

HARMONIC INC  
Form 8-K/A  
November 15, 2010

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

**FORM 8-K/A**

**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report  
(Date of earliest event reported): September 15, 2010  
HARMONIC INC.  
(Exact name of Registrant as specified in its charter)**

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| <b>Delaware</b>   | <b>000-25826</b>   | <b>77-0201147</b>                                  |
| <b>(State or other jurisdiction of<br/>incorporation or organization)</b> | <b>Commission File Number</b>  | <b>(I.R.S. Employer<br/>Identification Number)</b> |
|   | <b>4300 North First Street<br/>San Jose, CA 95134<br/>(408) 542-2500</b>   |  |
|   | <b>(Address, including zip code, and telephone number, including area code,<br/>of Registrant's principal executive offices)</b> |  |

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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### EXPLANATORY NOTE

On September 15, 2010, Harmonic Inc., a Delaware corporation ( Harmonic ), filed a Current Report on Form 8-K (the September 8-K ) with the Securities and Exchange Commission (the SEC ) to report the completion of its previously announced acquisition (the Acquisition ) of Omneon, Inc., a Delaware corporation ( Omneon ), pursuant to an Agreement and Plan of Reorganization, dated May 6, 2010, by and among Harmonic, Orinda Acquisition Corporation, a Delaware corporation and a direct, wholly-owned subsidiary of Harmonic, Orinda Acquisition, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of Harmonic, Omneon, and Shareholder Representative Services, LLC, a Colorado limited liability company, solely in its capacity as representative, as amended (the Agreement ).

At that time, Harmonic stated in the September 8-K that it intended to file the financial statements and pro forma financial information required by parts (a) and (b) of Item 9.01 of Form 8-K not later than seventy-one (71) calendar days after the date that the September 8-K was required to be filed with the SEC. Harmonic hereby amends the September 8-K in order to include the required financial statements and pro forma financial information.

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

##### ***(a) Financial Statements of Business Acquired.***

The audited consolidated balance sheets of Omneon as of December 31, 2008 and 2009 and the related consolidated statements of operations, stockholders' equity/deficit and cash flows for the years ended December 31, 2007, 2008 and 2009, together with the report thereon of PricewaterhouseCoopers LLP, are attached hereto as Exhibit 99.1.

The unaudited condensed consolidated balance sheets of Omneon as of December 31, 2009 and June 30, 2010, and the unaudited condensed consolidated statements of operations and cash flows for the six months ended June 30, 2009 and 2010, are filed hereto as Exhibit 99.2.

##### ***(b) Pro Forma Financial Information.***

The unaudited pro forma condensed combined balance sheet of Harmonic as of July 2, 2010 and the related pro forma condensed combined statements of operations for the six months ended July 2, 2010 and the year ended December 31, 2009, are attached hereto as Exhibit 99.3.

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*(d) Exhibit Index*

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 23.1                      | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm  |
| 99.1                      | Audited Consolidated Balance Sheets of Omneon, Inc., as of December 31, 2008 and 2009 and the related Consolidated Statements of Operations, Stockholders Equity/Deficit and Cash Flows for the years ended December 31, 2007, 2008 and 2009        |
| 99.2                      | Unaudited Condensed Consolidated Balance Sheets of Omneon, Inc. as of December 31, 2009 and June 30, 2010, and the Unaudited Condensed Consolidated Statements of Operations and Cash Flows for the six months ended June 30, 2009 and 2010         |
| 99.3                      | Unaudited Pro Forma Condensed Combined Balance Sheet of Harmonic Inc. as of July 2, 2010 and the related Unaudited Pro Forma Condensed Combined Statements of Operations for the six months ended July 2, 2010 and the year ended December 31, 2009 |

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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 by the undersigned, hereunto duly authorized.

Harmonic Inc.

Dated: November 15, 2010

By: /s/ Carolyn V. Aver

Name: Carolyn V. Aver

Title: Chief Financial Officer

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