

**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

April 7, 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 1.01. Entry into a Material Definitive Agreement

On April 7, 2005, the Compensation and Equity Ownership Committee of the board of directors of Harmonic Inc. approved an incentive bonus plan for certain key employees, including executive officers, for the registrant's 2005 fiscal year. A summary of the 2005 plan appears on Exhibit 10.1 hereto, which is incorporated by reference.

Item 9.01. Exhibits

Exhibits.

Exhibit Number	Description
10.1	Summary of Compensatory Plans and Arrangements approved on April 7, 2005 by the Compensation and Equity Ownership Committee of the board of directors of Harmonic Inc.

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: April 12, 2005

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

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Exhibit Number	Description
10.1	Summary of Compensatory Plans and Arrangements approved on April 7, 2005 by the Compensation and Equity Ownership Committee of the board of directors of Harmonic Inc.

Summary of Compensatory Plans and Arrangements Approved April 7, 2005

On April 7, 2005, the Compensation and Equity Ownership Committee of the board of directors of Harmonic Inc. (“Company”) approved the Harmonic 2005 Bonus Plan (the “Plan”).

The participants in the Plan include the following executive officers of the Company:

Name	Position
Anthony J. Ley	Chairman of the board of directors, President & Chief Executive Officer
Robin N. Dickson	Chief Financial Officer
Israel Levi	Senior Vice President, Operations and Quality
Patrick Harshman	President, Broadband Access Networks
Yaron Simler	President, Convergent Systems

The payment of bonuses under the Plan for all participants is based on performance against revenue, corporate operating income and division contribution margin targets. The relative weighting of each metric varies between corporate and division participants, such that corporate participant bonuses are based 67% on overall corporate performance and 33% on the performance of the divisions. Division participant bonuses are based 33% on overall corporate performance and 67% on the performance of their respective divisions.

The target bonus of Anthony J. Ley is 80% of base salary. The target bonus for each other executive officer is 60% of base salary.

In addition, a minimum corporate operating income threshold must be exceeded for any bonus payout to be made, and a specified minimum achievement against each of the target metrics is required for any payout on that element. In the event that the target metrics are surpassed, a participant in the Plan may be awarded a bonus payment up to a maximum of 200% of such participant’s target bonus.

The final bonus for each participant, including executive officers, calculated as described above, is subject to downward adjustment, based upon performance against individual performance objectives.

Participants in the Plan must remain employed through the date that the bonus is paid in order to qualify for a bonus payment. Harmonic, at its sole discretion, retains the right to amend, supplement, supersede or cancel the Plan for any reason, and reserves the right to determine whether and when to pay out any bonus amounts, regardless of the achievement of the performance targets.