

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)

March 23, 1999

HARMONIC LIGHTWAVES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction of incorporation)

0-25826
(Commission File No.)

77-0201147
(IRS Employer Identification Number)

549 Baltic Way
Sunnyvale, California 94089

(Address of Principal Executive Offices)

(408) 542-2500

(Registrant's Telephone Number, Including Area Code)

Item 5. Other Events

On March 23, 1999, Harmonic Lightwaves, Inc. (the "Registrant") announced the merger of its subsidiary, Harmonic Inc. with and into the Registrant (the "Merger") pursuant to a Certificate of Ownership and Amendment dated March 22, 1999. Pursuant to the Merger, the Registrant changed its corporate name to Harmonic Inc.

Item 7. Financial Statements and Exhibits

(a) Exhibits

2.1 Certificate of Ownership and Merger dated March 22, 1999, merging Harmonic Inc. with and into Harmonic Lightwaves, Inc.

20.1 Press Release, dated March 23, 1999, announcing the merger of Harmonic Inc. with and into Harmonic Lightwaves, Inc. and the change of Harmonic Lightwaves, Inc.'s name to Harmonic Inc.

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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 hereunto duly authorized.

HARMONIC LIGHTWAVES, INC.

Dated: March 23, 1999

By: /s/ Anthony J. Ley

Anthony J. Ley
President and Chief Executive Officer

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HARMONIC LIGHTWAVES

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Exhibit No. - - - - -	Description - - - - -
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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HARMONIC INC.
WITH AND INTO
HARMONIC LIGHTWAVES, INC.

(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF DELAWARE)

HARMONIC LIGHTWAVES, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of HARMONIC INC., a Delaware corporation ("Harmonic Sub").

THIRD: That the Corporation, by following the resolutions of its Board of Directors, duly adopted on the 16th day of March, 1999, determined to merge Harmonic Sub with and into the Corporation on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge Harmonic Sub with and into the Corporation and assume all of said subsidiary's liabilities and obligations, effective March 22, 1999; and be it further

RESOLVED, that upon the effective date of the merger, the name of the Corporation shall be changed to "Harmonic Inc."; and be it further

RESOLVED, that the President or Chief Financial Officer, and the Secretary or any Assistant Secretary, of the Corporation be, and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Harmonic Sub with and into the Corporation and to change the Corporation's name to Harmonic Inc. and to assume Harmonic Sub's liabilities and obligations and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, severally and not jointly, authorized and directed to provide all notices, execute all documents, make all filings and take all actions as any of them may deem to be necessary or appropriate in connection with the carrying out of the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed to this Certificate to be assigned by its authorized officers this 22nd day of March, 1999.

[Seal]

HARMONIC LIGHTWAVES, INC.

By: /s/ Anthony J. Ley

Anthony J. Ley,
Chairman of the Board of Directors,

President and Chief Executive Officer

ATTEST:

By: /s/ Robin N. Dickson

Robin N. Dickson,
Chief Financial Officer

FOR IMMEDIATE RELEASE

CONTACT: John Giddings
Harmonic
(408) 542-2692
john.giddings@harmonicinc.com

HARMONIC LIGHTWAVES CHANGES NAME TO "HARMONIC" TO
REFLECT THE COMPANY'S LONG-TERM BUSINESS STRATEGY

-- Harmonic's Strategy is to Enable New and Existing Customers
to Offer Broadband Video, Telephony and Internet Services --

SUNNYVALE, CALIF. -- MARCH 23, 1999 -- Harmonic Lightwaves (Nasdaq: HLIT) today announced that it has changed its name to Harmonic Inc. to reflect its long-term strategy of serving the expanding market for broadband network solutions. Harmonic's growing line of digital and fiber optic systems will not only allow the company to serve its core base of cable television operators but also enable other network operators to deliver video, voice and data over satellite and wireless networks.

"New technologies, worldwide industry deregulation and investments by companies like AT&T will enable consumers and corporations to enjoy innovative video, voice and high-speed Internet services offered by cable TV, telcos, CLECs and satellite operators," said Tony Ley, president, chairman and CEO of Harmonic. "Our new data products, which complement our traditional fiber optic-based video products, are important to the deployment of these new services. We remain committed to developing new products for our core cable customers and to continuing this natural progression of our business plan -- to move from being a technology leader in fiber optics to becoming a mainstream supplier to the communications industry."

From its base as an established leader in fiber optics for the cable television industry, Harmonic is broadening its product line, infrastructure and expertise to help network operators move into the rapidly evolving market for new bandwidth-intensive services.

HARMONIC'S PRODUCTS FOR BROADBAND NETWORKS

The company's complementary products enable cable, satellite and wireless operators to cost-effectively deliver video, Internet, telephony and high-speed data services through the deployment of new networks and the upgrade of existing systems.

Harmonic's digital product line includes the TRANsend(TM) digital headend, which enables cable, satellite and wireless operators to combine and customize content from a variety of sources for seamless integration and delivery of video, voice and data services. Another key digital product is the CyberStream(TM) system, which supports high-speed Internet access and the delivery of multimedia content directly to end-users' PCs via cable, satellite or wireless networks.

Harmonic has also developed METROLink(TM), the cable television industry's first Dense Wavelength Division Multiplexing (DWDM) system. METROLink increases the downstream and upstream bandwidth capacity of networks and enables cable operators to provide Internet access and other directed services directly from the headend, eliminating the need to put costly and complex equipment in hubs. METROLink is playing an important role in TCI's ongoing plans to upgrade its systems nationwide.

To help operators enhance the reliability of their networks, Harmonic developed the NETWatch(TM) network management system, which enables operators to monitor and control various components of their networks.

The company also produces an extensive line of laser transmitters and optical amplifiers, and a complete line of optical nodes.

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ABOUT HARMONIC INC.

Harmonic designs, manufactures and markets digital and fiber optic systems for delivering video, voice and data over cable, satellite and wireless networks. These advanced solutions enable cable television and other network operators to provide a range of broadcast and interactive broadband services that include high-speed Internet access, telephony and video-on-demand.

Harmonic is headquartered in Sunnyvale, Calif., where it also operates an R&D center and a manufacturing facility. The company also operates its New Media Communication subsidiary and an R&D center in Israel. In addition, the company maintains several sales and support centers worldwide. Harmonic is ISO 9001-certified and its stock is traded on the Nasdaq stock market under the symbol "HLIT."

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, but not limited to developments enabling the delivery of new services and Harmonic's ability to become a mainstream supplier to the communications industry. Actual results could differ materially from those projected in the forward-looking statements as a result of the risk factors set forth in documents that Harmonic Lightwaves files with the SEC, specifically reports on Form 10-K and 10-Q.

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EDITORS NOTE: PRODUCT AND COMPANY NAMES USED HERE ARE TRADEMARKS OR REGISTERED TRADEMARKS OF THEIR RESPECTIVE COMPANIES.