HARMONIC INC
Form 10-Q
November 03, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)
ý Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 26, 2014

¨ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Commission File No. 000-25826

HARMONIC INC.
(Exact name of registrant as specified in its charter)

Delaware	77-0201147
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

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)

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 such 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 ý No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	¨	Accelerated filer	ý
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý
The number of shares of the registrant's Common Stock, $.001 par value, outstanding on October 17, 2014 was 88,059,028.

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PART I
FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
HARMONIC INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	September 26, 2014	December 31, 2013
	(In thousands, except par value amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$42,028	$90,329
Short-term investments	55,151	80,252
Accounts receivable, net	75,640	75,052
Inventories	32,512	36,926
Deferred income taxes	2,631	24,650
Prepaid expenses and other current assets	26,852	21,521
Total current assets	234,814	328,730
Property and equipment, net	30,814	34,945
Goodwill	198,007	198,022
Intangibles, net	12,740	31,119
Other assets	13,347	13,268
Total assets	$489,722	$606,084
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$21,377	$22,380
Income taxes payable	307	331
Deferred revenue	35,095	27,020
Accrued liabilities	31,043	35,349
Total current liabilities	87,822	85,080
Income taxes payable, long-term	4,199	15,165
Other non-current liabilities	17,554	11,673
Total liabilities	109,575	111,918
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000 shares authorized; no shares issued or outstanding	—	—
Common stock, $0.001 par value, 150,000 shares authorized; 88,408 and 99,413 shares issued and outstanding at September 26, 2014 and December 31, 2013, respectively	88	99
Additional paid-in capital	2,264,422	2,336,275
Accumulated deficit	(1,883,393)	(1,841,999)
Accumulated other comprehensive loss	(970)	(209)
Total stockholders' equity	380,147	494,166
Total liabilities and stockholders' equity	$489,722	$606,084

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except per share amounts)			
Product revenue	$84,583	$98,713	$259,371	$277,965
Service revenue	23,478	24,205	66,311	63,753
Net revenue	108,061	122,918	325,682	341,718
Product cost of revenue	41,802	52,747	134,336	146,916
Service cost of revenue	12,831	13,379	35,789	33,953
Total cost of revenue	54,633	66,126	170,125	180,869
Gross profit	53,428	56,792	155,557	160,849
Operating expenses:				
Research and development	22,803	24,560	70,176	75,631
Selling, general and administrative	32,114	32,527	98,640	100,220
Amortization of intangibles	1,661	2,001	5,329	6,099
Restructuring and related charges	388	259	821	925
Total operating expenses	56,966	59,347	174,966	182,875
Loss from operations	(3,538)	(2,555)	(19,409)	(22,026)
Interest income, net	47	47	191	141
Other income (expense), net	(261)	230	(376)	(70)
Loss from continuing operations before income taxes	(3,752)	(2,278)	(19,594)	(21,955)
Provision for (benefit from) income taxes	(4,830)	(38,953)	21,800	(45,723)
Income (loss) from continuing operations	1,078	36,675	(41,394)	23,768
Income from discontinued operations, net of taxes (including gain on disposal of $14,813, net of taxes, for the nine months ended September 27, 2013)	—	91	—	15,619
Net income (loss)	$1,078	$36,766	$(41,394)	$39,387
Basic net income (loss) per share from:				
Continuing operations	$0.01	$0.36	$(0.44)	$0.22
Discontinued operations	$0.00	$0.00	$0.00	$0.14
Net income (loss)	$0.01	$0.36	$(0.44)	$0.36
Diluted net income (loss) per share from:				
Continuing operations	$0.01	$0.36	$(0.44)	$0.22
Discontinued operations	$0.00	$0.00	$0.00	$0.14
Net income (loss)	$0.01	$0.36	$(0.44)	$0.36
Shares used in per share calculation:				
Basic	90,618	101,144	94,113	108,695
Diluted	91,800	102,723	94,113	109,879

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(UNAUDITED)

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands)			
Net income (loss)	$1,078	$ 36,766	$(41,394)	$ 39,387
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(670)	462	(440)	(8)
Gain (loss) on investments	(308)	52	(333)	11
Other comprehensive income (loss) before tax	(978)	514	(773)	3
Income tax expense (benefit) related to items of other comprehensive income (loss)	(7)	17	(12)	5
Other comprehensive income (loss), net of tax	(971)	497	(761)	(2)
Comprehensive income (loss)	$107	$ 37,263	$(42,155)	$ 39,385

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine months ended	
	September 26, 2014	September 27, 2013
	(In thousands)	
Cash flows from operating activities:		
Net income (loss)	$(41,394)	$39,387
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Amortization of intangibles	18,378	20,569
Depreciation	12,641	12,365
Stock-based compensation	12,720	11,953
Gain on sale of discontinued operations, net of tax	—	(14,813)
Loss on impairment of fixed assets	—	149
Deferred income taxes	31,782	(10,647)
Provision for excess and obsolete inventories	2,013	2,813
Allowance for doubtful accounts, returns and discounts	(116)	1,161
Excess tax benefits from stock-based compensation	(194)	—
Other non-cash adjustments, net	1,108	1,220
Changes in assets and liabilities:		
Accounts receivable	(472)	(310)
Inventories	2,401	10,509
Prepaid expenses and other assets	(5,321)	8,522
Accounts payable	(786)	(5,418)
Deferred revenue	7,770	5,127
Income taxes payable	(8,292)	(39,209)
Accrued and other liabilities	(4,717)	(8,244)
Net cash provided by operating activities	27,521	35,134
Cash flows from investing activities:		
Purchases of investments	(26,599)	(54,773)
Proceeds from maturities of investments	43,236	50,681
Proceeds from sales of investments	7,408	31,506
Purchases of property and equipment	(8,859)	(11,249)
Purchases of long-term investments	(5,867)	—
Proceeds from sale of discontinued operations, net of selling costs	—	43,527
Net cash provided by investing activities	9,319	59,692
Cash flows from financing activities:		
Payments for repurchase of common stock	(86,407)	(103,496)
Proceeds from common stock issued to employees	1,241	5,355
Excess tax benefits from stock-based compensation	194	—
Net cash used in financing activities	(84,972)	(98,141)
Effect of exchange rate changes on cash and cash equivalents	(169)	(25)
Net decrease in cash and cash equivalents	(48,301)	(3,340)
Cash and cash equivalents at beginning of period	90,329	96,670
Cash and cash equivalents at end of period	$42,028	$93,330

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1: BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) which Harmonic Inc. (“Harmonic,” or the “Company”) considers necessary for a fair statement of the results of operations for the interim periods covered and the consolidated financial condition of the Company at the date of the balance sheets. This Quarterly Report on Form 10-Q should be read in conjunction with the Company’s audited consolidated financial statements contained in the Company’s Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on February 28, 2014 (“2013 Form 10-K”). The interim results presented herein are not necessarily indicative of the results of operations that may be expected for the full fiscal year ending December 31, 2014, or any other future period. The Company’s fiscal quarters are based on 13-week periods, except for the fourth quarter, which ends on December 31. The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The year-end condensed balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (“US GAAP”).

Discontinued Operations

In the first quarter of fiscal 2013, the Company completed the sale of its cable access hybrid-fiber coaxial ("HFC") business to Aurora Networks (“Aurora”). The results of operations associated with the cable access HFC business were presented as discontinued operations in its unaudited condensed consolidated financial statements as described in Note 3, "Discontinued Operations". There were no operating activities associated with the cable access HFC business after December 31, 2013. Unless noted otherwise, all discussions herein with respect to the Company’s unaudited condensed consolidated financial statements relate to the Company’s continuing operations.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Variable Interest Entities

From time to time, the Company may enter into investments in entities that are considered variable interest entities under Accounting Standards Codification (ASC) Topic 810. If the Company is the primary beneficiary of a variable interest entity ("VIE"), it is required to consolidate it. To determine if the Company is the primary beneficiary of a VIE, the Company evaluates whether it has (1) the power to direct the activities that most significantly impact the VIE's economic performance, and (2) the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. The assessment of whether the Company is the primary beneficiary of its VIE requires significant assumptions and judgments.

Investments in Equity Securities

The Company accounts for its investments in entities that it does not have significant influence under the cost method. Investments in equity securities are carried at fair value if the fair value of the security is readily determinable. Equity investments carried at fair value are classified as long-term investments and included in "Other assets" in the Company's Condensed Consolidated Balance Sheet. Unrealized gains and losses, net of taxes, on the long-term investments are included in the Company's Condensed Consolidated Balance Sheet as a component of accumulated other comprehensive income (loss). Investments in equity securities that do not qualify for fair value accounting or equity method accounting are accounted for under the cost method. In accordance with the cost method, the Company's initial investment is recorded at cost and the Company reviews all of its cost method investments quarterly to determine if impairment indicators exist. Cost method investments are classified as long-term investments and

included in "Other assets" in the Company's Condensed Consolidated Balance Sheet.

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Segment Reporting

The Company operates its business in one reportable segment, which is the design, manufacture and sale of versatile and high performance video infrastructure products and system solutions. Operating segments are defined as components of an enterprise that engage in business activities for which separate financial information is available and evaluated by the chief operating decision maker (which for Harmonic is the Chief Executive Officer) in deciding how to allocate resources and assess performance. More recently, the Company has started to view its business through two market segments: Video and Cable Edge. As part of its annual year-end financial planning process, the Company expects to develop internal processes, policies and controls to enable timely and reliable measuring of operating profits by these segments. The Company expects the chief operating decision maker will apply this information in deciding how to allocate resources and assess the Company's performance. As such, the Company anticipates reporting the operating results for the Video and Cable Edge business in its segment reporting in the fourth quarter of 2014.

Significant Accounting Policies

The Company’s significant accounting policies are described in Note 2 to its audited Consolidated Financial Statements included in its 2013 Form 10-K. There have been no significant changes to these policies during the nine months ended September 26, 2014.

NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

In March 2013, the FASB issued ASU 2013-05, “Parent’s Accounting for the Cumulative Translation Adjustment upon De-recognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity”. The ASU addresses accounting for a cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The new guidance became effective for the Company beginning in the first quarter of fiscal 2014 and it did not have a material impact on the Company’s Consolidated Financial Statements.

In July 2013, the FASB issued ASU 2013-11, “Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists”. Under certain circumstances, unrecognized tax benefits should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The new guidance became effective for the Company beginning in the first quarter of fiscal 2014 and it did not have a material impact on the Company’s Consolidated Financial Statements.

On April 10, 2014, the FASB issued ASU 2014-08, “Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity". This guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. The guidance is effective for the Company beginning in the first quarter of fiscal 2015. The Company does not expect the adoption of ASU 2014-08 will have a material impact on its financial position, results of operations or cash flows.

On May 28, 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers", requiring an entity to recognize the amount of revenue that reflects the consideration to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The updated standard becomes effective for the Company in the first quarter of fiscal 2017. We have not yet selected a transition method and we are currently evaluating the effect that the updated standard will have on our consolidated financial statements and related disclosures.

NOTE 3: DISCONTINUED OPERATIONS

In February 2013, the Company entered into an Asset Purchase Agreement with Aurora pursuant to which the Company agreed to sell its cable access HFC business for $46.0 million in cash. On March 5, 2013, the sale transaction closed and the Company received gross proceeds of $46.0 million from the sale and recorded a net gain of $15.0 million in connection with the sale in the first quarter of fiscal 2013, adjusted by ($0.2) million in the second quarter of fiscal 2013, primarily related to adjustments on inventory and fixed assets sold to Aurora, for a net gain of $14.8 million. The gain was included in income from discontinued operations, net of tax in the Condensed Consolidated Statement of Operations for the nine months ended September 27, 2013.

In March 2013, the Company entered into a transition services agreement (‘TSA”) with Aurora to provide contract manufacturing and other various support, including providing order fulfillment, taking warranty calls, attending to product

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returns from customers, providing cost accounting analysis, receiving payments from customers and remitting such payments to Aurora. The TSA fees were a fixed amount per month and were determined based on the Company's estimated cost of delivering the transition services. In addition, in April 2013, the Company and Aurora signed a sublease agreement for the Company's Milpitas warehouse for the remaining period of the lease.

The TSA ended in October 2013 and the billing to Aurora was recorded in the Condensed Consolidated Statements of Operations under income from continuing operations as an offset to the expenses incurred to deliver the transition services. The table below provides details on the income statement caption under which the TSA billing was recorded (in thousands):

	Three months ended September 27, 2013	Nine months ended
Product cost of revenue	$41	$577
Research and development	—	21
Selling, general and administrative	7	379
Total TSA billing to Aurora	$48	$977

The Company recorded a gain of $14.8 million in the nine months ended September 27, 2013 , in connection with the sale of the cable access HFC business, calculated as follows (in thousands):

Gross Proceeds		$46,000
Less : Carrying value of net assets		
Inventories, net	$10,579	
Prepaid expenses and other current assets	612	
Property and equipment, net	1,180	
Goodwill de-recognized	14,547	
Deferred revenue	(4,499)	
Accrued liabilities	(939)	
Total net assets sold and de-recognized		$21,480
Less : Selling cost		2,473
Less : Tax effect		7,234
Gain on disposal, net of taxes		$14,813

Since the Company has one reporting unit, upon the sale of the cable access HFC business, approximately $14.5 million of the carrying value of goodwill was allocated to the cable access HFC business based on the relative fair value of the cable access HFC business to the fair value of the Company. The remaining carrying value of goodwill was tested for impairment, and the Company determined that goodwill was not impaired as of March 29, 2013.

The results of operations associated with the cable access HFC business are presented as discontinued operations in the Company's Condensed Consolidated Statements of Operations for fiscal 2013. There were no operating activities associated with the cable access HFC business after December 31, 2013. Revenue and the components of net income related to the discontinued operations for the three and nine months ended September 27, 2013 were as follows (in thousands):

	Three months ended September 27, 2013	Nine months ended
Revenue	$161	$9,717
Operating income	$154	$669
Less : Provision for (benefit from) income taxes	57	(137)
Add : Gain (loss) on disposal, net of taxes	(6)	14,813
Income from discontinued operations, net of taxes	$91	$15,619

NOTE 4: INVESTMENTS IN EQUITY SECURITIES

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On September 26, 2014, the Company acquired a 19.8% interest in VJU iTV Development GmbH ("VJU"), a software company based in Austria, for $2.5 million. Since VJU's equity is deemed not sufficient to permit it to finance its activities without additional support from its shareholders, VJU is considered a variable interest entity ("VIE"). The Company determined that it is not the primary beneficiary of VJU because its financial interest in VJU's equity and its research and development agreement with VJU do not empower the Company to direct VJU's activities that will most significantly impact VJU's economic performance. VJU is accounted for as a cost method investment as the Company does not have significant influence over the operational and financial policies of VJU. As of September 26, 2014, the carrying value of VJU was $2.5 million and it is included in “Other assets" in the Condensed Consolidated Balance Sheet. As of September 26, 2014, the Company's maximum exposure to loss from investment in VJU was limited to the investment cost and research and development fees paid to VJU in the amount of $2.5 million and $0.1 million, respectively.

On September 2, 2014, the Company acquired a 3.3% interest in Vislink plc ("Vislink"), a U.K. public company listed on the AIM exchange, for $3.3 million, and also made $3.3 million prepayment for future software license purchases. The investment in Vislink is being accounted for as a cost method investment as the Company does not have significant influence over the operational and financial policies of Vislink. The Vislink investment is marked to market for the difference in fair value at period end, and as of September 26, 2014, the carrying value of Vislink was $3.1 million and is included in “Other assets" in the Condensed Consolidated Balance Sheet. The $3.3 million prepayment for future software license purchases is included in "Prepaid expenses and other current assets" in the Condensed Consolidated Balance Sheet.

The Company reviews all of its cost method investments quarterly to determine if impairment indicators exist.

NOTE 5: SHORT-TERM INVESTMENTS

The following table summarizes the Company’s short-term investments (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
As of September 26, 2014				
State, municipal and local government agencies bonds	$25,719	$26	$(31)	$25,714
Corporate bonds	26,150	5	(17)	26,138
Commercial paper	3,299	—	—	3,299
U.S. federal government bonds	—	—	—	—
Total short-term investments	$55,168	$31	$(48)	$55,151
As of December 31, 2013				
State, municipal and local government agencies bonds	$40,426	$38	$(15)	$40,449
Corporate bonds	33,483	20	(7)	33,496
Commercial paper	2,299	—	—	2,299
U.S. federal government bonds	4,004	4	—	4,008
Total short-term investments	$80,212	$62	$(22)	$80,252

The following table summarizes the maturities of the Company’s short-term investments (in thousands):

	September 26, 2014	December 31, 2013
Less than one year	$44,452	$55,278
Due in 1 - 2 years	10,699	24,974
Total short-term investments	$55,151	$80,252

These available-for-sale investments are presented as Current Assets as they are available for current operations. Realized gains and losses from the sale of investments for the three and nine months ended September 26, 2014 and September 27, 2013 were not material.

Impairment of Investments

The Company monitors its investment portfolio for impairment on a periodic basis. In the event that the carrying value of an investment exceeds its fair value and the decline in value is determined to be other-than-temporary, an impairment charge is recorded and a new cost basis for the investment is established. A decline of fair value below amortized costs of debt securities is considered other-than-temporary if the Company has the intent to sell the security or it is more likely than not that the

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Company will be required to sell the security before recovery of the entire amortized cost basis. At the present time, the Company does not intend to sell its investments that have unrealized losses in accumulated other comprehensive loss. In addition, the Company does not believe that it is more likely than not that it will be required to sell its investments that have unrealized losses in accumulated other comprehensive loss before the Company recovers the principal amounts invested. The Company believes that the unrealized losses are temporary and do not require an other-than-temporary impairment, based on its evaluation of available evidence as of September 26, 2014.

