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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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): December 7, 2005**

**HARMONIC INC.**

*(Exact name of registrant as specified in its charter)*

**Commission file number: 0-25826**

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**549 Baltic Way**

**Sunnyvale, California**

*(Address of principal executive offices)*

**77-0201147**

*(I.R.S. Employer  
Identification Number)*

**94089**

*(Zip Code)*

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

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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 2.05. Costs Associated with Exit or Disposal Activities.**

On December 13, 2005, Harmonic Inc., a Delaware corporation (the “Company”), issued a press release announcing organizational changes at the Company, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

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

**Exhibit Number**

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99.1 Harmonic Inc. press release dated December 13, 2005 announcing organizational changes.

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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.

**HARMONIC INC.**

Dated: December 13, 2005

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

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Harmonic Inc. press release dated December 13, 2005 announcing organizational changes.

## HARMONIC ANNOUNCES APPOINTMENT OF PATRICK HARSHMAN TO LEAD CONSOLIDATED OPERATING DIVISIONS

SUNNYVALE, Calif. □ December 13, 2005 □ Harmonic Inc. (Nasdaq:HLIT), a leading provider of digital video, broadband optical networking and IP delivery systems, today announced that it will consolidate the Company's Convergent Systems (CS) division, Broadband Access Networks (BAN) division, and its manufacturing operations group. Dr. Patrick Harshman, currently President of the Convergent Systems division, will lead the newly consolidated research and development, marketing, and manufacturing functions. This change is effective January 1, 2006.

"Combining product development, marketing and manufacturing operations under Patrick's leadership will enable Harmonic to provide an even wider range of compelling system solutions for broadband operators. It will give us enhanced focus and efficiency as well as greater flexibility in our approach to future developments," said Anthony J. Ley, Chairman, President and Chief Executive Officer.

Dr. Harshman, who becomes Executive Vice President, will continue to report to Mr. Ley. As a result of this reorganization, Harmonic is reducing its workforce by approximately 40 employees. The Company preliminarily estimates that the costs associated with these actions will be approximately \$1.0 million to \$1.2 million, principally for one-time severance payments. All of these costs will result in future cash expenditures and are expected to be incurred as expenses in the fourth quarter of 2005. This reorganization is expected to be completed in the first quarter of 2006.

### 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. For more information, visit [www.Harmonicinc.com](http://www.Harmonicinc.com).

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding the consolidation of the Company's operating divisions, the Company's planned reduction in its workforce, and the anticipated benefits, costs and timing associated with the Company's reorganization. These statements involve risks and uncertainties as well as assumptions that, if they were to never materialize or prove incorrect, could cause actual results to differ materially from those projected, expressed or implied in the forward-looking statements. The forward-looking statements contained in this press release are also subject to risks and uncertainties disclosed in Harmonic's filings with the Securities and Exchange Commission, including our Annual Report filed on Form 10-K for the year ended December 31, 2004, our Quarterly Reports on Form 10-Q for the quarterly periods ended April 1, 2005, July 1, 2005 and September 30, 2005, and our Current Reports on Form 8-K. Harmonic does not undertake to update any forward-looking statements.

Editor's Note: Product and company names used here are trademarks or registered trademarks of their respective companies.