

**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): August 19, 2024**

**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	The 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 5.02**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

(d) Election of Director.

On August 19, 2024, the Board of Directors (the “Board”) of Harmonic Inc. (the “Company”) elected Daniel Whalen to the Board, and a press release announcing the appointment was issued by the Company on August 21, 2024. The press release is attached as Exhibit 99.1 and incorporated by reference.

There is no arrangement or understanding between Mr. Whalen and any other persons pursuant to which he was selected as a director. Mr. Whalen has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Whalen and the Company have entered into the Company’s standard form of indemnification agreement, a copy of which has been filed as an exhibit to the Company’s Registration Statement on Form S-1 (File No. 33-90752). Mr. Whalen has been appointed to serve on the Compensation Committee of the Board.

**Item 9.01.**      **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1*	Form of Indemnification Agreement
99.1	<a href="#">Press release of Harmonic Inc. dated August 21, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Incorporated by reference to Exhibit 10.1 filed with the Company’s Registration Statement on Form S-1 (File No. 33-90752).

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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: August 21, 2024

HARMONIC INC.

By: /s/ Timothy C. Chu  
Timothy C. Chu  
General Counsel, SVP HR and Corporate Secretary



*Press Release*

**For Immediate Release**

## **Harmonic Reappoints Dan Whalen to its Board of Directors**

SAN JOSE, Calif.-- August 21, 2024 -- Harmonic (NASDAQ: HLIT) today announced the reappointment of Dan Whalen to the company's board of directors, which he previously served on from 2021 to 2023.

"I'm very pleased to welcome Dan back to our board," said Nimrod Ben-Natan, president and CEO of Harmonic. "Dan made valuable contributions when he first joined, and his extensive management experience and deep knowledge of the broadband and video industries will greatly benefit our strategic business and growth initiatives."

Mr. Whalen was most recently the president and CEO of ATX Networks, a global provider of network infrastructure systems and commercial video solutions. Prior to ATX, he served as the chief product officer at ADTRAN, a provider of telecommunications networking and internetworking products. Before ADTRAN, Mr. Whalen held multiple leadership positions at Arris International, a telecommunications equipment company, including senior vice president of sales, senior vice president and general manager of global services, and president, network & cloud. Mr. Whalen has also held key positions at Cisco Systems, Comdisco, KPMG and Bell Atlantic.

"Harmonic continues to transform broadband access and video streaming with the most innovative solutions available, and I look forward to helping the company extend its market leadership as it executes on its global growth and value creation strategy," said Mr. Whalen.

Mr. Whalen holds a Bachelor of Engineering degree from Stevens Institute of Technology.

Further information about Harmonic is available at [www.harmonicinc.com](http://www.harmonicinc.com).

## **About Harmonic**

Harmonic (NASDAQ: HLIT), the worldwide leader in virtualized broadband and video delivery solutions, enables media companies and service providers to deliver ultra-high-quality video streaming and broadcast services to consumers globally. The company revolutionized broadband networking via the industry's first virtualized broadband solution, enabling operators to more flexibly deploy gigabit internet services to consumers' homes and mobile devices. Whether simplifying OTT video delivery via innovative cloud and software platforms, or powering the delivery of gigabit internet services, Harmonic is changing the way media companies and service providers monetize live and on-demand content on every screen. More information is available at [www.harmonicinc.com](http://www.harmonicinc.com).

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