

As filed with the Securities and Exchange Commission on August 8, 2000  
Registration No. 333-43610

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT

Under  
The Securities Act of 1933

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HARMONIC INC.

(Exact name of Registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

549 Baltic Way  
Sunnyvale, California 94089  
(408) 542-2500

77-0201147  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number, including area code,  
of Registrant's principal executive offices)

C-CUBE Microsystems Inc. 1998 Employee Stock Purchase Plan  
C-CUBE Microsystems Inc. 1993 Stock Plan  
C-CUBE Microsystems Inc. 1994 Stock Plan  
C-CUBE Microsystems Inc. SSOP Stock Option Plan  
Harmonic Inc. 1995 Employee Stock Purchase Plan  
Harmonic Inc. 1999 Nonstatutory Stock Option Plan

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Anthony J. Ley

Chairman of the Board of Directors, President and Chief Executive Officer  
HARMONIC INC.

549 Baltic Way  
Sunnyvale, California 94089

(408) 542-2500

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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Copies to:  
Jeffrey D. Saper, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

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CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (8)
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Common Stock (par value \$0.001 per share) reserved for issuance under the C-CUBE Microsystems Inc. 1998 Employee Stock Purchase Plan.....	60,000	\$ 20.03(2)	\$ 1,201,800	\$ 317.28
Common Stock (par value \$0.001 per share) reserved for issuance under the C-CUBE Microsystems Inc. 1993 Stock Plan.....	1,200	\$ 21.58(3)	\$ 25,896	\$ 6.84
Common Stock (par value \$0.001 per share) reserved for issuance under the C-CUBE Microsystems Inc. 1994 Stock Plan.....	2,330,000	\$ 39.80(4)	\$ 92,734,000	\$ 24,481.78
Common Stock (par value \$0.001 per share) reserved for issuance under the C-CUBE Microsystems Inc. SSOP Stock Option Plan.....	410,000	\$ 24.20(5)	\$ 9,922,000	\$ 2,619.41
Common Stock (par value \$0.001 per share) reserved for issuance under the Harmonic Inc. 1995 Employee Stock Purchase Plan.....	1,600,000	\$ 19.44(6)	\$ 31,104,000	\$ 8,211.46
Common Stock (par value \$0.001 per share) reserved for issuance under the Harmonic Inc. 1999 Nonstatutory Stock Option Plan.....	25,760 1,974,240	31.56(7) \$ 22.88(7)	812,986 \$ 45,170,611	214.63 \$ 11,925.04
Totals.....	6,401,200		\$ 180,971,293	\$ 47,776.44

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(1) Represents the number of shares of the Registrant's Common Stock which may be issued to the Registrant's employees in the form of stock options pursuant to the C-CUBE Microsystems Inc., 1993 Stock Plan (the "1993 Plan"), C-CUBE Microsystems Inc., 1994 Stock Plan (the "1994 Plan") and C-CUBE Microsystems Inc., SSOP Stock Option Plan (the "SSOP Plan"), the C-CUBE Microsystems Inc. 1998 Employee Stock Purchase Plan (the "ESPP"), the Harmonic Inc. 1995 Employee Stock Purchase Plan (the "Harmonic ESPP") and the Harmonic Inc. 1999 Nonstatutory Stock Option Plan (the "99NQ Plan"). Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the aforementioned plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.

(2) The Proposed Maximum Offering Price Per Share is calculated pursuant to Rule 457(h) under the Act, and as such, is based upon the exercise prices of each outstanding option under the ESPP. The weighted average exercise price of the shares subject to outstanding options under the ESPP is \$20.03 per share.

(3) The Proposed Maximum Offering Price Per Share is calculated pursuant to Rule 457(h) under the Act, and as such, is based upon the exercise prices of each outstanding option under the 1993 Plan. The weighted average exercise price of the shares subject to outstanding options under the 1993 Plan is \$21.58 per share.

(4) The Proposed Maximum Offering Price Per Share is calculated pursuant to Rule 457(h) under the Act, and as such, is based upon the exercise prices of each outstanding option under the 1994 Plan. The weighted average exercise price of the shares subject to outstanding options under the 1994 Plan is \$39.80 per share.

(5) The Proposed Maximum Offering Price Per Share is calculated pursuant to Rule 457(h) under the Act, and as such, is based upon the exercise prices of each outstanding option under the SSOP Plan. The weighted average exercise price of the shares subject to outstanding options under the SSOP Plan is \$24.20 per share.

(6) The Proposed Maximum Offering Price Per Share is calculated pursuant to Rule 457(c), and, as such, is determined to be 85% of the average between the high and low of the Registrant's Common Stock as reported on the Nasdaq Stock Market as of August 1, 2000, or \$19.44.

(7) The Proposed Maximum Offering Price Per Share is calculated, in part, pursuant to Rule 457(h) under the act, and as such, is based upon the exercise prices of each outstanding option under the 99NQ Plan. The weighted average exercise price of the shares subject to outstanding options under the 99NQ Plan is \$31.56 per share. With respect to those shares available for future grant under the 99NQ Plan, the offering price per share is calculated pursuant to Rule 457(c), and as such, is determined to be the average between the high and low of the Registrant's Common Stock as reported on The Nasdaq Stock Market as of August 1, 2000, or \$22.88.

