
**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

Date of Report: June 9, 2016
(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)

000-25826
Commission
File Number

77-0201147
(I.R.S. Employer
Identification No.)

4300 North First Street
San Jose, CA 95134
(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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2016 Annual Meeting of Stockholders (the “2016 Annual Meeting”) at 9:00 a.m. PDT on Thursday, June 9, 2016, at the Company’s corporate headquarters located at 4300 North First Street, San Jose, CA 95134. As of April 15, 2016, the record date for the 2016 Annual Meeting, there were 77,317,350 shares of common stock issued and outstanding. A quorum of 72,019,815 shares of common stock was present or represented at the 2016 Annual Meeting. All matters submitted to a vote of the Company’s stockholders at the 2016 Annual Meeting were approved. Those matters were as follows:

1. Stockholders elected seven (7) directors to serve until the earlier of the 2017 Annual Meeting of Stockholders or until their successors are elected and duly qualified.

| NAME | FOR | WITHHELD | BROKER NO VOTE |
|----------------------|------------|-----------|----------------|
| Patrick J. Harshman | 55,439,027 | 2,329,385 | 14,251,403 |
| Patrick Gallagher | 55,446,135 | 2,322,277 | 14,251,403 |
| E. Floyd Kvamme | 55,098,164 | 2,670,248 | 14,251,403 |
| Mitzi Reaugh | 55,442,622 | 2,325,790 | 14,251,403 |
| William F. Reddersen | 55,141,704 | 2,626,708 | 14,251,403 |
| Susan G. Swenson | 52,675,050 | 5,093,362 | 14,251,403 |
| Nikos Theodosopoulos | 55,437,780 | 2,330,632 | 14,251,403 |

2. Stockholders approved, on an advisory basis, the compensation of the named executive officers.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|---------|---------|----------------|
| 56,661,897 | 937,517 | 168,998 | 14,251,403 |

3. Stockholders approved an amendment to the Company’s 2002 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder by 1,500,000 shares.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|-----------|---------|----------------|
| 56,453,890 | 1,261,605 | 52,917 | 14,251,403 |

4. Stockholders approved an amendment to the Company’s 1995 Stock Plan to increase the number of shares of common stock reserved for issuance thereunder by 2,000,000 shares.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|-----------|---------|----------------|
| 51,201,519 | 6,516,887 | 50,006 | 14,251,403 |

5. Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2016.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 71,335,305 | 536,220 | 148,290 |

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: June 10, 2016

By: /s/ Timothy C. Chu
Timothy C. Chu
General Counsel, SVP HR and Corporate Secretary