
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 5, 2006

HARMONIC INC.

(Exact name of Registrant as specified in its charter)

Delaware	0-25826	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):

- 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 1.01. Entry into a Material Definitive Agreement

On April 5, 2006, the Compensation and Equity Ownership Committee of the Board of Directors of Harmonic Inc. approved an incentive bonus plan for certain key employees, including executive officers, for Harmonic's 2006 fiscal year. A summary of the 2006 incentive bonus plan appears on Exhibit 10.1 hereto, which is incorporated by reference herein.

Item 9.01. Exhibits

Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Summary of Compensatory Plans and Arrangements approved on April 5, 2006 by the Compensation and Equity Ownership Committee of the Board of Directors of Harmonic Inc.

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 11, 2006

By: /s/ Robin N. Dickson
Robin N. Dickson
Chief Financial Officer

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<u>Exhibit Number</u>	<u>Description</u>
10.1	Summary of Compensatory Plans and Arrangements approved on April 5, 2006 by the Compensation and Equity Ownership Committee of the Board of Directors of Hamonic Inc.

Summary of Compensatory Plans and Arrangements Approved April 5, 2006

On April 5, 2006, the Compensation and Equity Ownership Committee of the Board of Directors of Harmonic Inc. (the "Company") approved the Harmonic 2006 Bonus Plan (the "Plan").

The participants in the Plan include the following executive officers of the Company:

Name	Position
Anthony J. Ley	Chairman of the Board of Directors, President & Chief Executive Officer
Robin N. Dickson	Chief Financial Officer
Patrick Harshman	Executive Vice President
Israel Levi	Senior Vice President, Operations and Quality

The payment of bonuses under the Plan for all participants is based on performance against revenue and operating income targets. Participant bonuses are based 70% on operating income targets and 30% on revenue targets.

In addition, a minimum threshold must be exceeded for each component before any bonus payment is made for that component. In the event that the target metrics are surpassed, a participant in the Plan may be awarded a bonus payment up to a maximum of 200% of such participant's target bonus, subject to the limitation that total awards made under the plan may not exceed 20% of operating income.

The target bonus of Anthony J. Ley is 80% of base salary. The target bonus for each other executive officer is 60% of base salary.

The final bonus for each participant, including executive officers, calculated as described above, is subject to downward adjustment, based upon performance against individual performance objectives.

Participants in the Plan must remain employed through the date that the bonus is paid in order to qualify for a bonus payment. Harmonic, at its sole discretion, retains the right to amend, supplement, supersede or cancel the Plan for any reason, and reserves the right to determine whether and when to pay out any bonus amounts, regardless of the achievement of the performance targets.