As of September 26, 2014, there were no individual available-for-sale securities in a material unrealized loss position and the amount of unrealized losses on the total investment balance was insignificant.

NOTE 6: DERIVATIVES AND HEDGING ACTIVITIES

The Company enters into foreign currency forward contracts to minimize the short-term impact of foreign currency exchange rate fluctuations on cash and certain trade and inter-company receivables and payables, primarily denominated in Euro, British pound, Japanese yen and Israeli shekel. These contracts reduce the exposure to fluctuations in foreign currency exchange rate movements as the gains and losses associated with foreign currency balances are generally offset with the gains and losses on the forward contracts. These contracts are not designated as hedges that are eligible for hedge accounting treatment and are marked to market through earnings every period and generally range from one to three months in original maturity. The Company does not enter into foreign currency forward contacts for trading purposes. The balance sheet location and net fair value of each of the Company's derivatives are as follows (in thousands):

		Fair Value of Asset (Liability)	
Derivatives not designated as hedging instruments	Balance Sheet Location	September 26, 2014	December 31, 2013
Foreign currency contracts	Prepaid expenses and other current assets	$19	$196
Foreign currency contracts	Accrued liabilities	(331)	(195)

The effects of the changes in the fair values of non-designated foreign currency forward contracts are summarized as follows (in thousands) :

	Three Months Ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Gain (loss) recorded in other income (expense), net	$(95)	$(157)	$(201)	$658

NOTE 7: FAIR VALUE MEASUREMENTS

The applicable accounting guidance establishes a framework for measuring fair value and requires disclosure about the fair value measurements of assets and liabilities. This guidance requires the Company to classify and disclose assets and liabilities measured at fair value on a recurring basis, as well as fair value measurements of assets and liabilities measured on a nonrecurring basis in periods subsequent to initial measurement, in a three-tier fair value hierarchy as described below.

The guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability, in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date.

Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The guidance describes three levels of inputs that may be used to measure fair value:

- Level 1 — Observable inputs that reflect quoted prices for identical assets or liabilities in active markets.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. The Company primarily uses broker quotes for valuation of its short-term investments. The forward exchange contracts are classified as Level 2 because they are valued using quoted market prices and other observable data for similar instruments in an active market.

- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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The Company uses the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. During the nine months ended September 26, 2014, there were no nonrecurring fair value measurements of assets and liabilities subsequent to initial recognition.

The following table sets forth the fair value of the Company's financial assets and liabilities measured at fair value based on the three-tier fair value hierarchy (in thousands):

	Level 1	Level 2	Level 3	Total
As of September 26, 2014				
Cash equivalents				
Money market funds	$4,292	$—	$—	$4,292
Short-term investments				
State, municipal and local government agencies bonds	—	25,714	—	25,714
Corporate bonds	—	26,138	—	26,138
Commercial paper	—	3,299	—	3,299
U.S. federal government bonds		—	—	—
Prepaids and other current assets				
Derivative assets (1)	—	19	—	19
Other assets				
Long-term investment	3,101			3,101
Total assets measured and recorded at fair value	$7,393	$55,170	$—	$62,563
Accrued liabilities				
Derivative liabilities (1)	$—	$331	$—	$331
Total liabilities measured and recorded at fair value	$—	$331	$—	$331

	Level 1	Level 2	Level 3	Total
As of December 31, 2013				
Cash equivalents				
Money market funds	$51,014	$—	$—	$51,014
Short-term investments				
State, municipal and local government agencies bonds	—	40,449	—	40,449
Corporate bonds	—	33,496	—	33,496
Commercial paper	—	2,299	—	2,299
U.S. federal government bonds	4,008	—	—	4,008
Prepaids and other current assets				
Derivative assets (1)	—	196	—	196
Total assets measured and recorded at fair value	$55,022	$76,440	$—	$131,462
Accrued liabilities				
Derivative liabilities (1)	$—	$195	$—	$195
Total liabilities measured and recorded at fair value	$—	$195	$—	$195

(1) Derivative assets and liabilities represent forward currency exchange contracts. The Company enters into these contracts to minimize the short-term impact of foreign currency exchange rates fluctuations primarily from trade and inter-company receivables and payables.

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NOTE 8: BALANCE SHEET COMPONENTS

The following tables provide details of selected balance sheet components (in thousands):

	September 26, 2014	December 31, 2013
Accounts receivable, net:		
Accounts receivable	$81,988	$83,266
Less: allowances for doubtful accounts, returns and discounts	(6,348)	(8,214)
Accounts receivable, net	$75,640	$75,052
Inventories:		
Raw materials	$1,805	$2,389
Work-in-process	1,780	976
Finished goods	28,927	33,561
	$32,512	$36,926
Property and equipment, net:		
Furniture and fixtures	$8,796	$8,227
Machinery and equipment	117,765	114,178
Leasehold improvements	8,386	7,888
Property and equipment, gross	134,947	130,293
Less: accumulated depreciation and amortization	(104,133)	(95,348)
	$30,814	$34,945

NOTE 9: GOODWILL AND IDENTIFIED INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the nine months ended September 26, 2014 are as follows (in thousands):

Balance at beginning of period	$198,022
Foreign currency translation adjustment	(15)
Balance at end of period	$198,007

The following is a summary of identified intangible assets (in thousands):

		September 26, 2014			December 31, 2013		
	Range of Useful Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Identifiable intangibles:							
Developed core technology	4-6 years	$136,145	$ (134,731)	$1,414	$136,145	$(121,681)	$ 14,464
Customer relationships/contracts	5-6 years	67,098	(57,568)	9,530	67,098	(53,772)	13,326
Trademarks and tradenames	4-5 years	11,361	(11,361)	—	11,361	(10,565)	796
Maintenance agreements and related relationships	6-7 years	7,100	(5,304)	1,796	7,100	(4,567)	2,533
Total identifiable intangibles		$221,704	$ (208,964)	$12,740	$221,704	$(190,585)	$ 31,119

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Amortization expense for the identifiable purchased intangible assets for the three and nine months ended September 26, 2014 and September 27, 2013 was allocated as follows (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Included in cost of revenue	$3,851	$4,763	$13,049	$14,470
Included in operating expenses	1,661	2,001	5,329	6,099
Total amortization expense	$5,512	$6,764	$18,378	$20,569

The estimated future amortization expense of purchased intangible assets with definite lives is as follows (in thousands):

	Cost of Revenue	Operating Expenses	Total
Year ended December 31,			
2014 (remaining 3 months)	$695	$1,446	$2,141
2015	719	5,783	6,502
2016	—	4,097	4,097
Total future amortization expense	$1,414	$11,326	$12,740

NOTE 10: RESTRUCTURING AND RELATED CHARGES

The Company accounts for its restructuring plans under the authoritative guidance for exit or disposal activities. The restructuring and related charges are included in “Product cost of revenue” and "Operating expenses-restructuring and related charges” in the Condensed Consolidated Statements of Operations. The following table summarizes the restructuring and related charges (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Restructuring and related charges in:				
Product cost of revenue	$15	$324	$94	$530
Operating expenses-Restructuring and related charges	388	259	821	925
	$403	$583	$915	$1,455

Harmonic 2013 Restructuring

In the first quarter of fiscal 2013, the Company committed to a restructuring plan to reduce costs and improve efficiencies. This restructuring plan extended to actions taken through fiscal 2014. In fiscal 2013, the Company recorded $2.2 million of restructuring charges under this plan consisting of worldwide workforce reductions, writing down leasehold improvements and furniture related to its Milpitas warehouse to estimated net realizable value, and obsolete inventory at its Israel facilities. Of the $2.2 million restructuring charges in fiscal 2013, $1.5 million was recorded in the nine months ended September 27, 2013. For a complete discussion of the restructuring actions related to the 2013 restructuring plan, please refer to Note 9 of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The Company recorded restructuring charges of $403,000 and $915,000 under this plan, in the three and nine months ended September 26, 2014, respectively. The restructuring charges in the nine months ended September 26, 2014 consisted of severance and benefits related to the termination of twenty-five employees worldwide, costs associated with exiting from a research and development project, as well as costs associated with vacating from an excess facility in France. The following table summarizes the activity in the restructuring accrual under this plan during the nine months ended September 26, 2014 (in thousands):

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	Severance	Termination of a research & development project	Excess facilities	Total
Balance at December 31, 2013	$179	$—	$—	$179
2013 Plan restructuring charges	829	63	32	924
Adjustments to restructuring provisions	(9)	—	—	(9)
Cash payments	(715)	—	(32)	(747)
Balance at September 26, 2014	$284	63	$—	$347

The Company anticipates that the remaining restructuring accrual balance of $347,000 will be substantially paid out by the end of the fourth quarter of fiscal 2014.

HFC Restructuring

As a result of the sale of the cable access HFC business in March 2013, the Company recorded $600,000 of restructuring charges under "Income from discontinued operations" in fiscal 2013 consisting of severance and benefits and contract termination costs. For a complete discussion of the restructuring actions related to the HFC restructuring plan, please refer to Note 9 of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The remaining restructuring accrual balance of $13,000 as of December 31, 2013 was fully paid in the first quarter of fiscal 2014.

NOTE 11: CREDIT FACILITIES

Harmonic has a bank line of credit facility with Silicon Valley Bank that provides for borrowings of up to $10.0 million and matures on December 31, 2014. This facility, which became effective in August 2011 and was amended in August 2012, and further amended in August 2013, contains a financial covenant that requires Harmonic to maintain a ratio of unrestricted cash, accounts receivable and short term investments to current liabilities (less deferred revenue) of at least 1.75 to 1.00. On August 22, 2014, a third amendment was made to extend the maturity date to December 31, 2014 and the LIBOR margin was reduced from 1.75% to 1.50%.

There were no borrowings during the nine months ended September 26, 2014. As of September 26, 2014, the amount available for borrowing under this facility, net of $0.2 million of standby letters of credit, was $9.8 million.

As of September 26, 2014, the Company’s ratio under that covenant was 3.26 to 1. In the event of noncompliance by Harmonic with the covenants under the facility, including the financial covenant referenced above, Silicon Valley Bank would be entitled to exercise its remedies under the facility, including declaring all obligations immediately due and payable. As of September 26, 2014, Harmonic was in compliance with the covenants under the line of credit facility. Borrowings pursuant to the line would bear interest at the bank’s prime rate (3.25% at September 26, 2014,) or at LIBOR for the desired borrowing period (an annualized rate of 0.15% for a one month borrowing period at September 26, 2014) plus 1.50%, or 1.65%. Borrowings are not collateralized.

NOTE 12: EMPLOYEE BENEFIT PLANS

Harmonic grants stock options and restricted stock units (“RSUs”) pursuant to stockholder approved equity incentive plans. These equity incentive plans are described in detail in Note 12, “Employee Benefit Plans”, of Notes to Consolidated Financial Statements in the 2013 Form 10-K.

Stock Options and Restricted Stock Units

The following table summarizes the Company’s stock option and RSU unit activity during the nine months ended September 26, 2014 (in thousands, except per share amounts):

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		Stock Options Outstanding		Restricted Stock Units Outstanding	
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price	Number of Units	Weighted Average Grant Date Fair Value
Balance at December 31, 2013	8,752	7,885	$6.92	3,018	$ 6.34
Authorized	350	—	—	—	—
Granted	(3,477)	1,450	6.52	1,352	6.55
Options exercised	—	(329)	4.91	—	—
Shares released	—	—	—	(1,589)	6.32
Forfeited or cancelled	1,753	(1,592)	8.15	(232)	6.13
Balance at September 26, 2014	7,378	7,414	$6.67	2,549	$ 6.49

The following table summarizes information about stock options outstanding as of September 26, 2014 (in thousands, except per share amounts):

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Vested and expected to vest	7,095	$6.68	3.6	$3,118
Exercisable	4,760	6.84	2.5	2,519

The intrinsic value of options vested and expected to vest and exercisable as of September 26, 2014 is calculated based on the difference between the exercise price and the fair value of the Company’s common stock as of September 26, 2014. The intrinsic value of options exercised is calculated based on the difference between the exercise price and the fair value of the Company's common stock as of the exercise date. The intrinsic value of options exercised during the three and nine months ended September 26, 2014 was $0.3 million and $0.7 million, respectively. The intrinsic value of options exercised during the three and nine months ended September 27, 2013 was $1.1 million and $2.0 million, respectively.

The following table summarizes information about restricted stock units outstanding as of September 26, 2014 (in thousands, except per share amounts):

	Number of Shares Underlying Restricted Stock Units	Weighted Average Remaining Vesting Period (Years)	Aggregate Fair Value
Vested and expected to vest	2,365	0.7	$15,114

The fair value of restricted stock units vested and expected to vest as of September 26, 2014 is calculated based on the fair value of the Company's common stock as of September 26, 2014.

Employee Stock Purchase Plan

The 2002 Employee Stock Purchase Plan (“ESPP”) provides for the issuance of common stock purchase rights to employees of the Company. The ESPP is intended to qualify as an “employee stock purchase plan” under Section 423 of the Internal Revenue Code. The ESPP enables employees to purchase shares at 85% of the fair market value of the common stock at the beginning or end of the offering period, whichever is lower. Offering periods generally begin on the first trading day on or after January 1 and July 1 of each year. Employees may participate through payroll deductions of 1% to 10% of their earnings. In the event that there are insufficient shares in the plan to fully fund the issuance, the available shares will be allocated across all participants based on their contributions relative to the total contributions received for the offering period.

There was a shortage of approved shares in the ESPP to fund the total employee contributions from January 2, 2013 to June 30, 2013. The shares available in the plan were sufficient to fund approximately 53% of the total contributions. As a result, the shares available were issued ratably to the participants based on each of their contributions during the offering period, relative to the total contributions received from all participants. The participants were refunded the remaining 47% of their contributions and the ESPP was suspended for the second half of 2013. The Company's stockholders approved a 1,000,000

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share increase in the authorized shares for the ESPP during the Company's annual meeting on August 14, 2013, and contributions under the ESPP resumed in January 2014. In anticipation of another potential future shortfall of approved shares in the ESPP, the Company's stockholders approved an additional 1,000,000 share increase in the authorized shares for the ESPP during the Company's annual meeting on July 29, 2014.

401(k) Plan

Harmonic has a retirement/savings plan which qualifies as a thrift plan under Section 401(k) of the Internal Revenue Code. This plan allows participants to contribute up to the applicable Internal Revenue Code limitations under the plan. Harmonic has made discretionary contributions to the plan of 25% of the first 4% contributed by eligible participants, up to a maximum contribution per participant of $1,000 per year. Harmonic contributed $354,000 and $387,000 for the nine months ended September 26, 2014 and September 27, 2013, respectively.

NOTE 13: STOCK-BASED COMPENSATION

Stock-based compensation expense consists primarily of expenses for stock options and restricted stock units granted to employees and shares issued under the ESPP. The following table summarizes stock-based compensation expense (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Stock-based compensation in:				
Cost of revenue	$612	$605	$1,751	$1,838
Research and development expense	1,219	1,076	3,589	3,400
Selling, general and administrative expense	2,521	2,264	7,380	6,628
Total stock-based compensation in operating expense	3,740	3,340	10,969	10,028
Total stock-based compensation	$4,352	$3,945	$12,720	$11,866

Stock Options

The Company estimated the fair value of all employee stock options using a Black-Scholes valuation model with the following weighted average assumptions:

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Expected term (years)	4.70	4.70	4.70	4.70
Volatility	40 %	46 %	40 %	51 %
Risk-free interest rate	1.8 %	1.5 %	1.7 %	0.8 %
Expected dividends	0.0 %	0.0 %	0.0 %	0.0 %

The expected term represents the weighted-average period that the stock options are expected to remain outstanding. The computation of the expected term was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The Company uses its historical volatility for a period equivalent to the expected term of the options to estimate the expected volatility. The risk-free interest rate that the Company uses in the Black-Scholes option valuation model is based on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term. The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and, therefore, used an expected dividend yield of zero in the valuation model.

The Company is required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. The Company uses historical data to estimate pre-vesting option forfeitures and records stock-based compensation expense only for those awards that are expected to vest. All stock-based payment awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods.

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The weighted-average fair value per share of options granted was $2.48 and $3.02 for the three months ended September 26, 2014 and September 27, 2013, respectively. The weighted-average fair value per share of options granted was $2.36 and $2.51 for the nine months ended September 26, 2014 and September 27, 2013, respectively.

The fair value of all stock options vested during the three months ended September 26, 2014 and September 27, 2013 was $0.6 million and $0.8 million respectively. The fair value of all stock options vested during the nine months ended September 26, 2014 and September 27, 2013 was $2.6 million and $2.8 million respectively.

The total realized tax benefit attributable to stock options exercised during the nine months ended September 26, 2014, in jurisdictions where this expense is deductible for tax purposes, was $194,000. The Company did not recognize any tax benefit attributable to stock options exercised during the nine months ended September 27, 2013.

Restricted Stock Units

The aggregate fair value of all restricted stock units issued during the three months ended September 26, 2014 and September 27, 2013 was $2.7 million and $2.8 million respectively. The estimated fair value of all restricted stock units issued during the nine months ended September 26, 2014 and September 27, 2013 were $10.0 million and $10.2 million respectively.

