

HARMONIC INC  
Form 10-K/A  
April 26, 2006

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

**FORM 10-K/A  
AMENDMENT NO. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2005**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission File No. 0-25826  
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)**

**549 Baltic Way  
Sunnyvale, CA 94089  
(408) 542-2500**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive  
offices)**

**Securities registered pursuant to section 12(b) of the Act:  
None**

**Securities registered pursuant to section 12(g) of the Act:  
Common Stock, par value \$.001 per share  
Preferred Share Purchase Rights**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
**Yes**  **No**

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange  
Act. **Yes**  **No**

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 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**  **No**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained  
herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. **Yes**  **No**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated  
filer. See definition of accelerated filer and large accelerated filer (as defined in Rule 12b-2 of the Exchange Act).  
(Check one):

**Large accelerated filer**

**Accelerated filer**

**Non-accelerated filer**

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**Yes**  **No**

Based on the closing sale price of the Common Stock on the NASDAQ National Market System on July 1, 2005, the aggregate market value of the voting Common Stock held by non-affiliates of the Registrant was \$357,244,182.

Shares of Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the Registrant's Common Stock, \$.001 par value, was 74,163,348 on April 17, 2006.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**Table of Contents****EXPLANATORY NOTE**

Harmonic Inc. (the Company) is filing this Amendment No. 1 to Form 10-K for the sole purpose of timely providing certain information required by Part III of Form 10-K. No other changes are being made to the Company's Annual Report on Form 10-K filed March 14, 2006.

**PART III****Item 10. Directors and Executive Officers of Registrant**

(a) Executive Officers See the section entitled Executive Officers in Part I, Item 1 of the Company's Annual Report on Form 10-K, filed on March 14, 2006.

(b) Directors The names of the directors and certain information about each of them are set forth below.

| <b>Name</b>             | <b>Age</b> | <b>Principal Occupation</b>                            |
|-------------------------|------------|--|
| Anthony J. Ley          | 67         | Chairman, President and CEO, Harmonic Inc.             |
| E. Floyd Kvamme         | 68         | Partner Emeritus, Kleiner Perkins Caufield & Byers     |
| William F. Reddersen    | 58         | Retired, former Executive Vice President, BellSouth    |
| Lewis Solomon           | 72         | Chairman, G&L Investments                              |
| Michel L. Vaillaud      | 74         | Retired, former Chairman and CEO, Schlumberger Limited |
| David R. Van Valkenburg | 64         | Chairman, Balfour Associates, Inc.                     |

Except as indicated below, each director has been engaged in the principal occupation set forth above during the past five years. There are no family relationships between any directors or executive officers of the Company.

*Anthony J. Ley* has served as Harmonic's President and Chief Executive Officer since November 1988. Mr. Ley was elected Chairman of the Board of Directors in February 1995. From 1963 to 1987, Mr. Ley was employed at Schlumberger, Limited both in Europe and the U.S., holding various senior business management and research and development positions, most recently as Vice President, Research and Engineering at Fairchild Semiconductor/Schlumberger in Palo Alto, California. Mr. Ley holds an M.A. in mechanical sciences from the University of Cambridge and an S.M.E.E. from the Massachusetts Institute of Technology. He is also named as an inventor in 29 patents, is a Fellow of the I.E.E. (U.K.) and a senior member of the I.E.E.E.

*E. Floyd Kvamme* has been a director of the Company since 1990. Since 1984, Mr. Kvamme has been a general partner and now serves as a partner emeritus of Kleiner Perkins Caufield & Byers, a venture capital firm. Mr. Kvamme is also a director of National Semiconductor Corporation and Power Integrations, Inc., as well as several private companies. Mr. Kvamme holds a B.S.E.E. from the University of California, Berkeley and an M.S.E. from Syracuse University.

*William F. Reddersen* has been a director of the Company since July 2002. Now retired, Mr. Reddersen spent 31 years at BellSouth and AT&T. From 1998 to 2000, Mr. Reddersen was Executive Vice President of Corporate Strategy at BellSouth, and from 1991 to 1998, he was responsible for BellSouth's broadband strategy and business market operations. Mr. Reddersen serves as a director of several private companies. He holds a B.S. in Mathematics from the University of Maryland and an M.S. in Management from the Massachusetts Institute of Technology, where he was a Sloan fellow.

