
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): October 31, 2006

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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 7, 2006, Harmonic (the “Company”) announced the retirement of Israel Levi from his position as Senior Vice President, Operations and Quality, and the appointment of Charles Bonasera to the position of Vice President of Operations. Mr. Bonasera, 49, was appointed to such position by the Company’s Board of Directors on October 31, 2006, and his appointment became effective on November 6, 2006. Mr. Bonasera reports to Patrick Harshman, the Company’s President and CEO, and is responsible for the Company’s worldwide manufacturing, quality control and operations organization.

Mr. Bonasera has spent more than 25 years in technology operations and manufacturing management. Mr. Bonasera joins the Company from Solectron Corporation, a leading global provider of electronics manufacturing services and supply chain solutions. Prior to his employment with Solectron, Mr. Bonasera also held senior management positions at Sun Microsystems.

Mr. Bonasera’s base salary is \$210,000 per annum, and his annual target bonus under the Company’s 2006 Bonus Plan is 35% of his base salary. In addition, Mr. Bonasera was granted an option to purchase 25,000 shares of the Company’s common stock (the “Option”), at an exercise price per share equal to the fair market value of the Company’s common stock on the effective date of the grant. One-quarter of the shares subject to the Option vest one year after the effective date of grant and an additional 1/48th of the shares subject to the Option vest at the end of each month thereafter, contingent on Mr. Bonasera’s continued service as an employee of the Company. The term of the Option is seven years.

Mr. Levi is retiring from his position as Senior Vice President, Operations and Quality, but will remain an employee of the Company until February 28, 2007. Upon his retirement from the Company, he will receive, among other things, the following:

- 12 months salary and car allowance; and
- 12 months paid medical benefits, as well as certain Medicare payments on his behalf for such period.

Furthermore, Mr. Levi will continue to be eligible to participate in the Company’s 2006 Bonus Plan until his retirement from the Company.

On November 7, 2006, the Company issued a press release regarding the changes in management, a copy of which is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Description

99.1 Harmonic Inc. press release dated November 7, 2006 announcing the changes in management.

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: November 7, 2006

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

EXHIBIT INDEX

Exhibit No. Description

99.1 Harmonic Inc. press release dated November 7, 2006 announcing the changes in management.

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HARMONIC APPOINTS CHARLES BONASERA VICE PRESIDENT OF OPERATIONS

SUNNYVALE, CALIF. — NOVEMBER 7, 2006 — Harmonic Inc. (NASDAQ: HLIT) today announced the retirement of Israel Levi and the appointment of Charles Bonasera to the position of Vice President of Operations. Reporting to Patrick Harshman, Harmonic's President and CEO, Mr. Bonasera is responsible for the Company's worldwide manufacturing, quality and operations organization.

"Israel has contributed greatly to Harmonic's growth and success in the various positions he has held over the years, and we wish him well in the future," said Patrick Harshman, President and CEO of Harmonic Inc. "Moving forward, with Charles leading the operations team, we will continue to focus on improving operational efficiencies and remain committed to delivery of the highest quality products and solutions to our customers around the world. Charles brings a strong background and outstanding experience in high-tech manufacturing and supply chain management, and we are very pleased to welcome him to Harmonic."

Mr. Bonasera has spent more than 25 years in technology operations and manufacturing management. He joins Harmonic from Solectron Corporation, a leading global provider of electronics manufacturing services and supply chain solutions, and also previously held senior management positions at Sun Microsystems.

Mr. Levi departs after a distinguished tenure of 17 years at Harmonic, where he held several executive roles, including his most recent responsibilities as Senior Vice President of Operations and Quality. Previously he served as Senior Vice President of Systems and Technology, and Vice President of Research and Development.

About Harmonic Inc.

Harmonic Inc. is a leading provider of digital video, broadband optical networking and IP delivery systems to cable, satellite, telecom and broadcast network operators. Harmonic's open standards-based solutions for the headend through the last mile enable customers to develop new revenue sources and a competitive advantage by offering powerful interactive video, voice and data services such as video-on-demand, high definition digital television, telephony and Internet access.

Harmonic (NASDAQ: HLIT) is headquartered in Sunnyvale, California with R&D, sales and system integration centers worldwide. The Company's customers, including many of the world's largest communications providers, deliver services in virtually every country. Visit www.harmonicinc.com for more information.

This press release contains forward-looking statements within the meaning of Section 27(A) of the Securities Act of 1933 and Section 21(E) of the Securities Exchange Act of 1934, including statements related to continuing to focus on improving operational efficiencies and remaining committed to delivery of the highest quality products and solutions to our customers.

Our expectations and beliefs regarding these matters may not materialize, and actual results could differ materially from those projected. The forward-looking statements contained in this press release are also subject to other risks and uncertainties, including those more fully described in Harmonic's filings with the Securities and Exchange Commission including its recent Reports filed on Form 10-K and Form 10-Q. Harmonic does not undertake to update any forward-looking statements.

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