Employee Stock Purchase Plan

The value of the stock purchase rights under the ESPP consists of: (1) the 15% discount on the purchase of the stock; (2) 85% of the fair value of the call option; and (3) 15% of the fair value of the put option. The call option and put option were valued using the Black-Scholes option pricing model. The weighted average fair value of the Company's ESPP shares at purchase dates was estimated using the following weighted average assumptions during the nine months ended September 26, 2014 and September 27, 2013:

	Purchase Period Ending		
	December 31, 2014	June 30, 2014	June 30, 2013
Expected term (years)	0.50	0.50	0.49
Volatility	33 %	28 %	30 %
Risk-free interest rate	0.1 %	0.1 %	0.2 %
Expected dividends	0.0 %	0.0 %	0.0 %
Estimated weighted average fair value per share at purchase date	$1.84	$1.70	$1.23

The expected term represents the period of time from the beginning of the offering period to the purchase date. The Company uses its historical volatility for a period equivalent to the expected term of the options to estimate the expected volatility. The risk-free interest rate that the Company uses in the Black-Scholes option valuation model is based on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term. The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and, therefore, used an expected dividend yield of zero in the valuation model.

The ESPP was suspended for the second half of 2013 due to all authorized shares under the plan having been issued through the offering period ended June 30, 2013. The Company’s stockholders approved a 1,000,000 share increase in the authorized shares for the ESPP during the Company’s annual meeting on August 14, 2013, and contributions under the ESPP resumed in January 2014. As a result, the Company did not have any stock-based compensation expense in the second half of fiscal 2013 related to the ESPP.

Unrecognized Stock-Based Compensation

As of September 26, 2014, total unamortized stock-based compensation cost related to unvested stock options and restricted stock units was $17.1 million. This amount will be recognized as expense using the straight-line attribution method over the remaining weighted-average vesting period of 1.7 years.

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NOTE 14: INCOME TAXES

The Company reported the following operating results for the periods presented (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Loss from continuing operations before income taxes	$(3,752)	$(2,278)	$(19,594)	$(21,955)
Provision for (benefit from) income taxes	(4,830)	(38,953)	21,800	(45,723)
Effective income tax rate	128.7%	1,710.0%	(111.3)%	208.3%

The Company's quarterly income taxes reflect an estimate of the corresponding fiscal year's annual effective tax rate and include, where applicable, adjustments for discrete tax items.

The Company's effective rate for the nine months ended September 26, 2014 was different from the U.S. federal statutory rate of 35%, primarily due to a $28.7 million increase in the valuation allowance against both U.S. federal, California and other state deferred tax assets, as a result of a history of operating losses in recent years that has led to uncertainty with respect to the Company’s ability to realize certain of its net deferred tax assets, of which $4.2 million and $24.5 million were recorded in the third and second quarter of 2014, respectively. This unfavorable impact was offset partially by $8.5 million of net tax benefit, recorded in the third quarter of 2014, associated with the release of tax reserves for uncertain tax positions as a result of the expiration of statues of limitations.

The Company's effective rate for the nine months ended September 27, 2013 was different from the U.S. federal statutory rate of 35%, primarily attributable to the net of various discrete items, non-deductible amortization on foreign intangibles, the differential in foreign tax rates, federal research and development tax credit, and non-deductible stock-based compensation expense. The discrete items included primarily the $38.4 million tax benefit associated with the reversal of previously recorded federal and, to a lesser extent, foreign income taxes as a result of the expiration of the applicable statues of limitations in the U.S. for 2008 and 2009 and in foreign jurisdictions for various years, and the benefit associated with the reinstatement of the prior year's federal research and development tax credit, offset partially by a higher valuation allowance on California research and development tax credit and accrued interest on uncertain tax positions.

The Company files federal, state, and foreign income tax returns in jurisdictions with varying statutes of limitations during which such tax returns may be audited and adjusted by the relevant tax authorities. The U.S. Internal Revenue Service has concluded its audit for the 2008, 2009 and 2010 tax years. The statute of limitations on the Company's 2008 and 2009 U.S. corporate income tax returns expired in September 2013, and the 2010 corporate income tax return expired in September 2014. As a result, the Company released $38.4 million of related tax reserves, including accrued interest and penalties, for the 2008 and 2009 tax years in the third quarter of 2013 and, additionally, the Company released $8.5 million of related tax reserves, including accrued interest and penalties, for the 2010 tax year in the third quarter of 2014.

The 2011 through 2013 tax years generally remain subject to examination by U.S. federal and most state tax authorities. In significant foreign jurisdictions, the 2006 through 2013 tax years generally remain subject to examination by their respective tax authorities.

The Company's operations in Switzerland are subject to a reduced tax rate under the Switzerland tax holiday which requires various thresholds of investment and employment in Switzerland. The Company has met these various thresholds and the Switzerland tax holiday is effective through the end of 2018.

As of September 26, 2014, the total amount of gross unrecognized tax benefits, including interest and penalties, was approximately $16.8 million, that if recognized, would affect the Company's effective tax rate. The Company recognizes interest and penalties related to unrecognized tax positions in income tax expense. The Company had $0.3 million of gross interest and penalties accrued as of September 26, 2014. The Company will continue to review its tax positions and provide for, or reverse, unrecognized tax benefits as issues arise. As of September 26, 2014, the Company anticipates that the balance of gross unrecognized tax benefits will decrease up to approximately $0.6 million due to expiration of the applicable statues of limitations over the next twelve months.

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NOTE 15: INCOME (LOSS) PER SHARE

The following table sets forth the computation of the basic and diluted net income (loss) per share (in thousands, except per share amounts):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Numerator:				
Income (loss) from continuing operations	$1,078	$36,675	$(41,394)	$23,768
Income from discontinued operations	—	91	—	15,619
Net income (loss)	$1,078	$36,766	$(41,394)	$39,387
Denominator:				
Weighted average number of common shares outstanding				
Basic	90,618	101,144	94,113	108,695
Effect of dilutive securities from stock options, restricted stock units and ESPP	1,182	1,579	—	1,184
Diluted	91,800	102,723	94,113	109,879
Basic net income (loss) per share from:				
Continuing operations	$0.01	$0.36	$(0.44)	$0.22
Discontinued operations	$0.00	0.00	$0.00	$0.14
Net Income (loss)	$0.01	$0.36	$(0.44)	$0.36
Diluted net income (loss) per share from:				
Continuing operations	$0.01	$0.36	$(0.44)	$0.22
Discontinued operations	$—	$—	$—	$0.14
Net Income (loss)	$0.01	$0.36	$(0.44)	$0.36

The following table sets forth the potentially dilutive shares from stock options, restricted stock units and the ESPP, for the periods presented, that were excluded from the net income (loss) per share computations because their effect was anti-dilutive (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Potentially dilutive equity awards outstanding	5,196	6,144	9,321	10,681

NOTE 16: COMMITMENTS AND CONTINGENCIES

Leases

Future minimum lease payments under non-cancelable operating leases as of September 26, 2014, after giving effect to $0.3 million of future sublease income from Aurora, are as follows (in thousands):

Years ending December 31,	
2014 (remaining three months)	$2,622
2015	10,307
2016	8,600
2017	7,795
2018	7,650
Thereafter	13,731
Total	$50,705

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Warranties

The Company accrues for estimated warranty costs at the time of product shipment. Management periodically reviews the estimated fair value of its warranty liability and records adjustments based on the terms of warranties provided to customers, historical and anticipated warranty claims experience, and estimates of the timing and cost of warranty claims. Activity for the Company's warranty accrual, which is included in accrued liabilities, is summarized below (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Balance at beginning of period	$3,532	$3,228	$3,606	$4,292
Transfer to Aurora as part of the sale of discontinued operations	—	—	—	(939)
Accrual for current period warranties	2,028	1,991	5,383	5,333
Warranty costs incurred	(1,629)	(1,705)	(5,058)	(5,172)
Balance at end of period	$3,931	$3,514	$3,931	$3,514

Purchase Commitments with Contract Manufacturers and Other Suppliers

The Company relies on a limited number of contract manufacturers and suppliers to provide manufacturing services for a substantial majority of its products. In addition, some components, sub-assemblies and modules are obtained from a sole supplier or limited group of suppliers. During the normal course of business, in order to reduce manufacturing lead times and ensure adequate component supply, the Company enters into agreements with certain contract manufacturers and suppliers that allow them to procure inventory based upon criteria defined by the Company. The Company had approximately $17.6 million of non-cancelable purchase commitments with contract manufacturers and other suppliers as of September 26, 2014.

Standby Letters of Credit

As of September 26, 2014, the Company's financial guarantees consisted of standby letters of credit outstanding, which were principally related to performance bonds and state requirements imposed on employers. The maximum amount of potential future payments under these arrangements was $0.2 million as of September 26, 2014.

Indemnification

Harmonic is obligated to indemnify its officers and the members of its Board of Directors pursuant to its bylaws and contractual indemnity agreements. Harmonic also indemnifies some of its suppliers and most of its customers for specified intellectual property matters pursuant to certain contractual arrangements, subject to certain limitations. The scope of these indemnities varies, but, in some instances, includes indemnification for damages and expenses (including reasonable attorneys' fees). There have been no amounts accrued in respect of these indemnification provisions through September 26, 2014.

Guarantees

The Company has $0.4 million of guarantees in Israel as of September 26, 2014, with the majority relating to rent obligations for buildings used by its Israeli subsidiaries.

Legal proceedings

From time to time, the Company is involved in lawsuits as well as subject to various legal proceedings, claims, threats of litigation, and investigations in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. The Company assesses potential liabilities in connection with each lawsuit and threatened lawsuits and accrues an estimated loss for these loss contingencies if both of the following conditions are met: information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. While certain matters to which the Company is a party specify the damages claimed, such claims may not represent reasonably possible losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated.

In October 2011, Avid Technology, Inc. (“Avid”) filed a complaint in the United States District Court for the District of Delaware alleging that Harmonic’s Media Grid product infringes two patents held by Avid. A jury trial on this complaint commenced on January 23, 2014 and, on February 4, 2014, the jury returned a unanimous verdict in favor of Harmonic, rejecting Avid's infringement allegations in their entirety. Avid filed a post-trial motion asking the court to set aside the jury’s

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verdict. Briefing is complete and the parties are awaiting an order on Avid's motion. Harmonic believes it is unlikely the judge will grant Avid's motion. Avid has indicated it intends to appeal the verdict if its motion is not granted.

In June 2012, Avid served a subsequent complaint in the United States District Court for the District of Delaware alleging that Harmonic's Spectrum product infringes one patent held by Avid. The complaint seeks injunctive relief and unspecified damages. In September 2013, the U.S. Patent Trial and Appeal Board ("PTAB") authorized an inter partes review to be instituted as to claims 1-16 of the patent asserted in this second complaint. A hearing before the PTAB was conducted on May 20, 2014. On July 10, 2014, the PTAB issued a decision finding claims 1 - 10 invalid and claims 11 - 16 not invalid. Harmonic filed an appeal with respect to the PTAB's decision on claims 11 - 16 and the appeal has been docketed with the Federal Circuit.

An unfavorable outcome on any litigation matter could require that Harmonic pay substantial damages, or, in connection with any intellectual property infringement claims, could require that the Company pay ongoing royalty payments or could prevent the Company from selling certain of its products. As a result, a settlement of, or an unfavorable outcome on, any of the matters referenced above or other litigation matters could have a material adverse effect on Harmonic's business, operating results, financial position and cash flows.

NOTE 17: STOCKHOLDERS' EQUITY

Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss were as follows (in thousands):

	September 26, 2014	December 31, 2013
Foreign currency translation adjustments	$(682)	$(242)
Unrealized gain (loss) on investments	(288)	33
Accumulated other comprehensive loss	$(970)	$(209)

Common Stock Repurchases

On April 24, 2012, our Board of Directors (the "Board") approved a stock repurchase program that provided for the repurchase of up to $25 million of our outstanding common stock. During 2013, the Board approved $195 million of increases to the program, increasing the aggregate authorized amount of the program to $220 million. On February 6, 2013, the Board approved a modification to the program that permits the Company to also repurchase its common stock pursuant to a plan that meets the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934. On May 14, 2014, the Board approved an increase to the aggregate amount authorized under the repurchase program of $80 million and extended the repurchase period through the end of 2016.

As of September 26, 2014, we had purchased 36.3 million shares of common stock under this program at a weighted average price of $6.19 per share for an aggregate purchase price of $224.6 million, excluding fees. The remaining authorized amount for stock repurchases under this program was $75.4 million as of September 26, 2014. For additional information, see "Item2 - Unregistered sales of equity securities and use of proceeds" of this Form 10-Q.

NOTE 18: SUBSEQUENT EVENT

On October 22, 2014, the Company acquired an approximately 18.4% ownership interest on a fully diluted basis in Encoding.com, Inc., a San Francisco-based provider of cloud-based transcoding and other media processing services, through an investment in Encoding.com's Series B financing round.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The terms "Harmonic," the "Company," "we," "us," "its," and "our," as used in this Quarterly Report on Form 10-Q ("Form 10 refer to Harmonic Inc. and its subsidiaries and its predecessors as a combined entity, except where the context requires otherwise.

Some of the statements contained in this Form 10-Q are forward-looking statements that involve risk and uncertainties. The statements contained in this Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements regarding our expectations, beliefs, intentions or strategies regarding the future. In some cases, you can identify forward-looking statements by terminology such as, "may," "will," "should," "expects," "plans," "anticipates," "believes," "intends," "estimates," "predicts," "continue" or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements regarding:

- developing trends and demands in the markets we address, particularly emerging markets;
- economic conditions, particularly in certain geographies, and in financial markets;
- new and future products and services;
- capital spending of our customers;
- our strategic direction, future business plans and growth strategy;
- industry and customer consolidation;
- expected demand for and benefits of our products and services;
- economic conditions, particularly in certain geographies, and in financial markets;
- seasonality of revenue and concentration of revenue sources;
- the potential impact of our continuing stock repurchase plan;
- potential future acquisitions and dispositions;
- anticipated results of potential or actual litigation;
- our competitive environment;
- the impact of governmental regulation;
- the impact of uncertain economic times and markets;
- anticipated revenue and expenses, including the sources of such revenue and expenses;
- expected impacts of changes in accounting rules;
- use of cash, cash needs and ability to raise capital; and
- the condition of our cash investments.

These statements are subject to known and unknown risks, uncertainties and other factors, any of which may cause our actual results to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results to differ from expectations include those discussed in "Risk Factors" beginning on page 35 of this Form 10-Q. All forward-looking statements included in this Form 10-Q are based on information available to us on the date thereof, and we assume no obligation to update any such forward-looking statements.

OVERVIEW

We design, manufacture and sell versatile and high performance video infrastructure products and system solutions that enable our customers to efficiently create, prepare and deliver a full range of video services to consumer devices, including televisions, personal computers, laptops, tablets and smart phones. We sell video processing and production and playout solutions and services worldwide to broadcast and media companies, streaming new media companies, cable operators, and satellite and telecommunications (telco) Pay-TV service providers. We also sell cable edge solutions and related services to cable operators globally.

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In the first quarter of fiscal 2013, we completed the sale of our cable access HFC business to Aurora Networks (“Aurora”) for $46.0 million in cash. The results of operations associated with the cable access HFC business were presented as discontinued operations in our unaudited condensed consolidated financial statements as described in Note 3, "Discontinued Operations". There were no operating activities associated with the cable access HFC business after December 31, 2013. Unless noted otherwise, all discussions herein with respect to the Company’s unaudited condensed consolidated financial statements relate to the Company’s continuing operations.

Historically, a majority of our revenue has been derived from relatively few customers, due in part to the consolidation of the ownership of cable operators and satellite Pay-TV service providers. Sales to our ten largest customers in the three and nine months ended September 26, 2014 accounted for approximately 36% and 37%, respectively, of our revenue, compared to 38% and 33%, respectively, for the same periods in 2013. While we continue to seek to broaden our customer base by penetrating new markets and further expanding internationally, we expect to see continuing industry consolidation and customer concentration. During the three and nine months ended September 26, 2014, revenue from Comcast accounted for approximately 15% and 18%, respectively, of our revenue, compared to 16% and 12%, respectively, for the same periods in 2013.

In the three and nine months ended September 26, 2014, we recognized revenue of $108 million and $326 million, respectively, compared to $123 million and $342 million in the same periods in 2013. The decreases in revenue in the three and nine months ended September 26, 2014, were primarily due to decreased video products revenue, primarily, we believe, as a result of some of our customers delaying their purchase decisions until products based on our new VOS software platform, as well as new UltraHD and high efficiency video coding (HEVC) technologies, become available. During the second quarter of fiscal 2014, the Company announced its new VOS solution, a software-based, fully virtualized platform that we are developing to unify the entire media processing chain, from ingest to delivery, and which is designed to operate on common server hardware in IT data center environments. Typically, a service provider or broadcast and media customer transitioning to these kinds of new technologies requires extensive planning and preparation. The decrease in our video processing and production and playout revenue was partially offset by increased revenue from our cable edge products, including our new NSG Pro product.

Our international revenue decreased 19% and 11%, respectively, in the three and nine months ended September 26, 2014, as compared to the same periods in 2013, primarily due to softer demand in the Europe, Middle East and Africa ("EMEA") region, across all our products. In particular, Africa, Russia and eastern European regions experienced softness in demand due in part to macro-economic and geopolitical issues over the course of this year. Domestic sales decreased by 4% in the three months ended September 26, 2014, as compared to the same period in 2013 and increased 3% in the nine months ended September 26, 2014, as compared to the same period in 2013. The increase in our domestic sales in the nine months ended September 26, 2014, as compared to the same period in 2013, was primarily driven by increased cable edge product sales in the U.S. to cable operators. We expect that international sales will continue to account for a significant portion of our net revenue for the foreseeable future, and expect that, due to sales in emerging markets in particular, our international revenue may increase as a percentage of our total net revenue from year to year.

