

HARMONIC INC  
Form 8-K  
April 12, 2005

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

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**FORM 8-K**

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**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.
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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.**

Date: April 12, 2005

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

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