

**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): March 24, 2022

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

Delaware
(State or other jurisdiction of
incorporation)

000-25826
Commission
File Number

77-0201147
(IRS Employer
Identification No.)

2590 Orchard Parkway
San Jose, CA 95131
(Address of principal executive offices, including zip code)

(408) 542-2500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	HLIT	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On March 24, 2022, Harmonic Inc. (the “Company”) entered into an Amendment to Cooperation Agreement (the “Amendment”) with Scopia Capital Management LP (“Scopia”) amending that certain Cooperation Agreement, dated as of April 9, 2021, by and between the Company and Scopia (the “Cooperation Agreement”). Among other things, the Amendment provides that:

- a. Scopia’s right to designate the Scopia Director (as defined in the Cooperation Agreement) is extended until the earlier of (i) 15 business days prior to the deadline for the submission of stockholder nominations of directors pursuant to the bylaws of the Company for the Company’s 2023 annual meeting of stockholders and (ii) the day that is 75 days prior to the first anniversary of the Company’s 2022 annual meeting of stockholders (the “2023 Deadline”);
- b. subject to the fiduciary duties of the Company’s board of directors (the “Board”), Dan Whalen will appear on the Board’s slate of director nominees standing for election at the Company’s 2022 annual meeting of stockholders; and
- c. the Standstill Period (as defined in the Cooperation Agreement) is extended to the earlier of (i) the first day that the Scopia Director is no longer serving as a director of the Company, and Scopia has provided written notice that it will not designate a replacement for such vacancy (if permitted to so replace pursuant to the Cooperation Agreement), and (ii) the 2023 Deadline.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which is filed as Exhibit 10.1 and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Amendment to Cooperation Agreement, dated as of March 24, 2022, by and between Harmonic Inc. and Scopia Capital Management LP.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

Date: March 29, 2022

HARMONIC INC.

By: /s/ Timothy Chu
Name: Timothy Chu
Title: General Counsel, SVP HR and Corporate Secretary

Harmonic Inc.
2590 Orchard Parkway
San Jose, CA 95131

March 24, 2022

Scopia Capital Management LP
152 West 57th St., 33rd Floor
New York, NY 10019
Attention: Jerome Lande

Re: Cooperation Agreement

Ladies and Gentlemen:

This letter confirms our agreement to amend certain rights and obligations of Harmonic Inc. (the “**Company**”) and Scopia Capital Management LP (“**Scopia**”) pursuant to the Cooperation Agreement, dated as of April 9, 2021 (the “**Agreement**”), by and between the Company and Scopia. Capitalized terms used in this letter that are not otherwise defined have the meanings assigned to them in the Agreement.

The Company and Scopia agree that the Agreement will be deemed to be amended so that Scopia will have the right, at any time prior to the day (such day, the “**2023 Deadline**”) that is the earlier of (a) 15 business days prior to the deadline for the submission of stockholder nominations of directors pursuant to the bylaws of the Company for the Company’s 2023 annual meeting of stockholders and (b) the day that is 75 days prior to the first anniversary of the Company’s 2022 annual meeting of stockholders, to request in writing that the Board and each appropriate committee and subcommittee of the Board take all necessary actions to appoint the Scopia Director to the Board. All terms in the Agreement applicable to the Scopia Director (including in respect of the conditions to the Scopia Director joining the Board and Scopia’s obligations to cause the Scopia Director to take certain actions) will continue to be applicable during this period *mutatis mutandis*.

The Company and Scopia further agree that the Standstill Period will be deemed to be amended to continue until the later of (a) the first day that the Scopia Director is no longer serving as a director of the Company and Scopia has provided written notice that it will not designate a replacement for such vacancy (if permitted to so replace pursuant to the Agreement) and (b) the 2023 Deadline.

For the avoidance of doubt, the Company and Scopia agree that the Company has fully complied with its obligations under the Agreement with respect to the New Independent Director. Accordingly, any rights of Scopia under the Agreement with respect to the New Independent Director (including any rights to designate a replacement for the New Independent Director) will be terminated as of the date of this letter.

The Company agrees that, subject to the fiduciary duties of the Board, Dan Whalen will appear on the Board’s slate of director nominees standing for election at the Company’s 2022 annual meeting of stockholders.

The Company and Scopia will cooperate with respect to any Current Report on Form 8-K or amendment to Schedule 13D required by this letter in the same manner provided in the Agreement. Section 6 of the Agreement will be deemed to be amended to appropriately reflect such Form 8-K or amendment.

The Company and Scopia will each be responsible for their own fees and expenses incurred in connection with this letter.

Except as expressly amended or superseded by this letter, the Agreement remains in full force and effect. Upon the execution of this letter by the Company and Scopia, the Agreement will be deemed to be amended and supplemented as set forth in this letter. This letter and the Agreement will each be read, taken and construed as one and the same instrument, but such amendments and supplements shall not operate so as to render invalid or improper any action previously taken under the Agreement. If and to the extent that there are any inconsistencies between the Agreement and this letter with respect to the matters in this letter, the terms of this letter will control.

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Very truly yours,

HARMONIC INC.

By: /s/ Patrick J. Harshman

Name: Patrick J. Harshman

Title: President and Chief Executive Officer

AGREED AND ACCEPTED

as of the date written above:

SCOPIA CAPITAL MANAGEMENT LP

By: /s/ Jerome Lande

Name: Jerome Lande

Title: Partner