Historically, our revenue has been dependent upon capital spending in the cable, satellite, telco and broadcast industries. More recently, we also have derived revenue from media companies, including streaming media providers. Industry consolidation has in the past constrained, and may in the future constrain, capital spending by our customers. If our product portfolio and product development plans do not position us well to capture an increased portion of the capital spending of customers in the markets on which we focus, our revenue may decline. As we attempt to further diversify our customer base in these markets, we may need to continue to build alliances with other equipment manufacturers and content providers, adapt our products for new applications, take orders at prices resulting in lower margins, and build internal expertise to handle the particular contractual and technical demands of the media market, which could result in higher operating costs. Implementation issues with our products or those of other vendors have caused in the past, and may cause in the future, delays in project completion for our customers and delay our recognition of revenue.

Our quarterly revenue has been, and may continue to be, affected by seasonal buying patterns. Typically, revenue in the first quarter of the year is seasonally lower than other quarters, as our customers often are still finalizing their

annual budget and capital spending projections for the year. Further, we often recognize a substantial portion of our quarterly revenues in the last month of each quarter. We establish our expenditure levels for product development and other operating expenses based on projected revenue levels for a specified period, and expenses are relatively fixed in the short term. Accordingly, even small variations in timing of revenue, particularly from large individual transactions, can cause significant fluctuations in operating results in a particular quarter.

As part of our business strategy, (1) from time to time we have acquired, and continue to consider acquiring, businesses, technologies, assets and product lines that we believe complement or may expand our existing business, and (2) from time to time we consider divesting a product line that we believe may no longer complement or expand our existing business. In September 2010, we completed the acquisition of Omneon, Inc., a company specializing in file-based infrastructure for the

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production, preparation and playout of video content typically deployed by broadcasters, satellite operators, content owners and other media companies. Omneon's business was complementary to Harmonic's core business, and expanded our customer reach into content providers and extended our product lines into video servers and video-optimized storage for content production and playout. In March 2013, we sold our cable access HFC business to Aurora Networks. See Note 3, "Discontinued Operations" of our Condensed Consolidated Financial Statements.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

There have been no material changes to our critical accounting policies, judgments and estimates, during the nine months ended September 26, 2014, from those disclosed in our 2013 Form 10-K.

RESULTS OF OPERATIONS

Net Revenue

Net Revenue by Product Line

Harmonic's consolidated net revenue, by product line, for the three and nine months ended September 26, 2014, compared to the same periods in 2013, are presented in the table below. Also presented are the related dollar and percentage change in consolidated net revenue, by product line, in the three and nine months ended September 26, 2014, as compared to the same periods in 2013.

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Product				
Video products[(1)]	$60,668	$78,023	$181,882	$226,905
Cable edge products	23,915	20,690	77,488	51,060
Service and support	23,478	24,205	66,312	63,753
Total	$108,061	$122,918	$325,682	$341,718
Increase (Decrease):				
Video products	$(17,355)		$(45,023)	
Cable edge products	3,225		26,428	
Service and support	(727)		2,559	
Total decrease	$(14,857)		$(16,036)	
Percent change:				
Video products	(22)%		(20)%	
Cable edge products	16		52	
Service and support	(3)		4	
Total percent change	(12)%		(5)%	

(1) Video products now includes video processing products and production and playout products. As new technologies continue to evolve, the functionality of the Company's video processing and production and playout products are increasingly converging onto a single platform. The distinction between the two product groups is becoming less identifiable and as a result, management has decided to report these two product groups together as one product group. The information for the prior periods have been reclassified to conform to the presentation of the current periods.

Video products net revenue decreased 22% and 20%, respectively, in the three and nine months ended September 26, 2014, compared to the same periods in 2013. We believe the decrease in video products revenue was principally attributable to the decision by some of our larger customers to delay their purchase decisions until products based on our new VOS virtualized media processing software platform, as well as new Ultra HD format and new HEVC compression technologies, become available. In addition, in the third quarter of 2014, we believe the consolidation efforts of some of our key customers negatively impacted their spending patterns and project plans, as they approached their capital allocation plans more conservatively.

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Cable edge net revenue increased 16% and 52%, respectively, in the three and nine months ended September 26, 2014, compared to the same periods in 2013, primarily due to our NSG products, including the new NSG Pro converged cable access platform ("CCAP") product that was launched in the fourth quarter of 2013. We believe the growth in our NSG Pro product was driven by the acceleration of the shift to CCAP architectures by the cable industry.

Service and support net revenue decreased 3% in the three months ended September 26, 2014, compared to the same period in 2013, primarily due to the recognition of service revenue from a multi-million dollar, long-term European contract in the third quarter of 2013. Service and support revenue increased 4% in the nine months ended September 26, 2014, compared to the same period in 2013, mainly driven by increased maintenance revenue across all regions, partially offset by a decline in our professional and integration services as we benefited from the recognition of service revenue from a multi-million dollar, long-term contract in the third quarter of 2013.

Net Revenue by Geographic Region

Harmonic’s net revenue by geographical region for the three and nine months ended September 26, 2014, compared with the corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage change in the regional revenue, in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Geography				
Americas [1]	$60,007	$61,674	$184,959	$179,045
EMEA	27,430	37,736	83,136	105,069
APAC	20,624	23,508	57,587	57,604
Total	$108,061	$122,918	$325,682	$341,718
Increase (Decrease):				
Americas	$(1,667)		$5,914	
EMEA	(10,306)		(21,933)	
APAC	(2,884)		(17)	
Total decrease	$(14,857)		$(16,036)	
Percent change:				
Americas	(3)%		3 %	
EMEA	(27)		(21)	
APAC	(12)		—	
Total percent change	(12)%		(5)%	

(1) Americas include U.S., Canada and Latin America. The information for the prior periods have been reclassified to conform to the presentation of the current periods.

Americas net revenue decreased 3% in the three months ended September 26, 2014, compared to the same period in 2013, primarily due to a slowdown in demand for our video products, which we believe was caused largely by technology transitions to virtualized architectures. We believe that these customers have delayed their purchase decisions for several anticipated projects until products based on our new VOS virtualized media processing software platform, as well as new Ultra HD format and new HEVC compression technologies, become available. We also experienced some disruptions in our service provider customers' capital spending plan in the third quarter of 2014. This decrease was offset partially by increased sales to U.S. cable operators, primarily for our cable edge products, including our new NSG Pro product.

Americas net revenue increased 3% in the nine months ended September 26, 2014, compared to the same period in 2013, primarily due to increased sales to U.S. cable operators, primarily for our cable edge products, including our

new NSG Pro product. The increase was offset partially by a slowdown in demand for our video products in the second and third quarters of 2014, which we believe was primarily due to our customers' growing consideration of our new VOS solution as well as the new Ultra HD format and new HEVC compression technologies.

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EMEA net revenue decreased 27% and 21% in the three and nine months ended September 26, 2014, compared to the same periods in 2013, primarily in Africa, Russia, and eastern European geographies in the third quarter of 2014. The decrease was principally due to a decrease of our video products sales, including encoders and video servers, as it appears that some of our larger customers are looking ahead to our new products and new technologies, as well as softening of demand due to the macroeconomic and geopolitical climate in that region. In addition, we benefited from the recognition of service revenue from a multi-million dollar, long-term contract in the third quarter of 2013.

APAC net revenue decreased 12% in the three months ended September 26, 2014, and was relatively flat in the nine months ended September 26, 2014, compared to the same periods in 2013, primarily due to decreased sales of our video products, particularly production and playout products, offset partially by increased sales of cable edge products, including NSG Pro.

Gross Profit

Harmonic’s gross profit and gross profit as a percentage of net revenue (“gross margin”) in the three and nine months ended September 26, 2014, as compared to the corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage changes in gross profit in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Gross profit	$53,428	$56,792	$155,557	$160,849
As a percentage of net revenue (“gross margin”)	49.4%	46.2%	47.8%	47.1%
Decrease	$(3,364)		$(5,292)	
Percent change	(6)%		(3)%	

Our gross margins are dependent upon, among other factors, achievement of cost reductions, product mix, customer mix, product introduction costs, and price reductions granted to customers.

The improvement in gross margin in the three and nine months ended September 26, 2014, compared to the corresponding periods in 2013, was primarily due to higher margin trends for our video products and service revenue, primarily resulting from a low margin project that was recognized as revenue in the third quarter of 2013, as well as efficiencies from manufacturing and overhead spending and lower amortization of intangibles. These positive impacts were partially offset by decline in the margin of our cable edge products, which benefited from particularly strong firmware sales in the third quarter of 2013.

In the three and nine months ended September 26, 2014, $3.9 million and $13.0 million of amortization of intangibles was included in cost of revenue, compared to $4.8 million and $14.5 million in the corresponding periods in 2013. The decrease in amortization of intangibles expense in the three and nine months ended September 26, 2014, compared to the corresponding periods in 2013, was primarily due to certain purchased intangible assets becoming fully amortized.

Research and Development

Harmonic’s research and development expense consists primarily of employee salaries and related expenses, contractors and outside consultants, supplies and materials, equipment depreciation and facilities costs, all associated with the design and development of new products and enhancements of existing products. Harmonic's research and development expense and the expense as a percentage of net revenue in the three and nine months ended September 26, 2014, as compared with the corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage changes in research and development expense in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

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	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Research and development	$22,803	$24,560	$70,176	$75,631
As a percentage of net revenue	21 %	20 %	22 %	22 %
Decrease	$(1,757)		$(5,455)	
Percent change	(7)%		(7)%	

The $1.8 million or 7% decrease in research and development expenses in the three months ended September 26, 2014, compared to the corresponding period of 2013, was primarily due to reduced headcount and related expenses, including contractors, of $1.6 million, as a result of restructuring programs implemented in fiscal 2013 and the increased shift of research and development resources to lower cost facilities.

The $5.5 million or 7% decrease in research and development expenses in the nine months ended September 26, 2014, compared to the corresponding period of 2013, was primarily due to decreased headcount and related expense, including contractors, of $5.9 million, decreased prototype material costs of $0.6 million and $0.6 million of decreased facilities and other expenses. The decrease in headcount related expenses was mainly a result of restructuring programs implemented in 2013 and a decrease in accrual for employee time off benefits. These decreases in research and development expenses in the nine months ended September 26, 2014 were offset partially by increased expenses on consulting and outside engineering services of $1.6 million.

Selling, General and Administrative

Harmonic’s selling, general and administrative expense, and the expense as a percentage of net revenue in the three and nine months ended September 26, 2014, as compared with the corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage change in selling, general and administrative expense in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Selling, general and administrative	$32,114	$32,527	$98,640	$100,220
As a percentage of net revenue	30 %	26 %	30 %	29 %
Decrease	$(413)		$(1,580)	
Percent change	(1)%		(2)%	

The $0.4 million or 1% decrease in selling, general and administrative expenses in the three months ended September 26, 2014, compared to the corresponding period of 2013, was primarily the result of decreased legal and other professional fees of $0.4 million, mainly associated with the legal proceedings with Avid Technology. Inc. ("Avid"), and decreased third party commission expense of $0.4 million mainly due to lower revenue in 2014 compared to 2013, offset partially by increased facilities rental and other expenses, aggregating $0.4 million.

The $1.6 million or 2% decrease in selling, general and administrative expenses in the nine months ended September 26, 2014, compared to the corresponding period of 2013, was primarily the result of decreased legal and other professional fees of $2.1 million, mainly associated with the legal proceedings with Avid, $0.7 million related to shareholder activist activity in the second quarter of 2013, decreased use of contractors and headcount and related expenses of $1.1 million, decreased third party commission expense of $0.6 million, offset partially by increased facilities rental and operating expenses in the U.S. as well as in the Asia region and increased depreciation for demonstration equipment, aggregating $2.9 million.

Amortization of Intangibles

Harmonic’s amortization of intangible assets charged to operating expenses, and the amortization of intangible assets as a percentage of net revenue, in the three and nine months ended September 26, 2014, as compared with the

corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage changes in amortization of intangible assets in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

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	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Amortization of intangibles	$1,661	$2,001	$5,329	$6,099
As a percentage of net revenue	2%	2%	2%	2%
Decrease	$(340)		$(770)	
Percent change	(17)%		(13)%	

The decrease in amortization of intangibles expense in the three and nine months ended September 26, 2014, compared to the corresponding periods in 2013, was primarily due to certain purchased intangible assets becoming fully amortized.

Restructuring and Related Charges

The Company accounts for its restructuring plans under the authoritative guidance for exit or disposal activities. The restructuring and related charges are included in “Product cost of revenue” and "Operating expenses-restructuring and related charges” in the Condensed Consolidated Statements of Operations. The following table summarizes the restructuring and related charges (in thousands):

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Restructuring and related charges in:				
Product cost of revenue	$15	$324	$94	$530
Operating expenses-Restructuring and related charges	388	259	821	925
	$403	$583	$915	$1,455

The $915,000 restructuring and related charges in the nine months ended September 26, 2014 consisted of $820,000 of severance and benefits covering twenty-five employees primarily in research and development and sales departments, $63,000 of costs associated with exiting from a research and development project, as well as $32,000 of costs associated with vacating from an excess facility in France.

The $1.5 million restructuring and related charges in the nine months ended September 27, 2013 consisted primarily of $1.2 million severance and benefits covering sixty-three employees across all functions, $149,000 relating to the write-down of leasehold improvements and furnitures related to the Company's Milpitas warehouse to its net realizable value, and $151,000 of obsolete inventories write-down arising from the restructuring of our Israel facilities. For a complete discussion of the restructuring actions and charges related to the 2013 restructuring plan, please refer to Note 9 of the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Interest Income, Net

In the three months ended September 26, 2014 and September 27, 2013, interest income, net was $47,000 for both periods. In the nine months ended September 26, 2014 and September 27, 2013, interest income, net was $191,000 and $141,000, respectively.

Other (Income) Expense, Net

Other (income) expense, net is primarily comprised of foreign exchange gains and losses on cash, accounts receivable and inter-company balances denominated in currencies other than the U.S dollar. In the three months ended September 26, 2014 and September 27, 2013, other (income) expense, net was $(261,000) and $230,000, respectively. Other expense, net in the third quarter of 2014 was primarily related to foreign exchange losses resulting from the weakening of Israeli shekels and other income, net in the third quarter of 2013 was primarily related to foreign exchange gains resulting from strengthening of British pounds. In the nine months ended September 26, 2014 and September 27, 2013, other expense, net was $(376,000) and $(70,000), respectively. The increase in other expense, net in the nine months ended was mainly driven by the volatility in several key currencies, including euro, British pounds, Japanese yen and Israeli shekels.

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For details of our hedging program and related foreign currency contracts, please refer to Note 6, Derivatives and Hedging Instruments, in the Notes to Unaudited Condensed Consolidated Financial Statements in Item 1 of Part I of this Quarterly Report on Form 10-Q.

Income Taxes

Harmonic's provision for (benefit from) income taxes and the expense (benefit) as a percentage of net revenue, in the three and nine months ended September 26, 2014, as compared with the corresponding periods in 2013, are presented in the table below. Also presented are the related dollar and percentage changes in benefit from income taxes in the three and nine months ended September 26, 2014, from the corresponding periods in 2013.

	Three months ended		Nine months ended	
	September 26, 2014	September 27, 2013	September 26, 2014	September 27, 2013
	(In thousands, except percentages)			
Provision for (benefit from)income taxes	$(4,830)	$(38,953)	$21,800	$(45,723)
As a percentage of net revenue	(4)%	(32)%	7%	(13)%
Increase in provision for income taxes	$34,123		$67,523	
Percent change	(88)%		(148)%	

Harmonic operates in multiple jurisdictions and its profits are taxed pursuant to the tax laws of these jurisdictions. Our effective income tax rate may be affected by changes in or interpretations of tax laws and tax agreements in any given jurisdiction, utilization of net operating loss and tax credit carry forwards, changes in geographical mix of income and expense, and changes in management's assessment of matters such as the ability to realize deferred tax assets, as well as recognition of uncertain tax benefits or the effects of statute of limitation, or settlement with tax authorities.

The Company's effective rate of (111.3)% for the nine months ended September 26, 2014 was different from the U.S. federal statutory rate of 35% primarily due to a $28.7 million increase in the valuation allowance against both U.S. federal, California and other state deferred tax assets, as a result of a history of operating losses in recent years that has led to uncertainty with respect to the Company's ability to realize certain of its net deferred tax assets, of which $4.2 million and $24.5 million were recorded in the third and second quarter of 2014, respectively. This unfavorable impact was offset partially by $8.5 million of net tax benefit, recorded in the third quarter of 2014, associated with the release of tax reserves for uncertain tax positions as a result of the expiration of statues of limitations.

The Company's effective rate of 208.3% for the nine months ended September 27, 2013 was different from the U.S. federal statutory rate of 35% primarily attributable to the net of various discrete items, non-deductible amortization on foreign intangibles, the differential in foreign tax rates, federal research and development tax credit, and non-deductible stock-based compensation expense. The discrete items included primarily the $38.4 million tax benefit associated with the reversal of previously recorded federal and, to a lesser extent, foreign income taxes as a result of the expiration of the applicable statues of limitations in the U.S. for 2008 and 2009 and in foreign jurisdictions for various years, and the benefit associated with the reinstatement of the prior year's federal research and development tax credit, offset partially by the increase in valuation allowance on the California research and development tax credit and accrued interest on uncertain tax positions.