(8) Amount of Registration Fee was calculated pursuant to Section 6(b) of the Securities Act of 1933, which states that the fee shall be "\$264 per \$1 million" of the maximum aggregate price at which such securities are proposed to be offered. The Registration Fee is therefore calculated by multiplying the aggregate offering or sales amount by 0.000264.

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HARMONIC INC.  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8

EXPLANATORY NOTE

The contents of the Registration Statement No. 333-43610 on Form S-8 as filed with the Securities and Exchange Commission (the "Commission") on August 7, 2000 are hereby incorporated herein by reference to the extent not replaced hereby.

The purpose of this amendment is to correct certain typographical errors contained in Registration Statement No. 333-43610 on Form S-8 as filed with the Commission on August 7, 2000.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INFORMATION INCORPORATED BY REFERENCE.

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission:

(a) The Registrant's Annual Report on Forms 10-K and 10-K/A filed on March 30, 2000 and May 15, 2000, respectively, for the year ended December 31, 1999 filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act, as amended (the "Exchange Act").

(b) The Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2000 filed pursuant to Section 13(a) or 15(d) of the Exchange Act.

(c) The Registrant's Amended Current Report on Forms 8-K and 8-K/A filed on May 4, 2000 and July 17, 2000, respectively.

(d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A dated April 6, 1995, filed pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporations Law authorizes a court to

award, or a corporation's Board of Directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article VI of the Company's Bylaws provides for the mandatory indemnification of its directors, officers, employees and other agents to the maximum extent permitted by Delaware General Corporation Law, and the Company has entered into agreements with its officers, directors and certain key employees implementing such indemnification.

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ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit  
Number

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|------|---|
| 5.1  | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to the legality of securities being registered.   |
| 23.1 | Consent of Independent Accountants.   |
| 23.2 | Consent of Counsel (included in Exhibit 5. 1).  |
| 24.1 | Power of Attorney (which is incorporated herein by reference to Exhibit 24.1 to the Registrant's Registration Statement No. 333-43160 filed with the Commission on August 7, 2000.) |

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the Registrant's Bylaws, indemnification agreements, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person

in connection with the securities being registered, the Registrant will, unless in the opinion

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of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Harmonic Inc., a Delaware corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on August 8, 2000.

HARMONIC INC.

By: /s/ Anthony J. Ley

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Anthony J. Ley, Chairman of the Board,  
President and Chief Executive Officer

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#### POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE -----	TITLE -----	DATE ----
Anthony J. Ley ----- Anthony J. Ley	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	August 7, 2000
Robin N. Dickson* ----- Robin N. Dickson	Chief Financial Officer (Principal Financial and Accounting Officer)	August 7, 2000
E. Floyd Kvamme* ----- E. Floyd Kvamme	Director	August 7, 2000
David A. Lane* ----- David A. Lane	Director	August 7, 2000
Barry D. Lemieux* ----- Barry D. Lemieux	Director	August 7, 2000

Moshe Nazarathy*	Director	August 7, 2000
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Moshe Nazarathy		
Michel L. Vaillaud*	Director	August 7, 2000
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Michel L. Vaillaud		
Baryn S. Futa*	Director	August 7, 2000
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Baryn S. Futa		

\*By: /s/ Anthony J. Ley

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 Anthony J. Ley  
 Attorney-in-Fact

SECURITIES AND EXCHANGE COMMISSION  
 Washington D.C. 20549

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EXHIBITS

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Post-Effective Amendment No. 1  
 to  
 Registration Statement on Form S-8  
 Harmonic Inc.  
 August 8, 2000

INDEX TO EXHIBITS

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August 8, 2000

Harmonic Inc.  
549 Baltic Way  
Sunnyvale, California 94089

RE: POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT ON FORM S-8

Gentlemen:

We have examined the Post-Effective Amendment No. 1 to Registration Statement No. 333-43160 on Form S-8 to be filed by you with the Securities and Exchange Commission on or about August 8, 2000 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, 60,000 shares of Common Stock under the C-Cube Microsystems Inc. 1998 Employee Stock Purchase Plan, 1,200 shares of Common Stock under the C-Cube Microsystems Inc. 1993 Stock Plan, 2,330,000 shares of Common Stock under the C-Cube Microsystems Inc. 1994 Stock Plan, 410,000 shares of Common Stock under the C-Cube Microsystems Inc. SSOP Stock Option Plan, 1,600,000 shares of Common Stock under the Harmonic Inc. 1995 Employee Stock Purchase Plan and 2,000,000 shares of Common Stock under the Harmonic Inc. 1999 Nonstatutory Stock Option Plan. Such shares of Common Stock are referred to herein as the "Shares," and such plans are referred to herein as the "Plans." As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Plans.

It is our opinion that, when issued and sold in the manner described in the Plans and pursuant to the agreements which accompany each grant under the Plans, the shares will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 (Nos. 33-94138, 333-38025, 333-44265, 333-65051 and 333-86644) of Harmonic Inc. of our report dated January 18, 2000, which appears on page 29 of the 1999 Annual Report to Shareholders of Harmonic Inc., which is incorporated by reference in the Annual Report on Form 10-K of Harmonic Inc. for the year ended December 31, 1999.

/s/ PRICEWATERHOUSECOOPERS LLP  
San Jose, California  
August 7, 2000