
**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

February 4, 2008

**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)

0-25826
Commission File Number

77-0201147
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers

On February 4, 2008, the Compensation and Equity Ownership Committee of the Board of Directors of Harmonic Inc. (“Harmonic” or the “Company”) approved the adoption of the Harmonic 2008 Key Contributor Bonus Plan (the “Plan”), which is an incentive bonus plan for the Company’s key employees, including certain executive officers, for 2008. A summary of the 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 Harmonic 2008 Key Contributor Bonus Plan.

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: February 8, 2008

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

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
10.1	Summary of Harmonic 2008 Key Contributor Bonus Plan.

Summary of Harmonic 2008 Key Contributor Bonus Plan

On February 4, 2008, the Compensation and Equity Ownership Committee of the Board of Directors of Harmonic Inc. (“Harmonic” or the “Company”) approved the Harmonic 2008 Key Contributor Bonus Plan (the “Plan”).

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

Name	Position
Patrick J. Harshman	President & Chief Executive Officer
Robin N. Dickson	Chief Financial Officer
Charles J. Bonasera	Vice President, Operations
Nimrod Ben-Natan	Vice President, Marketing
Neven Haltmayer	Vice President, R&D

Under the Plan, payment of a bonus to any participant who is a member of executive management is based on performance against revenue and operating income targets. For other participants, payment of a bonus is generally based on revenue, operating income and departmental financial targets. A minimum threshold must be exceeded for each component before any bonus payment will be 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 each executive officer is as follows: Patrick J. Harshman — 80% of base salary, all other executive officers — 60% of base salary.

Participants in the Plan must remain employed through the date that a bonus is paid in order to qualify for a bonus payment. Harmonic, in 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.