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*Lewis Solomon* has been a director of the Company since January 2002. He is Co-Founder and Chairman of G&L Investments, a consulting firm specializing in technology. Mr. Solomon also co-founded and was Chief Executive Officer of Broadband Services, Inc. (BSI), an outsource provider of supply chain management, network planning, and fulfillment services from 1999 to 2004. From 1983 to 1988, he served as the Executive Vice President of Alan Patricof Associates, a global venture capital firm. Mr. Solomon also spent 14 years at General Instrument Corporation, ultimately as Senior Vice President and Assistant to the Chief Executive Officer. Mr. Solomon is a director of Anadigics Inc., Artesyn Technologies Inc, Terayon Communications and several private companies.

*Michel L. Vaillaud* has been a director of the Company since March 1997. Now retired, from 1973 to 1986 Mr. Vaillaud was with Schlumberger Limited, most recently as Chairman and Chief Executive Officer. He is a graduate of Ecole Polytechnique in Paris and Ecole Nationale Superieure des Mines in Paris. He is an Honorary Trustee of the Institute of Advanced Studies in Princeton, New Jersey.

*David R. Van Valkenburg* has been a director of the Company since October 2001. Mr. Van Valkenburg currently serves as Chairman of Balfour Associates, Inc., a firm providing counsel to chief executive officers, boards of directors and private equity funds and Chairman and President of privately-held Zero Point Corporation, a computer network engineering company. From 1995 to 2000, he was Executive Vice President of MediaOne Group, Inc. While at MediaOne Group, Mr. Van Valkenburg was seconded to Telewest Communications where he served as Chief Executive Officer and Chief Operating Officer from 1997 to 1999. He has also held the position of President at both Multivision Cable TV Corporation and Cox Cable Communications Inc. Mr. Van Valkenburg serves on the board of Moscow Cablecom Corporation, and several private companies. He holds a B.A. degree from Malone College, an M.S. degree from the University of Kansas, and an M.B.A. from Harvard University.

**Audit Committee**

The Audit Committee currently consists of Messrs. Kvamme, Reddersen and Vaillaud, each of whom is independent under Rule 10A-3 of the Securities Exchange Act of 1934 and under applicable Nasdaq listing standards. The Audit Committee of the Board of Directors of Harmonic serves as the representative of the Board of Directors for general oversight of the quality and integrity of Harmonic's financial accounting and reporting process, system of internal control, audit process, and process for monitoring the compliance with related laws and regulations. The Audit Committee engages the Company's independent registered public accounting firm and approves the scope of both audit and non-audit services. Harmonic's management has primary responsibility for preparing financial statements and the financial reporting process. The Audit Committee held ten meetings during 2005.

The Company's Board of Directors has determined that Mr. Kvamme is an audit committee financial expert as defined by the current rules of the Securities and Exchange Commission. The Board of Directors believes that Mr. Kvamme's experience as general partner of a major venture capital firm since 1984 qualifies him as an audit committee financial expert because he has acquired relevant expertise and experience from the analysis and evaluation of financial statements of both public and private companies.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) requires the Company's executive officers and directors and persons who own more than ten percent of a registered class of the Company's equity securities to file an initial report of ownership on Form 3 and changes in ownership on Form 4 or Form 5 with the SEC and the National Association of Securities Dealers, Inc. Executive officers, directors and greater than ten percent stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file. Based solely on its review of the copies of such forms received by it or written representations from certain reporting persons, the Company believes that, with respect to 2005, all filing requirements applicable to its officers, directors and ten percent stockholders were complied with, except in one instance. Dr. Yaron Simler, a former executive officer of the Company, sold 1,000 shares in February 2005 and subsequently filed a Form 4 report two days late.

**Table of Contents****Code of Ethics**

Harmonic has adopted a Code of Business Conduct and Ethics for Senior Operational and Financial Leadership (the Code ) which applies to its Chairman and Chief Executive Officer, its Chief Financial Officer, its Corporate Controller and other senior operational and financial management. The Code is available on the Company's website at [www.harmonicinc.com](http://www.harmonicinc.com).