Discontinued Operations

In the first quarter of fiscal 2013, the Company completed the sale of its cable access HFC business to Aurora Networks ("Aurora"). The results of operations associated with the cable access HFC business were presented as discontinued operations in its unaudited condensed consolidated financial statements as described in Note 3, "Discontinued Operations".The income (loss) from discontinued operations, net of tax in the three and nine months ended September 27, 2013 was $0.1 million and $15.6 million, respectively. The income from discontinued operations in the nine months ended September 27, 2013 included a $14.8 million net gain in connection with the sale. There were no operating activities associated with the cable access HFC business after December 31, 2013.

Liquidity and Capital Resources

As of September 26, 2014, our cash and cash equivalents totaled $42.0 million, and our short-term investments totaled $55.2 million. As of September 26, 2014, a majority of our cash, cash equivalents and short-term investments were held in accounts in the United States. We believe that these funds are sufficient to meet the requirements of our

operations in the next twelve months, as well as any stock repurchases under our present stock repurchase program. In the event that we need funds from our foreign subsidiaries to fund the operations in the U.S., and if U.S. tax has not already been previously provided, we may be required to accrue and pay additional U.S. taxes in order to repatriate these funds. However, our intent is to permanently

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reinvest these funds outside the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

In the event we need or desire to access funds from the short-term investments that we hold, it is possible that we may not be able to do so due to adverse market conditions. Our inability to sell all or a material portion of our short-term investments at par or our cost, or rating downgrades of issuers of these securities, could adversely affect our results of operations or financial condition. Nevertheless, we believe that our existing liquidity sources will satisfy our presently contemplated cash requirements for at least the next twelve months. However, if our expectations are incorrect, we may need to raise additional funds to fund our operations, to take advantage of unanticipated opportunities or to strengthen our financial position.

We have a bank line of credit facility with Silicon Valley Bank that provides for borrowings of up to $10.0 million and matures on December 31, 2014. This facility, which became effective in August 2011 and was amended in August 2012, and further amended in August 2013, contains a financial covenant that requires Harmonic to maintain a ratio of unrestricted cash, accounts receivable and short term investments to current liabilities (less deferred revenue) of at least 1.75 to 1.00. On August 22, 2014, a third amendment was made to extend the maturity date to December 31, 2014 and the LIBOR margin was reduced from 1.75% to 1.50%.

As of September 26, 2014, there were no amounts outstanding under the line of credit facility and there were no borrowings during the nine months ended September 26, 2014. As of September 26, 2014, the amount available for borrowing under this facility, net of $0.2 million of standby letters of credit, was $9.8 million.

Future borrowings pursuant to the line would bear interest at the bank's prime rate (3.25% at September 26, 2014) or at LIBOR for the desired borrowing period (an annualized rate of 0.15% for a one month borrowing period at September 26, 2014) plus 1.50%, or 1.65%. Borrowings are not collateralized. This facility contains a financial covenant that requires us to maintain a ratio of unrestricted cash, accounts receivable and short term investments to current liabilities (less deferred revenue) of at least 1.75 to 1.00. As of September 26, 2014, the ratio under that covenant was 3.26 to 1. In the event of noncompliance by us with the covenants under the facility, including the financial covenant referenced above, Silicon Valley Bank would be entitled to exercise its remedies under the facility, including declaring all obligations immediately due and payable.

From time to time, we may consider potential acquisitions that would complement our existing product offerings, enhance our technical capabilities or expand our marketing and sales presence. Any future transaction of this nature could require potentially significant amounts of capital or could require us to issue our stock and dilute existing stockholders. If adequate funds are not available, or are not available on acceptable terms, we may not be able to take advantage of market opportunities, to develop new products or to otherwise respond to competitive pressures.

In addition, our ability to raise funds may be adversely affected by a number of factors relating to Harmonic, as well as factors beyond our control, including any global or regional economic slowdown, wars and conflicts, market uncertainty surrounding any necessary increases in the U.S. debt limit and its future debt obligations, and conditions in financial markets and the industries we serve. There can be no assurance that any financing will be available on terms acceptable to us, if at all.

The table below sets forth selected cash flow data for the periods presented (in thousands):

	Nine months ended	
	September 26, 2014	September 27, 2013
Net cash provided by (used in):		
Operating activities	$27,521	$35,134
Investing activities	9,319	59,692
Financing activities	(84,972)	(98,141)
Effect of foreign exchange rate changes on cash	(169)	(25)
Net decrease in cash and cash equivalents	$(48,301)	$(3,340)

Operating Activities

Net cash provided by operations in the nine months ended September 26, 2014 was $27.5 million, resulting from a net loss of $41.4 million, adjusted for $78.3 million in non-cash gains and charges, and a $9.4 million decrease in cash associated with the net change in operating assets and liabilities. The non-cash gains and charges primarily included $31.8 million adjustments to deferred income taxes, mainly related to the increase in U.S. federal and California tax valuation allowance as a result of the Company's history of recent operating losses that has led to uncertainty with respect to the Company's ability to realize certain

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of its net deferred tax assets. The non-cash gains and charges also included amortization of intangible assets, stock-based compensation, depreciation, and provisions for excess and obsolete inventories and provision for doubtful accounts, returns and discounts. The net change in operating assets and liabilities included increases in prepaid and other current assets and accounts receivables, as well as decreases in income tax payable and accrued liabilities, which were partially offset by decreases in inventories, as well as increases in deferred revenue. The decrease in income tax payable was primarily due to the reversal of federal income tax reserves as a result of the expiration of statute of limitation for our 2010 tax year in the U.S. in the third quarter of 2014. The decrease in accrued liabilities was primarily due to lower accrual for salaries and benefits, employee bonuses as well as lower commission accrual at the end of September 2014. The increase in prepaid and other assets was primarily related to an advance payment for software license purchases. The increase in deferred revenue was primarily due to the timing of periodic service and support billings for annual contracts.

Net cash provided by operations in the nine months ended September 27, 2013 was $35.1 million, resulting from a net income of $39.4 million, adjusted for $24.8 million in non-cash gains and charges and a $29.0 million decrease in cash associated with the net change in operating assets and liabilities. The non-cash gains and charges principally included amortization of intangible assets, stock-based compensation, depreciation, deferred income taxes, and provisions for excess and obsolete inventories, doubtful accounts, returns and discounts, and a $14.8 million gain on disposal of discontinued operations, net of tax. The net change in operating assets and liabilities included decreases in income tax payable, accounts payable and accrued and other liabilities, which were offset partially by decreases in inventories, prepaid expenses and other assets, as well as an increase in deferred revenue. The decrease in income tax payable was primarily due to the reversal of previously recorded federal income tax reserves as a result of the expiration of statutes of limitations for our 2008 and 2009 tax years in the U.S. in the third quarter of 2013. The decrease in accrued and other liabilities reflected the settlement of the U.S. employee accrued paid time-off benefit balance of $4.5 million in April 2013, as we implemented a new employee time-off program and, as a result, are no longer required to accrue for employee time off benefits in the U.S. In addition, there were no ESPP contributions as of September 27, 2013, as the plan was suspended for the second half of 2013. The decrease in inventory was primarily due to lower purchases resulting from the sale of the cable access HFC business and our efforts to better optimize our supply chain.

We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, shipment linearity, accounts receivable collections performance, inventory and supply chain management, income tax reserves adjustments, and the timing and amount of compensation and other payments. We usually pay our annual incentive compensation to employees in the first quarter.

Investing Activities

Net cash provided by investing activities was $9.3 million in the nine months ended September 26, 2014, resulting from the proceeds from the net sale and maturity of investments of $50.6 million, partially offset by purchase of short-term investments of $26.6 million, capital expenditures of $8.9 million, and purchases of long-term investments of $5.9 million.

Net cash provided by investing activities was $59.7 million in the nine months ended September 27, 2013, resulting from the net proceeds from the sale of discontinued operations of $43.5 million and proceeds from the net sale and maturity of short-term investments of $82.2 million, partially offset by the purchase of short-term investments of $54.8 million and capital expenditures of $11.2 million.

Financing Activities

Net cash used in financing activities was $85.0 million in the nine months ended September 26, 2014, primarily resulting from $86.4 million of payments for the repurchase of common stock in connection with our stock repurchase program, partially offset by $1.2 million of net proceeds from the issuance of common stock related to our equity incentive plans and $0.2 million excess tax benefits from stock-based compensation.

Net cash used in financing activities was $98.1 million in the nine months ended September 27, 2013, resulting from $103.5 million of payments for the repurchase of common stock in connection with our stock repurchase program, partially offset by $5.4 million of net proceeds from the issuance of common stock related to our equity incentive

plans.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as of September 26, 2014.

Contractual Obligations and Commitments

As of September 26, 2014, we had approximately $17.6 million of non-cancelable purchase order commitments. There were no other significant changes to our contractual obligations and commitments in the nine months ended September 26, 2014, from such information presented in our 2013 Form 10-K.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss that may impact the operating results, financial position or liquidity of Harmonic due to adverse changes in market prices and rates. Harmonic is exposed to market risk because of changes in interest rates, foreign currency exchange rates, as measured against the U.S. dollar and currencies held by Harmonic's subsidiaries, and changes in the value of financial instruments held by Harmonic.

Foreign Currency Exchange Risk

Harmonic operates in international markets, which expose us to market risk associated with foreign currency exchange rate fluctuations between the U.S. Dollar and various foreign currencies.

Harmonic has certain international customers who are billed in their local currency, primarily the Euro, British pound and Japanese yen. Sales denominated in foreign currencies were approximately 11% and 12% of revenue in the first nine months of 2014 and 2013, respectively. In addition, a portion of our operating expenses, primarily the cost of personnel to deliver technical support on our products and professional services, sales support and research and development, are denominated in foreign currencies, primarily the Israeli shekel, British pound, Euro, Singapore dollar, Chinese yuan and Indian rupee. Given that the operating expenses which we incur in currencies other than U.S. dollars have not been a significant percentage of our revenues, we do not believe that our foreign currency exchange rate fluctuation risk is significant. Consequently, we do not believe that a 10% change in foreign currency exchange rates would have a significant effect on our future net income or cash flows.

The Company enters into foreign currency forward contracts to minimize the short-term impact of foreign currency exchange rate fluctuations on cash and certain trade and inter-company receivables and payables, primarily denominated in Euro, British pound, Canadian dollar, Japanese yen and Israeli shekel. These contracts reduce the exposure to fluctuations in foreign currency exchange rate movements as the gains and losses associated with foreign currency balances are generally offset with the gains and losses on the forward contracts. These derivative instruments are marked to market through earnings every period and generally range from one to three months in original maturity. We do not enter into foreign currency forward contacts for trading purposes. The notional amounts of our foreign currency forward contracts outstanding at September 26, 2014 are summarized in U.S. dollar equivalents as follows (in thousands):

Forward contracts sold:	September 26, 2014	December 31, 2013
Euro	2,932	14,254
British pound sterling	3,115	2,914
Japanese yen	1,052	3,777
Israeli shekel	588	—
Swiss Franc	489	—
	8,176	20,945
Forward contracts purchased:		
Euro	—	6,024
British pound sterling	—	2,966
Japanese yen	—	1,608
Israeli shekel	4,583	4,441
Canadian dollar	876	—
	5,459	15,039

Interest rate and credit risk

Harmonic's exposure to market risk for changes in interest rates relates primarily to our investment portfolio of marketable debt securities of various issuers, types and maturities and to our borrowings under the bank line of credit facility. As of September 26, 2014, our cash, cash equivalents and short-term investments balance was $97.2 million and we had no

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borrowings during the first nine months ended 2014. Our short-term investments are classified as available for sale and are carried at estimated fair value with unrealized gains and losses reported in "accumulated other comprehensive income (loss)". For the first nine months ended 2014 and 2013, realized gains and realized losses from the sale of investments were not material.

The Company does not use derivative instruments in our investment portfolio and our investment portfolio only includes highly liquid instruments. These instruments, as with all fixed income instruments, are subject to interest rate risk and will fall in value if market interest rates increase. Conversely, a decline in interest rates will decrease the interest income from our investment portfolio. The Company attempts to limit this exposure by investing primarily in short-term and investment-grade instruments with original maturities of less than two years.

A sensitivity analysis was performed to determine the impact a change in interest rates would have on the value of our investment portfolio. Based on our investment positions as of September 26, 2014, a hypothetical 100 basis point increase in interest rates would result in a $0.3 million decline in fair market value of our portfolio. Such losses would only be realized if we sold the investments prior to maturity. A hypothetical decrease in market interest rates by 10% will result in a decline in interest income from our investment portfolio by less than $0.1 million.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

We maintain “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable assurance level.

During the quarterly period covered by this Form 10-Q, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II
OTHER INFORMATION
ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is involved in lawsuits as well as subject to various legal proceedings, claims, threats of litigation, and investigations in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. The Company assesses potential liabilities in connection with each lawsuit and threatened lawsuits and accrues an estimated loss for these loss contingencies if both of the following conditions are met: information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. While certain matters to which the Company is a party specify the damages claimed, such claims may not represent reasonably possible losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated.

In October 2011, Avid Technology, Inc. (“Avid”) filed a complaint in the United States District Court for the District of Delaware alleging that Harmonic’s MediaGrid product infringes two patents held by Avid. A jury trial on this complaint commenced on January 23, 2014 and, on February 4, 2014, the jury returned a unanimous verdict in favor of Harmonic, rejecting Avid's infringement allegations in their entirety. Avid filed a post-trial motion asking the court to set aside the jury’s verdict. Briefing is complete and the parties are awaiting an order on Avid’s motion. Harmonic believes it is unlikely the judge will grant Avid’s motion. Avid has indicated it intends to appeal the verdict if its motion is not granted.

In June 2012, Avid served a subsequent complaint in the United States District Court for the District of Delaware alleging that Harmonic’s Spectrum product infringes one patent held by Avid. The complaint seeks injunctive relief and unspecified damages. In September 2013, the U.S. Patent Trial and Appeal Board ("PTAB") authorized an inter partes review to be instituted as to claims 1-16 of the patent asserted in this second complaint. A hearing before the PTAB was conducted on May 20, 2014. On July 10, 2014, the PTAB issued a decision finding claims 1 - 10 invalid and claims 11 - 16 not invalid. Harmonic filed an appeal with respect to the PTAB’s decision on claims 11 - 16 and the appeal has been docketed with the Federal Circuit.

An unfavorable outcome on any litigation matter could require that Harmonic pay substantial damages, or, in connection with any intellectual property infringement claims, could require that the Company pay ongoing royalty payments or could prevent the Company from selling certain of its products. As a result, a settlement of, or an unfavorable outcome on, any of the matters referenced above or other litigation matters could have a material adverse effect on Harmonic’s business, operating results, financial position and cash flows.

ITEM 1A. RISK FACTORS

We depend on cable, satellite and telco, and broadcast and media industry capital spending for our revenue and any material decrease or delay in capital spending in any of these industries would negatively impact our operating results, financial condition and cash flows.

Our revenue has been derived from worldwide sales to cable operators, satellite and telco Pay-TV service providers and broadcast and media companies, as well as, more recently, emerging streaming media companies. We expect that these markets will provide our revenue for the foreseeable future. Demand for our products will depend on the magnitude and timing of capital spending by customers in each of these markets for the purpose of creating, expanding or upgrading their systems. These capital spending patterns are dependent on a variety of factors, including:

• impact of general economic conditions, actual and projected;

• access to financing;

• annual capital spending budget cycles of each of the industries we serve;

• impact of industry consolidation;

• customers suspending or reducing capital spending in anticipation of the introduction of announced new standards, such as high efficiency video coding (HEVC), and products, such as products based on the Converged Cable Access Platform (CCAP) architecture;

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• federal, state, local and foreign government regulation of telecommunications, television broadcasting and streaming media;

• overall demand for communication services and consumer acceptance of new video and data technologies and services;

• competitive pressures, including pricing pressures; and

• discretionary end-user customer spending patterns.

In the past, specific factors contributing to reduced capital spending have included:

• weak or uncertain economic and financial conditions in the U.S. or one or more international markets;

• uncertainty related to development of digital video industry standards;

• delays in evaluations of new services, new standards and systems architectures by many operators;

• emphasis by operators on generating revenue from existing customers, rather than from new customers, through construction, expansion or upgrades;

• a reduction in the amount of capital available to finance projects of our customers and potential customers;

• proposed and completed business combinations and divestitures by our customers and the length of regulatory review of each;

• completion of a new system or significant expansion or upgrade to a system; and

• bankruptcies and financial restructuring of major customers.

In the past, adverse economic conditions in one or more of the geographies in which we offer our products have adversely affected our customers' capital spending in those geographies and, as a result, our business. In 2008, 2009 and the first half of 2010, economic conditions in many of the geographies in which we offer our products were weak, and global economic conditions and financial markets experienced a severe downturn. The downturn stemmed from a multitude of factors, including adverse credit conditions, slower economic activity, concerns about inflation and deflation, rapid changes in foreign exchange rates, increased energy costs, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. Global economic activity and overall economic growth has improved since 2010, although unevenly across geographies.

The severity or length of time that economic and financial market conditions may be weak or sluggish, whether certain or all of such adverse factors will persist, or whether another severe down turn may occur in the U.S., Europe or in other geographies, is unknown. During challenging economic times, and in tight credit markets, many customers may delay or reduce capital expenditures. This could result in reductions in revenue from our products, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies and increased price competition. If global economic and market conditions, or economic conditions in the U.S., Europe or other key markets, deteriorate, we could experience a material and adverse effect on our business, results of operations, financial condition and cash flows.

