

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

FORM 10-Q/A

AMENDMENT NO. 1

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 28, 1996

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File No. 0-25826

HARMONIC LIGHTWAVES, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

77-0201147

(State of incorporation)

(I.R.S. Employer Identification No.)

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)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No
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As of June 28, 1996 there were 10,120,161 shares of the Registrant's Common Stock outstanding.

The undersigned Registrant hereby amends its Quarterly Report on Form 10-Q, originally filed with the Securities and Exchange Commission on August 7, 1996 to include disclosure under Item 4 of Part II as set forth below.

PART II OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following matters were approved at the Registrant's Annual Meeting of Stockholders held on May 15, 1996.

(a) The following directors were elected:

Directors	Votes For	Votes Withheld
Anthony J. Ley	7,184,927	-
Josef Berger	7,184,927	-
Moshe Nazarathy	7,107,132	77,795
Gill Cogan	7,183,770	1,157
E. Floyd Kvamme	7,184,927	-
David A. Lane	7,184,727	200
Barry D. Lemieux	7,184,827	100

(b) The stockholders also approved the following proposal:

Independent Accountants	Number of Common Shares Voted		
	For	Against	Abstain
(1) Ratification of Price Waterhouse LLP as independent accountants	7,202,691	2,825	35,036

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SIGNATURE

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, thereunto duly authorized.

Dated: December 2, 1996

HARMONIC LIGHTWAVES, INC.
(Registrant)

By: /s/ Robin N. Dickson

Robin N. Dickson
Chief Financial Officer
(Principal Financial and Accounting Officer)

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