anticipated to be conducted by the Company, the Company's levels of free cash flow, the strength of its balance sheet and its commitment to creating shareholder value. Our expectations and beliefs regarding these matters may not materialize and are subject to risks and uncertainties.

The forward-looking statements contained in this press release are also subject to other risks and uncertainties, such as those more fully described in the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2012, its Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K. The forward-looking statements in this press release are based on information available to the Company as of the date hereof, and the Company disclaims any obligation to update any forward-looking statements.

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

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**Harmonic Announces Intent to Repurchase Up to \$100 Million of Its Common Stock Through A
Modified “Dutch Auction” Tender Offer**

SAN JOSE, Calif. — April 22, 2013 — Harmonic (NASDAQ: HLIT), the worldwide leader in video delivery infrastructure, today announced that it expects to commence a modified “Dutch Auction” tender offer to purchase up to 16 million shares of its common stock at a price per share not less than \$5.75 and not greater than \$6.25. The tender offer is expected to commence on April 26, 2013, and to expire on May 24, 2013, unless extended. The number of shares proposed to be purchased in the tender offer represents approximately 14.1% of Harmonic’s currently outstanding common stock. Tenders of shares must be made prior to the expiration of the tender offer and may be withdrawn at any time prior to that time.

On the terms and subject to the conditions of the tender offer, Harmonic’s stockholders will have the opportunity to tender some or all of their shares at a price within the \$5.75 to \$6.25 per share range. Based on the number of shares tendered and the prices specified by the tendering stockholders, Harmonic will determine the lowest per-share price within the range that will enable it to purchase 16 million shares, or such lesser number of shares that are tendered and not withdrawn. All shares accepted in the tender offer will be purchased at the same price per share even if a stockholder tendered at a lower price. If stockholders tender more than 16 million shares at or below the purchase price per share, Harmonic will purchase the shares tendered at or below the determined purchase price by those stockholders, subject to proration and certain other factors.

The tender offer is not contingent upon any minimum number of shares being tendered. The tender offer is, however, subject to a number of customary terms and conditions.

None of Harmonic, its board of directors, the dealer manager, the depositary or the information agent is making any recommendations to stockholders as to whether to tender or refrain from tendering their shares into the tender offer. Stockholders must decide how many shares they will tender, if any, and the price within the stated range at which they will offer their shares for purchase by Harmonic.

Harmonic’s directors and executive officers have advised Harmonic that they do not intend to tender any of their shares in the tender offer.

Barclays is Harmonic’s financial advisor and dealer manager for the tender offer. The information agent is MacKenzie Partners, Inc. and the depositary is Computershare Shareholder Services, LLC. The Offer to Purchase, a letter of transmittal and related documents will be mailed to stockholders of record and also will be made available for distribution to beneficial owners of Harmonic’s stock. For questions and information, please call the information agent toll-free at (800) 322-2885 or (212) 929-5500 (call collect).

Further information about Harmonic and the company’s products is available at www.harmonicinc.com.

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News Release for Informational Purposes Only

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO BUY SOLICITATION OF AN OFFER TO SELL SHARES OF HARMONIC'S COMMON STOCK. THE TENDER OFFER WILL BE MADE ONLY PURSUANT TO THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS THAT HARMONIC WILL DISTRIBUTE TO ITS STOCKHOLDERS AFTER HARMONIC FILES WITH THE SECURITIES AND EXCHANGE COMMISSION ITS "SCHEDULE TO" AND OFFER TO PURCHASE. STOCKHOLDERS AND INVESTORS SHOULD READ CAREFULLY THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED MATERIALS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE TENDER OFFER. AFTER HARMONIC FILES ITS "SCHEDULE TO" AND OFFER TO PURCHASE WITH THE SECURITIES AND EXCHANGE COMMISSION, WHICH FILING IS PRESENTLY EXPECTED TO BE MADE ON APRIL 26, 2013, STOCKHOLDERS AND INVESTORS MAY OBTAIN A FREE COPY OF THE TENDER OFFER STATEMENT ON "SCHEDULE TO," THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND OTHER DOCUMENTS THAT HARMONIC WILL BE FILING WITH THE SECURITIES AND EXCHANGE COMMISSION AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT WWW.SEC.GOV OR BY CONTACTING MACKENZIE PARTNERS, INC., THE INFORMATION AGENT FOR THE TENDER OFFER, AT 105 MADISON AVENUE, NEW YORK, NEW YORK 10016 OR BY CALLING TOLL-FREE AT (800) 322-2885 OR (212) 929-5500 (CALL COLLECT). STOCKHOLDERS ARE URGED TO CAREFULLY READ THESE MATERIALS PRIOR TO MAKING ANY DECISION WITH RESPECT TO THE TENDER OFFER.

About Harmonic

Harmonic (NASDAQ: HLIT) is the worldwide leader in video delivery infrastructure for emerging television and video services. The company's production-ready innovation enables content and service providers to efficiently create, prepare, and deliver differentiated services for television and new media video platforms. More information is available at www.harmonicinc.com.

This press release contains forward-looking statements, as defined under the Federal securities laws. These forward-looking statements include statements regarding Harmonic's expectation regarding the timing for filing its Schedule TO, Offer to Purchase and other tender offer documents and launching and completing its common stock tender offer. These forward-looking statements are not guarantees and are subject to risks, uncertainties and assumptions that could cause the timing of the filing of the Schedule TO, Offer to Purchase and other tender documents and launching and completing the tender offer to differ materially and adversely from the timing expressed in the forward-looking statements in this press release. Factors that could cause actual results to differ materially include risks and uncertainties, including, but not limited to, risks associated with the completion of the review and preparation of such filings and the review and completion of our application by the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as to Harmonic's expectations as of the date hereof. Harmonic undertakes no obligation to update these forward-looking statements as a result of events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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