In addition, industry consolidation has in the past constrained, and may in the future constrain or delay, capital spending by our customers. Further, if our product portfolio and product development plans do not position us well to capture an increased portion of the capital spending of customers in the markets on which we focus, our revenue may decline.

As a result of these capital spending issues, we may not be able to maintain or increase our revenue in the future, and our operating results, financial condition and cash flows could be materially and adversely affected.

The markets in which we operate are intensely competitive.

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The markets for our products are extremely competitive and have been characterized by rapid technological change and declining average sales prices in the past. Pressure on average sales prices was particularly severe during previous economic downturns, such as in 2008 and 2009, as equipment suppliers competed aggressively for customers' reduced capital spending.

Our competitors in video processing solutions include vertically integrated system suppliers, such as Arris, Cisco Systems and Ericsson, and, in certain product lines, a number of other companies including Thomson Video Networks, Envivio, RGB Networks, Sumavision Technologies and Elemental Technologies. In production and playout products, competitors are Harris, Grass Valley, (a Belden Inc. company), EVS and Evertz Microsystems. In the cable edge product category, competitors include Arris, Cisco Systems, Casa Systems and CommScope. Consolidation in the industry has led to the acquisition of a number of our historic competitors over the last several years. For example, Motorola Home, BigBand Networks and C-Cor were acquired by Arris; NDS and Scientific Atlanta were acquired by Cisco Systems; Tandberg Television was acquired by Ericsson; and Miranda Technologies and Grass Valley were acquired by Belden Inc.

Many of our competitors are substantially larger, or as a result of consolidation activity have become larger, and have greater financial, technical, marketing and other resources than we have, and have been in operation longer than us. In addition, some of our larger competitors have more long-standing and established relationships with domestic and foreign customers. Many of these large enterprises are in a better position to withstand any significant reduction in capital spending by customers in our markets. They often have broader product lines and market focus, and may not be as susceptible to downturns in a particular market. These competitors may also be able to bundle their products together to meet the needs of a particular customer, and may be capable of delivering more complete solutions than we are able to provide. To the extent large enterprises that currently do not compete directly with us choose to enter our markets by acquisition or otherwise, competition would likely intensify.

Further, some of our competitors that have greater financial resources have offered, and in the future may offer, their products at lower prices than we offer for our competing products or on more attractive financing or payment terms, which has in the past caused, and may in the future cause, us to lose sales opportunities and the resulting revenue or to reduce our prices in response to that competition. Reductions in prices for any of our products could materially and adversely affect our operating margins and revenue.

If any of our competitors' products or technologies were to become the industry standard, our business could be seriously harmed. If our competitors are successful in bringing their products to market earlier than us, or if these products are more technologically capable than ours, our revenue could be materially and adversely affected.

We need to develop and introduce new and enhanced products in a timely manner to meet the needs of our customers and to remain competitive.

All of the markets we address are characterized by continuing technological advancement, changes in customer requirements and evolving industry standards. To compete successfully, we must continually design, develop, manufacture and sell new or enhanced products that provide increasingly higher levels of performance and reliability and meet our customers changing needs. However, we may not be successful in those efforts if, among other things, our products:

• are not cost effective;

• are not brought to market in a timely manner;

• are not in accordance with evolving industry standards;

• fail to meet market acceptance or customer requirements; or

• are ahead of the needs of their markets.

We are currently developing and marketing products based on established video compression standards, such as MPEG-4 AVC/H.264, which provides significantly greater compression efficiency, thereby making more bandwidth available to operators. We are also actively involved in developing products utilizing the latest encoding technologies, such as HEVC. At the same time, we continue to devote development resources to enhance the existing MPEG-2 compression of our products, which many of our customers continue to require. There can be no assurance that these efforts will be successful in the near future, or at all, or that our competitors will not take significant market share in encoding or transcoding.

In order to attempt to meet fast paced, dynamic, evolving standards and customer requirements, we are intensifying our development efforts on a number of our product solutions, including products that facilitate, enable and enhance multiscreen

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video, enhanced video compression and video quality technologies, media playout servers utilizing integrated channel playout, and CCAP-based cable edge products. We recently announced our VOS solution, a software-based, fully virtualized platform that we are developing to unify the entire media processing chain, from ingest to delivery, and which is designed to operate on common server hardware in IT data center environments. We also recently introduced our first video processing and encoding software product based on this platform. We believe some of our customers have been delaying their purchase decisions until products based on our new VOS software platform and new UltraHD and high efficiency video coding (HEVC) technologies are deployed, which has adversely affected our revenue from video products in recent fiscal quarterly periods.

Many of these products and initiatives are intended to integrate existing and new features and functions in response to shifts in customer demands in the relevant market, as well as to general technology trends (such as virtualized and cloud-based computing) that we believe will significantly impact our industry. The success of these significant and costly development efforts will be predicated, for certain products and initiatives, on the timing of market adoption of the new standards on which the resulting products are based, and for other products, the timing of customer adoption of our fully virtualized software platform. If any of the new standards or our virtualized software platform are not adopted, are adopted later than we predict or adoption occurs earlier than we are able to deliver the applicable products, we risk spending significant research and development time and dollars on products that may never achieve market acceptance or that miss the customer demand window and thus do not produce the revenue that a timely introduction would have likely produced.

If we fail to develop and market new and enhanced products on a timely basis, our operating results, financial condition and cash flows could be materially and adversely affected.

Our CCAP product initiative exposes us to certain technology transition risks that may adversely impact our operating results, financial condition and cash flows.

In the last few years, the cable industry has begun to develop and promulgate the CCAP architecture for next-generation cable edge solutions, which combines edge QAM and CMTS functions in a single system in order to combine resources for video and data delivery. We believe CCAP-based systems will significantly reduce cable headend costs and increase operational efficiency, and are an important step in cable operators' transition to all-IP networks. We have begun to market and sell CCAP-based systems, and are developing full, two-way CMTS capabilities in our solution to make it fully-compliant with current CCAP architecture standards. If we are unsuccessful in developing these CMTS capabilities in a timely manner, or are otherwise delayed in making such capabilities available to our customers, our business may be adversely impacted, particularly if our competitors develop and market fully compliant products before we do.

We believe CCAP-based systems may, over time, replace and make obsolete current cable edge QAM solutions, including our cable edge QAM products, as well as current CMTS solutions, which is a market our products have previously not addressed. If demand for our CCAP-based systems is weaker than expected, or sales of our CCAP-based systems do not adequately offset the expected decline in demand for our non-CCAP cable edge products, or the decline in demand for our non-CCAP cable edge products is more rapid and precipitous than expected, our near and long-term operating results, financial condition and cash flows could be adversely impacted. Moreover, if a new or competitive architecture for next-generation cable edge solutions is promulgated that renders our CCAP-based systems obsolete, our business may be adversely impacted.

Our future growth depends on market acceptance of several broadband services, on the adoption of new broadband technologies, and on several other broadband industry trends.

Future demand for many of our products will depend significantly on the growing market acceptance of emerging broadband services, including digital video, VOD, HDTV, IP video services (particularly streaming to tablet computers, connected TVs and mobile devices), and very high-speed data services. The market demand for such emerging services is rapidly growing, with many custom or proprietary systems in use, which increases the challenge of delivering interoperable products intended to address the requirements of such services.

The effective delivery of these services will depend, in part, on a variety of new network architectures, standards and devices, such as:

• the adoption of advanced video compression standards, such as next generation H.264 compression and HEVC;

• the CCAP architecture;

• fiber to the premises, or FTTP, networks designed to facilitate the delivery of video services by telcos;

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• the greater use of protocols such as IP;

• the further adoption of bandwidth-optimization techniques, such as DOCSIS 3.0; and

• the introduction of new consumer devices, such as advanced set-top boxes, DVRs and NDVRs, connected TVs, tablet computers, and a variety of smart phone mobile devices.

If adoption of these emerging services and/or technologies is not as widespread or as rapid as we expect, or if we are unable to develop new products based on these technologies on a timely basis, our operating results, financial condition and cash flows could be materially and adversely affected.

Furthermore, other technological, industry and regulatory trends and requirements may affect the growth of our business.
These trends and requirements include the following:

• convergence, or the need of network operators to deliver a package of video, voice and data services to consumers, including mobile delivery options;

• the increasing availability of traditional broadcast video content and video-on-demand on the Internet;

• adoption of high bandwidth technology, such as DOCSIS 3.x, next generation LTE and FTTP;

• the use of digital video by businesses, governments and educational institutions;

• efforts by regulators and governments in the U.S. and internationally to encourage the adoption of broadband and digital technologies;

• consumer interest in higher resolution video such as Ultra HDTV or retina-display technologies on mobile devices;

• the need to develop partnerships with other companies involved in video infrastructure workflow and broadband services;

• the continued adoption of the television viewing behaviors of consumers in developed economies by the growing middle class across emerging economies;

• the extent and nature of regulatory attitudes towards such issues as network neutrality, competition between operators, access by third parties to networks of other operators, local franchising requirements for telcos to offer video, and other new services, such as mobile video; and

• the outcome of litigation and negotiations between content owners and service providers regarding rights of service providers to store and distribute recorded broadcast content, which outcomes may drive adoption of one technology over another in some cases.

If we fail to recognize and respond to these trends, by timely developing products, features and services required by these trends, we are likely to lose revenue opportunities and our operating results, financial condition and cash flows could be materially and adversely affected.

We depend significantly on our international revenue and are subject to the risks associated with international operations, including those of our resellers, contract manufacturers and outsourcing partners, which may negatively

affect our operating results.

Revenue derived from customers outside of the U.S. in the first nine months of 2014 and 2013 represented approximately 52% and 56% of our revenue, respectively. Although no assurance can be given with respect to international sales growth in any one or more regions, we expect that international revenue will likely continue to represent, from year to year, a majority, and potentially increasing, percentage of our annual revenue for the foreseeable future. A significant percentage of our revenue is generated from sales to resellers, value-added resellers (VARs) and systems integrators, particularly in emerging market countries. Furthermore, a significant percentage of our employees are based in our international offices and locations, and most of our contract manufacturing occurs outside of the U.S. In addition, we outsource a portion of our research and development activities to certain third party partners with development centers located in different countries, particularly Ukraine and India.

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Our international operations, the international operations of our resellers, contract manufacturers and outsourcing partners, and our efforts to maintain and increase revenue in international markets are subject to a number of risks, which are generally greater with respect to emerging market countries, including the following:

• growth and stability of the economy in one or more international regions;

• fluctuations in currency exchange rates;

• changes in foreign government regulations and telecommunications standards;

• import and export license requirements, tariffs, taxes and other trade barriers;

• our significant reliance on resellers and others to purchase and resell our products and solutions, particularly in emerging market countries;

• availability of credit, particularly in emerging market countries;

• difficulty in collecting accounts receivable, especially from smaller customers and resellers, particularly in emerging market countries;

• compliance with the U.S. Foreign Corrupt Practices Act, or FCPA, the U.K. Bribery Act, particularly in emerging market countries and/or similar anti-corruption and anti-bribery laws;

• the burden of complying with a wide variety of foreign laws, treaties and technical standards;

• fulfilling “country of origin” requirements for our products for certain customers;

• difficulty in staffing and managing foreign operations;

• business and operational disruptions or delays caused by political, social and economic instability and unrest, including risks related to terrorist activity, particularly in emerging market countries (e.g., recent significant civil, political and economic disturbances in Russia and Ukraine;

• changes in economic policies by foreign governments, including the imposition and potential continued expansion of economic sanctions by the U.S. and the European Union on the Russian Federation; and

• business and economic disruptions and delays caused by outbreaks of disease, epidemics and potential pandemics.

While most of our international revenue is denominated in U.S. dollars, fluctuations in currency exchange rates could cause our products to become relatively more expensive to customers in a particular country, leading to a reduction in revenue or profitability from sales in that country. Also, if the U.S. dollar were to weaken against many foreign currencies, there can be no assurance that a weaker dollar would lead to growth in capital spending.

We have certain international customers who are billed in their local currency, primarily the Euro, British pound and Japanese yen, which subjects us to foreign currency risk. In addition, a portion of our operating expenses relating to the cost of certain international employees, are denominated in foreign currencies, primarily the Israeli shekel, British pound, Euro, Singapore dollar, Chinese yuan and Indian rupee. Gains and losses on the conversion to U.S. dollars of accounts receivable, accounts payable and other monetary assets and liabilities arising from international operations may contribute to fluctuations in our operating results. Furthermore, payment cycles for international customers are

typically longer than those for customers in the U.S. Unpredictable payment cycles could cause us to fail to meet or exceed the expectations of security analysts and investors for any given period.

Our operations outside the U.S. also require us to comply with a number of U.S. and international regulations that prohibit improper payments or offers of payments to foreign governments and their officials and political parties for corrupt purposes. For example, our operations in countries outside the U.S. are subject to the FCPA and similar laws, including the U.K. Bribery Act. Our activities in certain emerging countries create the risk of unauthorized payments or offers of payments by one of our employees, consultants, sales agents or channel partners that could be in violation of various anti-corruption laws, even though these parties may not be under our control. Under the FCPA and U.K. Bribery Act, companies may be held liable for the corrupt actions taken by their directors, officers, employees, channel partners, sales agents, consultants, or other strategic or local

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partners or representatives. We have internal control policies and procedures with respect to FCPA compliance, have implemented FCPA training and compliance programs for our employees, and include in our agreements with resellers a requirement that those parties comply with the FCPA. However, we cannot provide assurances that our policies, procedures and programs will prevent violations of the FCPA or similar laws by our employees or agents, particularly in emerging market countries, and as we expand our international operations. Any such violation, even if prohibited by our policies, could result in criminal or civil sanctions against us.

The effect of one or more of these international risks could have a material and adverse effect on our business, financial condition, operating results and cash flows.

We purchase several key components, subassemblies and modules used in the manufacture or integration of our products from sole or limited sources, and we rely on contract manufacturers and other subcontractors.

Many components, subassemblies and modules necessary for the manufacture or integration of our products are obtained from a sole supplier or a limited group of suppliers. For example, we depend on one supplier for certain video encoding chips which are incorporated into several products. Our reliance on sole or limited suppliers, particularly foreign suppliers, and our reliance on contractors for manufacturing and installation of our products, involves several risks, including a potential inability to obtain an adequate supply of required components, subassemblies or modules, reduced control over costs, quality and timely delivery of components, subassemblies or modules, and timely installation of products.

These risks could be heightened during a substantial economic slowdown, because our suppliers and subcontractors are more likely to experience adverse changes in their financial condition and operations during such a period. Further, these risks could materially and adversely affect our business if one of our sole sources, or a sole source of one of our suppliers or contract manufacturers, is adversely affected by a natural disaster. While we expend resources to qualify additional component sources, consolidation of suppliers and the small number of viable alternatives have limited the results of these efforts. Managing our supplier and contractor relationships is particularly difficult during time periods in which we introduce new products and during time periods in which demand for our products is increasing, especially if demand increases more quickly than we expect.

Plexus Services Corp., which manufactures our products at its facilities in Malaysia, currently serves as our primary contract manufacturer, and currently provides us with a substantial majority, by dollar amount, of the products that we purchase from our contract manufacturers Most of the products manufactured by our Israeli operations are outsourced to another third party manufacturer in Israel. From time to time we assess our relationship with our contract manufacturers, and we do not generally maintain long-term agreements with any of our suppliers or contract manufacturers. Our agreement with Plexus has automatic annual renewals, unless prior notice is given by either party, and has been automatically renewed until October 2015.

Difficulties in managing relationships with any of our current contract manufacturers, particularly Plexus, that manufacture our products off-shore, or any of our suppliers of key components, subassemblies and modules used in our products, could impede our ability to meet our customers' requirements and adversely affect our operating results. An inability to obtain adequate and timely deliveries of our products or any materials used in our products, or the inability of any of our contract manufacturers to scale their production to meet demand, or any other circumstance that would require us to seek alternative sources of supply, could negatively affect our ability to ship our products on a timely basis, which could damage relationships with current and prospective customers and harm our business and materially and adversely affect our revenue and other operating results. Furthermore, if we fail to meet customers' supply expectations, our revenue would be adversely affected and we may lose sales opportunities, both short and long term, which could materially and adversely affect our business and our operating results, financial condition and cash flows. Increases, from time to time, in demand on our suppliers and subcontractors from our customers or from

other parties have, on occasion, caused delays in the availability of certain components and products. In response, we may increase our inventories of certain components and products and expedite shipments of our products when necessary. These actions could increase our costs and could also increase our risk of holding obsolete or excess inventory, which, despite our use of a demand order fulfillment model, could materially and adversely affect our business, operating results, financial position and cash flows.

The loss of one or more of our key customers, a failure to continue diversifying our customer base, or a decrease in the number of larger transactions could harm our business and our operating results.

Historically, a significant portion of our revenue has been derived from relatively few customers, due in part to the consolidation of the ownership of cable television and direct broadcast satellite system companies. Sales to our top ten customers in the first nine months 2014 and 2013 accounted for approximately 37% and 33% of revenue, respectively. Although we have broadened our customer base by further penetrating new markets and expanding internationally, we expect to see continuing industry consolidation and customer concentration.