Harmonic intends to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of this Code of Ethics by posting such information on our website, at the address specified above, and to the extent required by the listing standards of the Nasdaq Stock Market, by filing a Current Report on Form 8-K with the Securities and Exchange Commission disclosing such information.

**Item 11. Executive Compensation**

The following Summary Compensation Table sets forth certain information regarding the compensation of the Chief Executive Officer of the Company and each of the executive officers of the Company (collectively, the Named Executive Officers ) for services rendered in all capacities to the Company during the fiscal years ended December 31, 2003, December 31, 2004 and December 31, 2005.

**Summary Compensation Table**

| Name and Principal Position  | Year | Annual Compensation |         | Long Term<br>Compensation<br>Securities<br>Underlying<br>Options |
|--|------|---------------------|---------|--|
|  |      | Salary              | Bonus   |  |
| Anthony J. Ley<br>Chairman of the Board of Directors,<br>President & Chief Executive Officer | 2005 | \$500,000           | \$      | 80,000   |
|  | 2004 | 467,308             | 525,366 | 200,000  |
|  | 2003 | 450,000             | 30,938  | 80,000   |
| Robin N. Dickson<br>Chief Financial Officer  | 2005 | \$330,000           | \$      | 50,000   |
|  | 2004 | 311,538             | 262,683 | 40,000   |
|  | 2003 | 300,000             | 20,625  | 50,000   |
| Patrick Harshman<br>Executive Vice President   | 2005 | \$275,000           | \$      | 50,000   |
|  | 2004 | 259,615             | 158,416 | 50,000   |
|  | 2003 | 250,000             |         | 50,000   |
| Israel Levi<br>Senior Vice President,<br>Operations & Quality                                | 2005 | \$275,000           | \$      | 40,000   |
|  | 2004 | 270,000             | 227,659 | 40,000   |
|  | 2003 | 260,000             | 17,876  | 55,000   |

- The annual base salary of Dr. Harshman was increased on January 1, 2006 to \$325,000 following his promotion to Executive Vice

President and his assumption of broader responsibilities.

2. Other than compensation described above, the Company did not pay any Named Executive Officer any compensation, including incidental personal benefits, in excess of 10% of such executive officers salary or \$50,000.



**Table of Contents****Option Grants in Last Fiscal Year****Individual Grants**

| <b>Name</b>      | <b>Number of Securities Underlying Options Granted(1)</b> | <b>Percent of Total Option Granted to Employees in Fiscal Year</b> | <b>Exercise Price (\$/share)</b> | <b>Expiration Date</b> | <b>Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term<sup>(2)</sup></b> |            |
|------------------|---|--|----------------------------------|------------------------|---|------------|
|                  |   |  |                                  |                        | <b>5%</b>   | <b>10%</b> |
| Anthony J. Ley   | 80,000  | 5.9%   | \$ 5.86                          | 5/3/2015               | 294,826   | 747,146    |
| Robin N. Dickson | 50,000  | 3.7%   | 5.86                             | 5/3/2015               | 184,266   | 466,967    |
| Patrick Harshman | 50,000  | 3.7%   | 5.86                             | 5/3/2015               | 184,266   | 466,967    |
| Israel Levi      | 40,000  | 2.9%   | 5.86                             | 5/3/2015               | 147,413   | 373,573    |

- The options were granted pursuant to the Company's 1995 Stock Plan, and become exercisable in accordance with the following vesting schedule: 1/4 of the shares subject to the option vest one year after the date of grant and an additional 1/48 of the shares subject to the option vest at the end of each month thereafter,

contingent on the Named Executive Officer's continued service as an employee. The term of each option is ten years.

2. Potential gains are net of the exercise price but before taxes associated with the exercise. The 5% and 10% assumed annual rates of compounded stock appreciation are one of the realizable value calculation methods prescribed by the rules of the SEC and do not represent the Company's estimate or projection of the future common stock price. Actual gains, if any, on stock option exercises will depend on the future financial performance of the Company, overall market conditions and the option holders continued employment through the

vesting period.

The following table provides information with respect to the exercise of stock options during 2005 and the value of stock options held as of December 31, 2005 by each of the Named Executive Officers.

