

HARMONIC INC  
Form 8-K  
December 13, 2005

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

**Form 8-K**  
**Current Report**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported): December 7, 2005**  
**HARMONIC INC.**  
*(Exact name of registrant as specified in its charter)*  
**Commission file number: 0-25826**

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**77-0201147**  
*(I.R.S. Employer  
Identification Number)*

**549 Baltic Way**  
**Sunnyvale, California**  
*(Address of principal executive offices)*

**94089**  
*(Zip Code)*

**Registrant's telephone number, including area code:**  
**(408) 542-2500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.05. Costs Associated with Exit or Disposal Activities.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

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**Item 2.05. Costs Associated with Exit or Disposal Activities.**

On December 13, 2005, Harmonic Inc., a Delaware corporation (the Company ), issued a press release announcing organizational changes at the Company, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**Exhibit Number**

99.1 Harmonic Inc. press release dated December 13, 2005 announcing organizational changes.

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**SIGNATURES**

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

**HARMONIC INC.**

Dated: December 13, 2005

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

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Harmonic Inc. press release dated December 13, 2005 announcing organizational changes.