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In the first nine months ended 2014 and 2013, revenue from Comcast accounted for approximately 18% and 12% of our revenue, respectively, and further consolidation in the cable industry, such as Comcast's announcement in February 2014 of intention to acquire Time Warner Cable, could lead to additional revenue concentration for us. The loss of Comcast or any other significant customer, any material reduction in orders by Comcast or any other significant customer, or our failure to qualify our new products with a significant customer could materially and adversely affect, either long term or in a particular quarter, our operating results, financial condition and cash flows. In addition, we are involved in most quarters in one or more relatively large individual transactions. A decrease in the number of the relatively larger individual transactions in which we are involved in any quarter could materially and adversely affect our operating results for that quarter.

As a result of these and other factors, we may be unable to increase our revenues from some or all of the markets we address, or to do so profitably, and any failure to increase revenues and profits from these customers could materially and adversely affect our operating results, financial condition and cash flows.

We rely on resellers, value-added resellers and systems integrators for a significant portion of our revenue, and disruptions to, or our failure to develop and manage our relationships with these customers or the processes and procedures that support them could adversely affect our business.

We generate a significant percentage of our revenue through sales to resellers, value-added resellers (VARs) and systems integrators that assist us with fulfillment or installation obligations. We expect that these sales will continue to generate a significant percentage of our revenue in the future. Accordingly, our future success is highly dependent upon establishing and maintaining successful relationships with a variety of channel partners.

We generally have no long-term contracts or minimum purchase commitments with any of our reseller, VAR or system integrator customers, and our contracts with these parties do not prohibit them from purchasing or offering products or services that compete with ours. Our competitors may provide incentives to any of our reseller, VAR or systems integrator customers to favor their products or, in effect, to prevent or reduce sales of our products. Any of our reseller, VAR or systems integrator customers may independently choose not to purchase or offer our products. Many of our resellers, and some of our VARs and system integrators are small, are based in a variety of international locations, and may have relatively unsophisticated processes and limited financial resources to conduct their business. Any significant disruption of our sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, or their failure to properly manage their business with respect to the purchase of, and payment for, our products, could materially and adversely affect our business, operating results, financial condition and cash flows. In addition, our failure to continue to establish or maintain successful relationships with reseller, VAR and systems integrator customers could likewise materially and adversely affect our business, operating results, financial condition and cash flows.

We may not be able to effectively manage our operations or implement strategic organizational initiatives.

We have grown significantly, principally through acquisitions, and expanded our international operations. Upon the closing of our acquisition of Scopus in 2009, we added 221 employees, most of whom are based in Israel. Upon the closing of the acquisition of Omneon in 2010, we added 286 employees, most of whom are based in the U.S.

As of September 26, 2014, we had 486 employees in our international operations, representing approximately 47% of our worldwide workforce. Our ability to manage our business effectively in the future, including with respect to any future growth, the integration of any acquisition efforts, and the breadth of our international operations, will require us to train, motivate and manage our employees successfully, to attract and integrate new employees into our overall operations, to retain key employees and to continue to improve our operational, financial and management systems.

There can be no assurance that we will be successful in any of these efforts, and our failure to effectively manage our operations could have a material and adverse effect on our business, operating results, cash flows and financial condition.

The fact that our employees are spread out in offices around the world also may present additional challenges when we initiate certain strategic initiatives. For example, we have recently launched a comprehensive program to increase the efficiency and effectiveness of our worldwide sales organization. There can be no assurance that this initiative will achieve success or improve our revenue, operating results or financial condition. We may encounter communication, coordination, management and motivational challenges as we work to align our global sales teams with the stated objectives of this program, which could cause disruptions and delays within the sales organization and in their sales activities. In addition, the investment and costs associated with this strategic initiative may be greater than anticipated, and may outweigh any benefits achieved, which could adversely affect our operating results.

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We face risks associated with having outsourced engineering resources located in Ukraine.

We outsource a portion of our research and development activities to a third party partner with engineering resources located in Ukraine. Political, social and economic instability and unrest or violence in Ukraine, including the ongoing conflict with Russian-backed separatists or conflict with Russia directly, could cause disruptions to the business and operations of our outsourcing partner, which could slow or delay the development work our partner is undertaking or us. Instability, unrest or conflict could limit or prevent our employees from traveling to or from, or within, Ukraine to direct and coordinate our outsourced engineering teams, or cause us to shift all or portions of the development work occurring in Ukraine to other locations. The resulting delays could negatively impact our product development efforts and our business.

We face risks associated with having facilities and employees located in Israel

We maintain facilities in two locations in Israel with a total of 170 employees, or approximately 16% of our worldwide workforce, as of September 26, 2014. Our employees in Israel engage in a number of activities, including research and development, the development of, and supply chain management for, certain product lines, and sales activities.

We are directly influenced by the political, economic and military conditions affecting Israel. Any significant conflict involving Israel could have a direct effect on our business or that of our Israeli contract manufacturers, in the form of physical damage or injury, restrictions from traveling or reluctance to travel within, or to or from, Israel by our Israeli and other employees or those of our subcontractors, or the loss of Israeli employees to active military duty. Most of our employees in Israel are currently obligated to perform annual reserve duty in the Israel Defense Forces, and approximately 14% of those employees were called for active military duty in 2013. In the event that more employees are called to active duty, certain of our research and development activities may be adversely affected, including significantly delayed. In addition, the interruption or curtailment of trade between Israel and its trading partners, as a result of terrorist attacks or hostilities, conflicts between Israel and any other Middle Eastern country or organization, or any other cause, could significantly harm our business. Current or future tensions and conflicts in the Middle East could materially and adversely affect our business, operating results, financial condition and cash flows.

Our operating results are likely to fluctuate significantly and, as a result, may fail to meet or exceed the expectations of securities analysts or investors, causing our stock price to decline.

Our operating results have fluctuated in the past and are likely to continue to fluctuate in the future, on an annual and a quarterly basis, as a result of several factors, many of which are outside of our control. Some of the factors that may cause these fluctuations include:

• the level and timing of capital spending of our customers in the U.S., Europe and in other foreign markets;

• economic and financial conditions specific to each of the cable, satellite and telco, and broadcast and media industries, as well as general economic and financial market conditions;

• changes in market acceptance of and demand for our products or our customers’ services or products

• the timing and amount of orders, especially from large individual transactions and transactions with our significant customers;

• the mix of our products sold and the effect it has on gross margins;

• the timing of revenue recognition, including revenue recognition on sales arrangements and from transactions with significant service and support components, which may span several quarters;

• the timing of completion of our customers' projects;

• the length of each customer product upgrade cycle and the volume of purchases during the cycle;

• competitive market conditions, including pricing actions by our competitors;

• the level and mix of our domestic and international revenue;

• new product introductions by our competitors or by us;

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• changes in domestic and international regulatory environments affecting our business;

• the evaluation of new services, new standards and system architectures by our customers;

• the cost and timely availability to us of components, subassemblies and modules;

• the mix of our customer base, by industry and size, and sales channels;

• changes in our operating and extraordinary expenses;

• the timing of acquisitions and dispositions by us and the financial impact of such transactions;

• impairment of our goodwill and intangibles;

• the impact of litigation, such as related litigation expenses and settlement costs;

• write-downs of inventory and investments;

• whether the research and development tax is renewed for 2014 and beyond;

• changes in our effective federal tax rate, including as a result of changes in our valuation allowance against our deferred tax assets, and changes in our effective state tax rates, including as a result of apportionment;

• changes to tax rules related to the deferral of foreign earnings and compliance with foreign tax rules;

• the impact of applicable accounting guidance on accounting for uncertainty in income taxes that requires us to establish reserves for uncertain tax positions and accrue potential tax penalties and interest; and

• the impact of applicable accounting guidance on business combinations that requires us to record charges for certain acquisition related costs and expenses and generally to expense restructuring costs associated with a business combination subsequent to the acquisition date.

The timing of deployment of our products by our customers can be subject to a number of other risks, including the availability of skilled engineering and technical personnel, the availability of third party equipment and services, our customers' ability to negotiate and enter into rights agreements with video content owners that provide the customers with the right to deliver certain video content, and our customers' need for local franchise and licensing approvals.

We often recognize a substantial portion of our quarterly revenue in the last month of the quarter. We establish our expenditure levels for product development and other operating expenses based on projected revenue levels for a specified period, and expenses are relatively fixed in the short term. Accordingly, even small variations in the timing of revenue, particularly from relatively large individual transactions, can cause significant fluctuations in operating results in a particular quarter.

As a result of these factors and other factors, our operating results in one or more future periods may fail to meet or exceed the expectations of securities analysts or investors. In that event, the trading price of our common stock would likely decline.

Fluctuations in our future effective tax rates could affect our future operating results, financial condition and cash flows.

We are required to periodically review our deferred tax assets and determine whether, based on available evidence, a valuation allowance is necessary. Accordingly, we have performed such evaluation, from time to time, based on historical evidence, trends in profitability, expectations of future taxable income and implemented tax planning strategies. We continue to maintain a valuation allowance for certain foreign deferred tax assets. The realization of our deferred tax assets is dependent upon the generation of sufficient U.S. and foreign taxable income in the future to offset these assets. We may not have sufficient taxable income in the future to determine that we will be able to realize some significant portion of our deferred tax assets. As a result, an additional valuation allowance against our deferred tax assets may be required in the period in which such a determination is made, and our operating results could be materially and adversely impacted in the period of adjustment. The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We recognize potential liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. In the event we determine that it is appropriate to create a reserve or increase an existing

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reserve for any such potential liabilities, the amount of the additional reserve is charged as an expense in the period in which it is determined. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate tax assessment for the applicable period, a further charge to expense in the period such short fall is determined would result. Either such charge to expense could have a material and adverse effect on our operating results for the applicable period. In addition, recent statements from the Internal Revenue Service have indicated their intent to seek greater disclosure by companies of their reserves for uncertain tax positions.

We continue to be in the process of expanding our international operations and staffing to better support our expansion into international markets. This expansion involves the implementation of an international structure that includes, among other things, an international support center in Europe, a research and development cost sharing arrangement, and certain licenses and other contractual arrangements between us and our wholly-owned domestic and foreign subsidiaries. As a result of these changes, we anticipate that our consolidated pre-tax income will be subject to foreign tax at relatively lower tax rates when compared to the U.S. federal statutory tax rate and, as a consequence, our effective income tax rate is expected to be lower than the U.S. federal statutory rate.

Our future effective income tax rates could be adversely affected if tax authorities challenge our international tax structure or if the relative mix of U.S. and international income changes for any reason. Accordingly, there can be no assurance that our income tax rate will be less than the U.S. federal statutory rate in future periods.

We or our customers may face intellectual property infringement claims from third parties.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. In particular, leading companies in the telecommunications industry have extensive patent portfolios. Also, patent infringement claims and litigation by entities that purchase or control patents, but do not produce goods or services covered by the claims of such patents (so-called “non-practicing entities” or “NPEs”), have increased rapidly over the last decade or so. From time to time, third parties, including NPEs, have asserted, and may assert in the future, patent, copyright, trademark and other intellectual property rights against us or our customers. For example, in October 2011, Avid Technology, Inc. filed a complaint against us in the United States District Court for the District of Delaware alleging that our MediaGrid product infringes two patents held by Avid. In February 2014, a jury determined that we had not infringed on either of these patents. Although we were able to successful defend ourselves against the allegations by Avid, we may in the future be subject to additional allegations of infringement. Our suppliers and their customers, including us, may have similar claims asserted against them. A number of third parties, including companies with greater financial and other resources than us, have asserted patent rights to technologies that are important to us.

Any intellectual property litigation, regardless of its outcome, could result in substantial expense and significant diversion of the efforts of our management and technical personnel. An adverse determination in any such proceeding could subject us to significant liabilities and temporary or permanent injunctions and require us to seek licenses from third parties or pay royalties that may be substantial. Furthermore, necessary licenses may not be available on terms satisfactory to us, or at all. An unfavorable outcome on any such litigation matter could require that we pay substantial damages, could require that we pay ongoing royalty payments, or could prohibit us from selling certain of our products. Any such outcome could have a material and adverse effect on our business, operating results, financial condition and cash flows.

Our suppliers and customers may have intellectual property claims relating to our products asserted against them. We have agreed to indemnify some of our suppliers and most of our customers for patent infringement relating to our products. The scope of this indemnity varies, but, in some instances, includes indemnification for damages and

expenses (including reasonable attorney's fees) incurred by the supplier or customer in connection with such claims. If a supplier or a customer seeks to enforce a claim for indemnification against us, we could incur significant costs defending such claim, the underlying claim or both. An adverse determination in either such proceeding could subject us to significant liabilities and have a material and adverse effect on our operating results, cash flows and financial condition.

We may be the subject of litigation which, if adversely determined, could harm our business and operating results.

We may be subject to claims arising in the normal course of business. The costs of defending any litigation, whether in cash expenses or in management time, could harm our business and materially and adversely affect our operating results and cash flows. An unfavorable outcome on any litigation matter could require that we pay substantial damages, or, in connection with any intellectual property infringement claims, could require that we pay ongoing royalty payments or prohibit us from selling certain of our products. In addition, we may decide to settle any litigation, which could cause us to incur significant settlement

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costs. A settlement or an unfavorable outcome on any litigation matter could have a material and adverse effect on our business, operating results, financial condition and cash flows.

We have made, and may continue to make, acquisitions, and any acquisition could disrupt our operations, cause dilution to our stockholders and materially and adversely affect our business, operating results, cash flows and financial condition.

As part of our business strategy, from time to time we have acquired, and we may continue to acquire, businesses, technologies, assets and product lines that we believe complement or expand our existing business. Acquisitions involve numerous risks, including the following:

• unanticipated costs or delays associated with an acquisition;

• difficulties in the assimilation and integration of acquired operations, technologies and/or products;

• potential disruption of our business and the diversion of management's attention from the regular operations of the business during the acquisition process;

• the challenges of managing a larger and more geographically widespread operation and product portfolio after the closing of the acquisition;

• potential adverse effects on new and existing business relationships with suppliers, contract manufacturers, resellers, partners and customers;

• risks associated with entering markets in which we may have no or limited prior experience;

• the potential loss of key employees of acquired businesses and our own business as a result of integration;

• difficulties in bringing acquired products and businesses into compliance with applicable legal requirements in jurisdictions in which we operate and sell products;

• impact of known potential liabilities or unknown liabilities, including litigation and infringement claims, associated with companies we acquire;

• substantial charges for acquisition costs or for the amortization of certain purchased intangible assets, deferred stock compensation or similar items;

• substantial impairments to goodwill or intangible assets in the event that an acquisition proves to be less valuable than the price we paid for it;

• delays in realizing, or failure to realize, the anticipated benefits of an acquisition; and

• the possibility that any acquisition may be viewed negatively by our customers or investors or the financial markets.

Competition within our industry for acquisitions of businesses, technologies, assets and product lines has been, and is likely to continue to be, intense. As such, even if we are able to identify an acquisition that we would like to consummate, we may not be able to complete the acquisition on commercially reasonable terms or because the target chooses to be acquired by another company. Furthermore, in the event that we are able to identify and consummate any future acquisitions, we may, in each of those acquisitions:

• issue equity securities which would dilute current stockholders' percentage ownership;

• incur substantial debt to finance the acquisition or assume substantial debt in the acquisition;

• incur significant acquisition-related expenses;

• assume substantial liabilities, contingent or otherwise; or

• expend significant cash.

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These financing activities or expenditures could materially and adversely affect our operating results, cash flows and financial condition or the price of our common stock. Alternatively, due to difficulties in the capital or credit markets at the time, we may be unable to secure capital necessary to complete an acquisition on reasonable terms, or at all. Moreover, even if we were to obtain benefits from acquisitions in the form of increased revenue and earnings per share, there may be a delay between the time the expenses associated with an acquisition are incurred and the time we recognize such benefits.

As of September 26, 2014, we have approximately $198 million of goodwill recorded on our balance sheet associated with prior acquisitions. In the event we determine that our goodwill is impaired, we would be required to write down all or a portion of such goodwill, which could result in a material non-cash charge to our results of operations in the period in which such write-down occurs.

If we are unable to successfully address one or more of these risks, our business, operating results, financial condition and cash flows could be materially and adversely affected.

We may sell one or more of our product lines, from time to time, as a result of our evaluation of our products and markets, and any such divestiture could adversely affect our continuing business and our expenses, revenues, results of operation, cash flows and financial position.

We periodically evaluate our various product lines and may, as a result, consider the divestiture of one or more of those product lines. Any such divestiture could adversely affect our continuing business and expenses, revenues, results of operations, cash flows and financial position.

On February 18, 2013, we entered into an Asset Purchase Agreement with Aurora Networks pursuant to which we agreed to sell our cable access HFC business (the “Business”) for $46 million in cash. This disposition of the Business closed on March 5, 2013. Revenue from this Business in 2012 was approximately $53 million, which represented approximately 10% of our revenue for the year.

Divestitures of product lines have inherent risks, including the expense of selling the product line, the possibility that any anticipated sale will not occur, delays in closing any sale, the risk of lower-than-expected proceeds from the sale of the divested business, unexpected costs associated with the separation of the business to be sold from the seller’s information technology and other operating systems, and potential post-closing claims for indemnification or breach of transition services obligations of the seller. Expected cost savings, which are offset by revenue losses from divested businesses, may also be difficult to achieve or maximize due to the seller’s fixed cost structure, and a seller may experience varying success in reducing fixed costs or transferring liabilities previously associated with the divested business.

Our operating results could be adversely affected by natural disasters affecting the Company or impacting our third-party manufacturers, suppliers, resellers or customers.

Our corporate headquarters is located in California, which is prone to earthquakes. We have employees, consultants and contractors located in regions and countries around the world. In the event that any of our business, sales or research and development centers or offices in the U.S. or internationally are adversely affected by an earthquake or by any other natural disaster, we may sustain damage to our operations and properties, which could cause a sustained interruption or loss of affected operations, and cause us to suffer significant financial losses.