**Aggregate Option Exercises in Last Fiscal Year and Year-End Values**

| Name             | Shares<br>Acquired<br>on<br>Exercise | Value<br>Realized <sup>(1)</sup> | Number of Securities<br>Underlying Unexercised<br>Options at 12/31/05 |               | Value of Unexercised<br>In-the-<br>Money Options at<br>12/31/05 <sup>(2)</sup> |               |
|------------------|--------------------------------------|----------------------------------|---|---------------|--|---------------|
|                  |                                      |                                  | Exercisable   | Unexercisable | Exercisable  | Unexercisable |
| Anthony J. Ley   | 90,000                               | \$431,999                        | 592,498   | 207,502       | \$81,083   | \$ 30,117     |
| Robin N. Dickson | 22,972                               | 113,404                          | 237,880   | 85,148        | 32,646   | 18,823        |
| Patrick Harshman | 10,000                               | 5,511                            | 210,478   | 90,522        | 50,677   | 18,823        |
| Israel Levi      |                                      |                                  | 224,644   | 76,356        | 37,675   | 20,705        |

1. Value realized represents the difference between the exercise price of the options and the fair market value of the underlying securities on the date of exercise.
2. Calculated by determining the difference between the fair market value of the Company's common stock as of December 31, 2005 and the exercise price of the underlying options.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth certain information known to the Company with respect to beneficial ownership of the Company's common stock as of the Record Date by (i) each beneficial owner of more than 5% of the common stock; (ii) each director; (iii) each Named Executive Officer; and (iv) all directors and executive officers as a group. Except as otherwise indicated, each person has sole voting and investment power with respect to all shares shown as beneficially owned, subject to community property laws where applicable.



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| Name and Address of Beneficial Owner  | Number of Shares | Percent of Total |
|---|------------------|------------------|
| Barclay's Global Investors, NA <sup>(1)</sup> 45 Fremont Street San Francisco, CA 94015 | 3,720,553        | 5.0%             |
| Anthony J. Ley <sup>(2)</sup>   | 936,042          | 1.3%             |
| E. Floyd Kvamme <sup>(3)</sup>  | 528,684          | 0.7%             |
| William F. Reddersen <sup>(4)</sup>   | 60,000           | 0.1%             |
| Lewis Solomon <sup>(5)</sup>  | 64,000           | 0.1%             |
| Michel L. Vaillaud <sup>(6)</sup>   | 100,000          | 0.1%             |
| David R. Van Valkenburg <sup>(7)</sup>  | 74,000           | 0.1%             |
| Robin N. Dickson <sup>(8)</sup>   | 339,311          | 0.5%             |
| Patrick Harshman <sup>(9)</sup>   | 235,372          | 0.3%             |
| Israel Levi <sup>(10)</sup>   | 246,051          | 0.3%             |
| All directors and executive officers as a group (9 persons) <sup>(11)</sup>             | 2,583,460        | 3.4%             |

1. Based solely on a review of Schedule 13D, 13F and 13G filings with the Securities and Exchange Commission.

2. Includes 594,998 shares which may be acquired upon exercise of options exercisable within 60 days of April 17, 2006.

3. Includes 60,000 shares which may be acquired upon exercise of options exercisable within 60 days of April 17, 2006.

4. Includes 60,000 shares which

may be acquired  
upon exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

5. Includes 64,000  
shares which  
may be acquired  
upon exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

6. Includes 80,000  
shares which  
may be acquired  
upon exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

7. Includes 64,000  
shares which  
may be acquired  
upon exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

8. Includes  
261,568 shares  
which may be  
acquired upon  
exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

9. Includes  
235,372 shares

which may be  
acquired upon  
exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

10. Includes  
245,997 shares  
which may be  
acquired upon  
exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

11. Includes  
1,665,935  
shares which  
may be acquired  
upon exercise of  
options  
exercisable  
within 60 days  
of April 17,  
2006.

