



Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2017 Annual Meeting of Stockholders (the “2017 Annual Meeting”) at 9:00 a.m. Pacific Time on Tuesday, June 13, 2017. The Annual Meeting was a virtual meeting held over the Internet at [www.virtualshareholdermeeting.com/HLIT](http://www.virtualshareholdermeeting.com/HLIT). As of April 17, 2017, the record date for the 2017 Annual Meeting, there were 80,516,184 shares of common stock issued and outstanding. A quorum of 74,871,574 shares of common stock was present or represented at the 2017 Annual Meeting. All matters submitted to a vote of the Company’s stockholders at the 2017 Annual Meeting were approved. Those matters were as follows:

1. Stockholders elected seven (7) directors to serve until the earlier of the 2018 Annual Meeting of Stockholders or until their successors are elected and duly qualified.

| NAME                 | FOR        | WITHHELD   | BROKER NON-VOTE |
|----------------------|------------|------------|-----------------|
| Patrick J. Harshman  | 52,941,351 | 7,614,344  | 14,315,879      |
| Patrick Gallagher    | 52,944,793 | 7,610,902  | 14,315,879      |
| E. Floyd Kvamme      | 52,280,843 | 8,274,852  | 14,315,879      |
| Mitzi Reaugh         | 52,950,363 | 7,605,332  | 14,315,879      |
| William F. Reddersen | 52,696,439 | 7,859,256  | 14,315,879      |
| Susan G. Swenson     | 48,623,106 | 11,932,589 | 14,315,879      |
| Nikos Theodosopoulos | 52,945,048 | 7,610,647  | 14,315,879      |

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

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTE |
|------------|-----------|---------|-----------------|
| 59,136,040 | 1,360,570 | 59,085  | 14,315,879      |

3. Stockholders approved, on an advisory basis, the frequency of future advisory votes on Harmonic’s named executive officer compensation.

| 1 YEAR     | 2 YEARS | 3 YEARS   | ABSTAIN | BROKER NON-VOTE |
|------------|---------|-----------|---------|-----------------|
| 54,038,626 | 95,824  | 6,378,720 | 42,525  | 14,315,879      |

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

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTE |
|------------|---------|---------|-----------------|
| 59,661,138 | 848,096 | 46,461  | 14,315,879      |

5. Stockholders approved an amendment to the Company’s 1995 Stock Plan to (i) increase the number of shares of common stock reserved for issuance thereunder by 7,000,000 shares and (ii) extend the term of the 1995 Stock Plan to March 1, 2025.

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTE |
|------------|-----------|---------|-----------------|
| 57,475,819 | 2,994,339 | 85,537  | 14,315,879      |

Stockholders approved an amendment to the Company's 2002 Director Stock Plan to (i) increase the number of 6. shares of common stock reserved for issuance thereunder by 400,000 shares and (ii) extend the term of the 2002 Director Stock Plan to March 1, 2025.

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTE |
|------------|-----------|---------|-----------------|
| 57,578,799 | 2,925,104 | 51,792  | 14,315,879      |

7. Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2017.

| FOR        | AGAINST   | ABSTAIN |
|------------|-----------|---------|
| 73,114,711 | 1,479,293 | 277,570 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 14, 2017 HARMONIC INC.

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