We rely on third-party contract manufacturers for the production of our products. Any significant disruption in the business or operations of such manufacturers or of their or our suppliers could adversely impact our business. Our principal contract manufacturers and several of their and our suppliers and our resellers have operations in locations

that are subject to natural disasters, such as severe weather, tsunamis, floods and earthquakes, which could disrupt their operations and, in turn, our operations.

In addition, if there is a natural disaster in any of the locations in which our significant customers are located, we face the risk that our customers may incur losses or sustained business interruption, or both, which may materially impair their ability to continue their purchase of products from us. Accordingly, natural disaster in one of the geographies in which we, or our third party manufacturers, their or our suppliers or our customers, operate could have a material and adverse effect on our business, operating results, cash flows and financial condition.

In order to manage our growth, we must be successful in addressing management succession issues and attracting and retaining qualified personnel.

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Our future success will depend, to a significant extent, on the ability of our management to operate effectively, both individually and as a group. We must successfully manage transition and replacement issues that may result from the departure or retirement of members of our executive management. We cannot provide assurances that changes of management personnel in the future would not cause disruption to operations or customer relationships or a decline in our operating results.

We are also dependent on our ability to retain and motivate our existing highly qualified personnel, in addition to attracting new highly qualified personnel. Competition for qualified management, technical and other personnel is often intense, and we may not be successful in attracting and retaining such personnel. Competitors and others have in the past attempted, and are likely in the future to attempt, to recruit our employees. While our employees are required to sign standard agreements concerning confidentiality and ownership of inventions, we generally do not have employment contracts or non-competition agreements with any of our personnel. The loss of the services of any of our key personnel, the inability to attract or retain highly qualified personnel in the future or delays in hiring such personnel, particularly senior management and engineers and other technical personnel, could negatively affect our business and operating results.

We could be negatively affected as a result of a future proxy contest and the actions of activist stockholders.

If a proxy contest with respect to election of our directors is initiated in the future, or if other activist stockholder activities occur, our business could be adversely affected because:

• responding to a proxy contest and other actions by activist stockholders can be costly and time-consuming, disrupting our operations and diverting the attention of management and our employees;

• perceived uncertainties as to our future direction caused by activist activities may result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners; and

• if individuals are elected to our Board of Directors with a specific agenda, it may adversely affect our ability to effectively and timely implement our strategic plans.

Our failure to adequately protect our proprietary rights and data may adversely affect us.

At September 26, 2014, we held 54 issued U.S. patents and 33 issued foreign patents, and had 22 patent applications pending. Although we attempt to protect our intellectual property rights through patents, trademarks, copyrights, licensing arrangements, maintaining certain technology as trade secrets and other measures, we can give no assurances that any patent, trademark, copyright or other intellectual property rights owned by us will not be invalidated, circumvented or challenged, that such intellectual property rights will provide competitive advantages to us, or that any of our pending or future patent applications will be issued with the scope of the claims sought by us, if at all. We can give no assurances that others will not develop technologies that are similar or superior to our technologies, duplicate our technologies or design around the patents that we own. In addition, effective patent, copyright and trade secret protection may be unavailable or limited in certain foreign countries in which we do business or may do business in the future.

We generally enter into confidentiality or license agreements with our employees, consultants, and vendors and our customers, as needed, and generally limit access to, and distribution of, our proprietary information. Nevertheless, we cannot provide assurances that the steps taken by us will prevent misappropriation of our technology. In addition, we have taken in the past, and may take in the future, legal action to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend

against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of management time and other resources, and could materially and adversely affect our business, operating results, financial condition and cash flows.

Recently reported hacking attacks on government and commercial computer systems, particularly attacks sponsored by foreign governments or enterprises, raise the risks that such an attack may compromise, in a material respect, one or more of our computer systems and permit hackers access to our proprietary information and data. If such an attack does, in fact, allow access to or theft of our proprietary information or data, our business, operating results, financial condition and cash flows could be materially and adversely affected.

Our products include third-party technology and intellectual property, and our inability to acquire new technologies or use third-party technology in the future could harm our business.

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In order to successfully develop and market certain of our planned products, we may be required to enter into technology development or licensing agreements with third parties. Although companies with technology useful to us are often willing to enter into technology development or licensing agreements with respect to such technology, we cannot provide assurances that such agreements may be negotiated on commercially reasonable terms, or at all. The failure to enter, or a delay in entering, into such technology development or licensing agreements, when necessary or desirable, could limit our ability to develop and market new products and could materially and adversely affect our business.

We incorporate certain third-party technologies, including software programs, into our products, and, as noted, intend to utilize additional third-party technologies in the future. In addition, the technologies that we license may not operate properly or as specified, and we may not be able to secure alternatives in a timely manner, either of which could harm our business. We could face delays in product releases until alternative technology can be identified, licensed or developed, and integrated into our products, if we are able to do so at all. These delays, or a failure to secure or develop adequate technology, could materially and adversely affect our business, operating results, financial condition and cash flows.

Our use of open source software in some of our products may expose us to certain risks

Some of our products contain software modules licensed for use from third-party authors under open source licenses. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public. This could allow our competitors to create similar products with lower development effort and in less time and ultimately could result in a loss of product sales for us.

Although we monitor our use of open source closely, it is possible our past, present or future use of open source has triggered or may trigger the foregoing requirements. Furthermore, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, we could be required to seek licenses from third parties in order to continue offering our products, to re-engineer our products or to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis, any of which could materially and adversely affect our operating results, financial condition and cash flows.

We cannot assure you that our stock repurchase program will result in repurchases of our common stock or enhance long term stockholder value, and repurchases, if any, could affect our stock price and increase its volatility and will diminish our cash reserves.

In April 2013, our Board of Directors approved a modified “Dutch Auction” tender offer to repurchase up to $100 million of shares of our common stock. The tender offer expired on May 24, 2013, and resulted in our repurchasing approximately 12 million shares of our common stock, at $6.25 per share, for an aggregate purchase price of approximately $75 million.

Following the tender offer, we resumed purchases under our stock repurchase program. Under the program, we are authorized to repurchase up to $300 million of our common stock in open market transactions or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. As of September 26, 2014, we have purchased an aggregate of $225 million of our common stock under this program, including under the tender

offer. The timing and actual number of shares repurchased, if any, will depend on a variety of factors, including the price and availability of our shares, trading volume, general market conditions and projected cash positions. The program was suspended prior to the announcement of the tender offer, and may be suspended or discontinued at any time in the future without prior notice.

Repurchases pursuant to our tender offer and our stock repurchase program could affect our stock price and increase its volatility and will reduce the market liquidity for our stock. Additionally, these repurchases will diminish our cash reserves, which could impact our ability to pursue possible future strategic opportunities and acquisitions and would result in lower overall returns on our cash balances. There can be no assurance that any stock repurchases will, in fact, occur, or, if they occur, that they will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased shares of stock. Although our tender offer and our stock repurchase program are intended to enhance long-term stockholder value, short-term stock price fluctuations could reduce the effectiveness of these repurchases.

We are subject to import and export controls that could subject us to liability or impair our ability to compete in international markets.

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Our products are subject to U.S. export controls, and may be exported outside the U.S. only with the required level of export license or through an export license exception, in most cases because we incorporate encryption technology into our products. In addition, various countries regulate the import of certain technology and have enacted laws that could limit our ability to distribute our products, or could limit our customers' ability to implement our products, in those countries. Changes in our products or changes in export and import regulations may delay the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the export or import of our products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential international customers.

In addition, we may be subject to customs duties that could have a significant adverse impact on our operating results or, if we are able to pass on the related costs in any particular situation, would increase the cost of the related product to our customers. As a result, the future imposition of significant increases in the level of customs duties or the creation of import quotas on our products in Europe or in other jurisdictions, or any of the limitations on international sales described above, could have a material adverse effect on our business, operating results, financial condition and cash flows. Further, some of our customers in Europe have been, or are being, audited by local governmental authorities regarding the tariff classifications used for importation of our products. Import duties and tariffs vary by country and a different tariff classification for any of our products may result in higher duties or tariffs, which could have an adverse impact on our operating results and potentially increase the cost of the related products to our customers.

We may need additional capital in the future and may not be able to secure adequate funds on terms acceptable to us.

We have been engaged in the design, manufacture and sale of a variety of video products and system solutions since inception, which has required, and will continue to require, significant research and development expenditures.

We believe that our existing cash and short-term investments of approximately $97 million at September 26, 2014, even as it may be reduced through possible future repurchases of our common stock under the stock repurchase program discussed above, will satisfy our cash requirements for at least the next twelve months. However, we may need to raise additional funds to take advantage of presently unanticipated strategic opportunities, satisfy our other cash requirements from time to time, or strengthen our financial position. Our ability to raise funds may be adversely affected by a number of factors, including factors beyond our control, such as weakness in the economic conditions in markets in which we sell our products and continued uncertainty in financial, capital and credit markets. There can be no assurance that equity or debt financing will be available to us on reasonable terms, if at all, when and if it is needed.

We may raise additional financing through public or private equity offerings, debt financings, or corporate partnership or licensing arrangements. To the extent we raise additional capital by issuing equity securities or convertible debt, our stockholders may experience dilution. To the extent that we raise additional funds through collaboration and licensing arrangements, it may be necessary to relinquish some rights to our technologies or products, or grant licenses on terms that are not favorable to us. To the extent we raise capital through debt financing arrangements, we may be required to pledge assets or enter into covenants that could restrict our operations or our ability to incur further indebtedness and the interest on such debt may adversely affect our operating results.

If adequate capital is not available, or is not available on reasonable terms, when needed, we may not be able to take advantage of acquisition or other market opportunities, to timely develop new products, or to otherwise respond to

competitive pressures.

Our business and industry are subject to various laws and regulations that could adversely affect our business, operating results, cash flows and financial condition.

Our business and industry are regulated under various federal, state, local and international laws. For example, we are subject to environmental regulations such as the European Union’s Waste Electrical and Electronic Equipment (WEEE) and Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS) directives and similar legislation enacted in other jurisdictions worldwide. Our failure to comply with these laws could result in our being directly or indirectly liable for costs, fines or penalties and third-party claims, and could jeopardize our ability to conduct business in such regions and countries. We expect that our operations will be affected by other new environmental laws and regulations on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws and regulations, they would likely result in additional costs, and could require that we redesign or change how we manufacture our products, any of which could have a material and adverse effect on our operating results, financial condition and cash flows.

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We are subject to the Sarbanes-Oxley Act of 2002 which, among other things, requires an annual review and evaluation of our internal control over financial reporting. If we conclude in future periods that our internal control over financial reporting is not effective or if our independent registered public accounting firm is unable to provide an unqualified attestation as of future year-ends, we may incur substantial additional costs in an effort to correct such problems, and investors may lose confidence in our financial statements, and our stock price may decrease in the short term, until we correct such problems, and perhaps in the long term, as well.

We are subject to new requirements under the Dodd-Frank Act of 2010 that will require us to conduct research, disclose, and report whether or not our products contain certain conflict minerals sourced from the Democratic Republic of Congo or its surrounding countries. The implementation of these new requirements could adversely affect the sourcing, availability, and pricing of the materials used in the manufacture of components used in our products. In addition, we will incur additional costs to comply with the disclosure requirements, including costs related to conducting diligence procedures to determine the sources of conflict minerals that may be used or necessary to the production of our products and, if applicable, potential changes to products, processes or sources of supply as a consequence of such verification activities. It is also possible that we may face reputational harm if we determine that certain of our products contain minerals not determined to be conflict-free and/or we are unable to alter our products, processes or sources of supply to avoid such materials.

Changes in telecommunications legislation and regulations in the U.S. and other countries could affect the revenue from our products. In particular, regulations dealing with access by competitors to the networks of incumbent operators could slow or stop additional construction or expansion by these operators. Increased regulation of our customers' pricing or service offerings could limit their investments and, consequently, revenue from our products. The impact of new or revised legislation or regulations could have a material adverse effect on our business, operating results, financial condition and cash flows.

Some anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

We have provisions in our certificate of incorporation and bylaws that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our Board of Directors. These include provisions:

• authorizing blank check preferred stock, which could be issued with voting, liquidation, dividend and other rights superior to our common stock;

• limiting the liability of, and providing indemnification to, our directors and officers;

• limiting the ability of our stockholders to call, and bring business before, special meetings;

• requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our Board of Directors;

• controlling the procedures for conducting and scheduling of Board of Directors and stockholder meetings; and

• providing the Board of Directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings.

These provisions could delay hostile takeovers, changes in control of the Company or changes in our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware

General Corporation law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

Our common stock price may be extremely volatile, and the value of an investment in our stock may decline.

Our common stock price has been highly volatile. We expect that this volatility will continue in the future due to factors such as:

• general market and economic conditions;

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• actual or anticipated variations in operating results;

• increases or decreases in the general stock market or to the stock prices of technology companies;

• announcements of technological innovations, new products or new services by us or by our competitors or customers;

• changes in financial estimates or recommendations by stock market analysts regarding us or our competitors;

• announcements by us or our competitors of significant acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments;

• announcements by our customers regarding end user market conditions and the status of existing and future infrastructure network deployments;

• the repurchase of over 20% of our outstanding shares since 2012 pursuant to our ongoing stock repurchase program and the tender offer we completed in 2013, as well as any future repurchases under our stock repurchase program;

• additions or departures of key personnel; and

• future equity or debt offerings or our announcements of these offerings.

In addition, in recent years, the stock market in general, and the NASDAQ Stock Market and the securities of technology companies in particular, have experienced extreme price and volume fluctuations. These fluctuations have often been unrelated or disproportionate to the operating performance of individual companies. These broad market fluctuations have in the past, and may in the future, materially and adversely affect our stock price, regardless of our operating results. In these circumstances, investors may be unable to sell their shares of our common stock at or above their purchase price over the short term, or at all.

Our stock price may decline if additional shares are sold in the market or if analysts drop coverage of or downgrade our stock.

Future sales of substantial amounts of shares of our common stock by our existing stockholders in the public market, or the perception that these sales could occur, may cause the market price of our common stock to decline. In addition, we issue additional shares upon exercise of stock options, including under our Employee Stock Purchase Plan, and in connection with grants of restricted stock units on an ongoing basis. Increased sales of our common stock in the market after exercise of outstanding stock options or grants of restricted stock units could exert downward pressure on our stock price. These sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price we deem appropriate.

The trading market for our common stock relies in part on the availability of research and reports that third-party industry or securities analysts publish about us. If one or more of the analysts who do cover us downgrade our stock, our stock price may decline. If one or more of these analysts cease coverage of us, we could lose visibility in the market, which in turn could cause the liquidity of our stock and our stock price to decline.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On April 24, 2012, the Board of Directors approved a stock repurchase program that provided for the repurchase of up to $25 million of the Company's outstanding common stock during the term of the program. On January 28, 2013, our Board of Directors approved a $75 million increase to the existing $25 million stock repurchase program. On February 19, 2013, the Board approved a further $35 million increase to the program upon the closing of a sale of the Company's cable access HFC business. On July 16, 2013, the Board approved a further $85 million increase to the program, resulting in an aggregate of $220 million in purchases approved under the program. On May 14, 2014, the Board approved an increase to the aggregate amount authorized under the repurchase program of $80 million and extended the repurchase period through the end of 2016.

Under the program, we are authorized to repurchase shares of common stock in open market transactions or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. The timing and actual number of shares repurchased, if any, will depend on a variety of factors, including the price and availability of our shares, trading volume and general market conditions. The program may be suspended or discontinued at any time without prior notice.

As of September 26, 2014, we had purchased 36.3 million shares of common stock under this program at a weighted average price of $6.19 per share for an aggregate purchase price of $224.6 million, excluding fees. The remaining authorized amount for stock repurchases under this program was $75.4 million as of September 26, 2014.

The table below sets forth the stock repurchase activity for the quarter ended September 26, 2014 (in thousands, except per share amounts):

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Total Number of Shares Repurchased as Part of Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plan or Program
June 28, 2014 - July 25, 2014	1,409	$6.63	1,409	$ 97,687
July 26, 2014 - August 22, 2014	1,908	$6.16	1,908	$ 85,934
August 23, 2014 - September 26, 2014	1,600	$6.60	1,600	$ 75,375
	4,917	$6.44	4,917	

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

Exhibit Number	Exhibit Index
10.1(1)	Amendment No. 3 to Loan Agreement between Harmonic Inc. and Silicon Valley Bank
31.1(1)	Section 302 Certification of Principal Executive Officer
31.2(1)	Section 302 Certification of Principal Financial Officer
32.1(2)	Section 906 Certification of Principal Executive Officer
32.2(2)	Section 906 Certification of Principal Financial Officer
101	The following materials from Registrant's Quarterly Report on Form 10-Q for the quarter ended September 26, 2014, formatted in Extensible Business Reporting Language (XBRL) includes: (i) Condensed Consolidated Balance Sheets at September 26, 2014 and December 31, 2013, (ii) Condensed Consolidated Statements of Operations for the three and nine months ended September 26, 2014 and September 27, 2013, (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 26, 2014 and September 27, 2013, (iv) Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 26, 2014 and September 27, 2013, and (v) Notes to Condensed Consolidated Financial Statements.

(1) Filed herewith
(2) Furnished herewith

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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 thereunto duly authorized.

HARMONIC INC.

By: /s/ Carolyn V. Aver
Carolyn V. Aver
Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: November 3, 2014