### Employment Agreements

The Company has entered into change-of-control severance agreements with each of Mr. Ley, Mr. Dickson, Dr. Harshman and Mr. Levi. Under the terms of the respective Named Executive Officer's agreement, in the event of termination within eighteen months of a change-in-control of the Company, Mr. Ley will receive a lump-sum payment of twice his annual salary, bonus and benefits, and Mr. Dickson, Dr. Harshman and Mr. Levi will each receive a lump-sum payment of one year's salary, bonus and benefits. These agreements also provide for the acceleration of unvested stock options held by a Named Executive Officer in the event of such Named Executive Officer's termination, subject to certain limitations.

### Equity Compensation Plan Information

| (a)<br>Number of<br>securities to be<br>issued upon<br>exercise of | (b)<br>Weighted-average<br>exercise price of | (c)<br>Number of<br>securities<br>remaining<br>available<br>for future<br>issuance<br><br>under equity<br>compensation<br>plans |
|--|--|---|
|--|--|---|

| <b>Plan Category</b>   | <b>outstanding options, warrants and rights<sup>(2)</sup></b> | <b>outstanding options, warrants and rights<sup>(3)</sup></b> | <b>(excluding securities reflected in column(a))</b> |
|--|---|---|--|
| Equity plans approved by security holders <sup>(1)(4)</sup>  | 8,520,896   | \$ 11.18  | 5,279,113  |
| 1. The Company has no equity compensation plans which are not approved by shareholders.  |   |   |  |
| 2. This column does not reflect options assumed in acquisitions where the plans governing the options will not be used for future awards.  |   |   |  |
| 3. This column does not reflect the price of shares underlying the assumed options referred to in footnote (2) of this table.  |   |   |  |
| 4. This row includes the 1995 Stock Plan, the 1995 and 2002 Director Option Plans and the 2002 Employee Stock Purchase Plan. Only the 1995 Stock Plan, the 2002 Director Option Plan and the 2002 Employee Stock Purchase Plan have shares |   |   |  |



remaining  
available for  
issuance.

**Item 13. *Certain Relationships and Related Transactions***

Except for the compensation agreements and other arrangements that are described under Change of Control and Severance Agreements, there was not during fiscal year 2005, nor is there currently proposed, any transaction or series of similar transactions to which the Company was or is to be a party in which the amount involved exceeds

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\$60,000 and in which any director, executive officer, 5% stockholder or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

**Item 14. Principal Accounting Fees and Services**

Aggregate fees for professional services rendered for the Company by PricewaterhouseCoopers LLP for the years ended December 31, 2005 and 2004 were:

| <b>(\$ Thousands)</b> | <b>2005</b>  | <b>2004</b>  |
|-----------------------|--------------|--------------|
| Audit                 | \$ 1,966     | \$ 1,949     |
| Audit Related         | 477          | 138          |
| Tax Fees              | 129          | 193          |
| All Other             | 5            | 2            |
| <br>Total             | <br>\$ 2,577 | <br>\$ 2,282 |

*Audit Fees*

The audit fees for the years ended December 31, 2005 and 2004 were for professional services rendered for the audits of the consolidated financial statements of the Company and statutory and subsidiary audits, issuance of comfort letters, consents, and assistance with the review of documents filed with the SEC.

*Audit Related Fees*

The audit related fees for the years ended December 31, 2005 and 2004 were for due diligence assignments and consultations concerning financial accounting and reporting standards.

*Tax Fees*

The tax compliance fees for the years ended December 31, 2005 and 2004 were for services related to the preparation of tax returns, discussions with tax authorities, claims for tax refunds and the establishment of foreign entities, and for tax planning and tax advice, including consulting services related to indirect taxes and assistance with tax audits and appeals.

*All Other Fees*

All other fees for the years ended December 31, 2005 and 2004 were for license fees for various technical accounting reference software.

Our Audit Committee pre-approves all audit and non-audit services.

The Audit Committee has considered whether the services provided by PricewaterhouseCoopers LLP are compatible with maintaining the independence of PricewaterhouseCoopers LLP and has concluded that the independence of PricewaterhouseCoopers LLP is maintained and is not compromised by the non-audit services provided.

The Audit Committee has engaged PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2006.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Act of 1934, the Registrant, Harmonic Inc., a Delaware corporation, has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on April 26, 2006.

HARMONIC INC.

