

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 29, 2000

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission File No. 0-25826

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

DELAWARE
(State of incorporation)

77-0201147
(I.R.S. Employer Identification No.)

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)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

As of September 29, 2000 there were 57,777,217 shares of the Registrant's Common Stock outstanding.

HARMONIC INC.

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This report on Form 10-Q/A constitutes Amendment No. 1 to the Registrant's Form 10-Q for the quarter ended September 29, 2000. This report amends certain information contained in Part I, Item 1, Note 9.

HARMONIC INC.

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Operating segments are defined as components of an enterprise that engage in business activities for which separate financial information is available and evaluated by the chief operating decision maker. Prior to the acquisition of the DiviCom business, Harmonic was organized as one operating segment. On May 3, 2000, Harmonic completed the acquisition of the DiviCom business, thus changing its organizational structure. The merged company has been organized into two operating segments: Broadband Access Networks ("BAN") for fiber optic systems, and Convergent Systems ("CS") for digital headend systems. These segments do not correspond to the pre-merger companies in significant ways. For example, Harmonic's TRANsend and CyberStream product lines are part of the CS segment. Each of these operating segments require their own development and marketing strategies and therefore have separate management teams, however, a worldwide sales, sales support and systems integration group supports both operating segments.

The results of the reportable segments are derived directly from the Company's management reporting system. These results reported below are based on Harmonic's method of internal reporting and are not necessarily in conformity with generally accepted accounting principles. Subsequent to the acquisition of DiviCom, management commenced measuring the performance of each segment based on several metrics, including revenue, and income or loss from operations. These results are used, in part, to evaluate the performance of, and allocate resources to each of the segments. Revenue for the prior periods has been reclassified to reflect the new organizational structure. The reclassified revenue for the prior periods reflects only Harmonic's revenue, and not the historical revenue of the DiviCom business. However, income or loss from operations is not available and is impractical to prepare for the periods prior to the quarter ended June 30, 2000, and accordingly, has not been presented. Net income or loss, and assets and liabilities are not internally reported by business segment.

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 29, 2000	OCTOBER 1, 1999	SEPTEMBER 29, 2000	OCTOBER 1, 1999
Net Sales:				
Broadband Access Networks	\$ 40,335	\$50,284	\$149,337	\$114,010
Convergent Systems	27,836	2,340	61,660	6,779
Total net sales	\$ 68,171	\$52,624	\$210,997	\$120,789
	=====	=====	=====	=====
Income (loss) from operations:				
Broadband Access Networks	\$ 3,174			
Convergent Systems	(10,706)			
Total segment loss from operations	(7,532)			

Amortization of goodwill and other intangibles	(87,998)			
In-process research and development	(1,100)			
Interest and other income, net	3,377			
Corporate and unallocated costs, and eliminations	(4,694)			

Loss before income taxes	\$(97,947)			
	=====			

SIGNATURE

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, thereunto duly authorized.

Dated: November 22, 2000

HARMONIC INC.

(Registrant)

By: /s/ Robin N. Dickson

Robin N. Dickson
Chief Financial Officer
(Principal Financial and Accounting
Officer)