

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

January 13, 2005

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 2.02. Results of Operations and Financial Condition

On January 13, 2005, Harmonic Inc. issued a press release regarding its financial results for the quarter ended December 31, 2004.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Harmonic Inc., issued on January 13, 2005

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: January 13, 2005

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

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Harmonic Inc., issued on January 13, 2005

HARMONIC ANNOUNCES PRELIMINARY FOURTH QUARTER NET SALES

RESULTS EXCEED REVENUE GUIDANCE

SUNNYVALE, CALIF.--JANUARY 13, 2005--Harmonic Inc. (Nasdaq: HLIT) today announced its preliminary net sales for the quarter ended December 31, 2004. These results are subject to change as a result of final management review and closing adjustments for the quarter and fiscal year end.

For the fourth quarter of 2004, the Company expects to report net sales between approximately \$83 million and \$86 million, exceeding previously stated revenue guidance of \$72 million to \$78 million. The Company's higher than anticipated net sales in the fourth quarter of 2004 primarily reflected stronger than expected bookings in the fourth quarter.

A more detailed review of fourth quarter results as well as the outlook for the first quarter of 2005 will be provided when complete fourth quarter and fiscal year end results are announced on a conference call at 2:00 p.m. (Pacific) on January 20, 2005. A listen-only broadcast of the conference call can be accessed on the Company's website at www.harmonicinc.com or by calling +1-617-786-2961 (participant code 80352909). The replay will be available after 5:00 p.m. on January 20 at the same website address or by calling +1-617-801-6888 (participant code 80352909).

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 our expected net sales for the fourth quarter of 2004. Actual results are subject to risks and uncertainties and could differ materially from those projected. These risks and uncertainties include final determination of net sales and adjustments that may be made in connection with management review of the financial results for the fourth quarter and fiscal year end. Harmonic does not undertake to update any forward-looking statements.