By: /s/ ANTHONY J. LEY  
 Anthony J. Ley  
 Chairman, President and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K, has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated:

| <b>Signature</b>  | <b>Title</b>  | <b>Date</b>    |
|---|---|----------------|
| /s/ ANTHONY J. LEY<br><br>(Anthony J. Ley)                | Chairman, President & Chief<br><br>Executive Officer<br>(Principal Executive Officer) | April 26, 2006 |
| /s/ ROBIN N. DICKSON<br><br>(Robin N. Dickson)            | Chief Financial Officer<br><br>(Principal Financial and Accounting<br>Officer)        | April 26, 2006 |
| /s/ E. FLOYD KVAMME<br><br>(E. Floyd Kvamme)              | Director  | April 26, 2006 |
| /s/ WILLIAM REDDERSEN<br><br>(William Reddersen)          | Director  | April 26, 2006 |
| /s/ LEWIS SOLOMON<br><br>(Lewis Solomon)                  | Director  | April 26, 2006 |
| /s/ MICHEL L. VAILLAUD<br><br>(Michel L. Vaillaud)        | Director  | April 26, 2006 |
| /s/ DAVID R. VAN VALKENBURG<br><br>(David Van Valkenburg) | Director  | April 26, 2006 |

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**EXHIBIT INDEX**

The following Exhibits to this report are filed herewith, or if marked with a (i), (ii), (iii), (iv), (v), (vi), (vii), (viii), (ix), (x), (xi) or (xii) are incorporated herein by reference.

**Exhibit Number**

|             |   |
|-------------|---|
| 2.1(v)      | Agreement and Plan of Merger and Reorganization by and among C-Cube Microsystems, Inc. and the Registrant dated October 27, 1999  |
| 3.1(ix)     | Certificate of Incorporation of Registrant as amended   |
| 3.3(x)      | Amended and Restated Bylaws of Registrant   |
| 4.1(i)      | Form of Common Stock Certificate  |
| 4.2(x)      | Preferred Stock Rights Agreement dated July 24, 2002 between the Registrant and Mellon Investor Services LLC  |
| 4.3(x)      | Certificate of Designation of Rights, Preferences and Privileges of Series A Participating in Preferred Stock of Registrant   |
| 4.4(i)      | Registration and Participation Rights and Modification Agreement dated as of July 22, 1994 among Registrant and certain holders of Registrant's Common Stock                            |
| 10.1(i)*    | Form of Indemnification Agreement   |
| 10.2(i)*    | 1988 Stock Option Plan and form of Stock Option Agreement   |
| 10.3(i)*    | 1995 Stock Plan and form of Stock Option Agreement  |
| 10.4(i)*    | 1995 Employee Stock Purchase Plan and form of Subscription Agreement  |
| 10.5(i)*    | 1995 Director Option Plan and form of Director Option Agreement   |
| 10.7(ii)    | Business Loan Agreement, Commercial Security Agreement and Promissory Note dated August 26, 1993, as amended on September 14, 1995, between Registrant and Silicon Valley Bank          |
| 10.8(ii)    | Facility lease dated as of January 12, 1996 by and between Eastrich No. 137 Corporation and Company   |
| 10.9(xii)*  | Change of Control Severance Agreement dated February 20, 2004 between Registrant and Anthony J. Ley   |
| 10.10(xii)* | Form of Change of Control Severance Agreement between Registrant and certain executive officers of Registrant   |
| 10.11(iv)*  | 1997 Nonstatutory Stock Option Plan   |
| 10.12(vi)*  | 1999 Nonstatutory Stock Option Plan   |
| 10.13(vii)  | Lease Agreement for 603-611 Baltic Way, Sunnyvale, California   |
| 10.14(vii)  | Lease Agreement for 1322 Crossman Avenue, Sunnyvale, California   |
| 10.15(vii)  | Lease Agreement for 646 Caribbean Drive, Sunnyvale, California  |
| 10.16(vii)  | Lease Agreement for 632 Caribbean Drive, Sunnyvale, California  |
| 10.17(vii)  | First Amendment to the Lease Agreement for 549 Baltic Way, Sunnyvale, California  |
| 10.18(ix)   | Restated Non-Recourse Receivables Purchase Agreement dated September 25, 2001 between Registrant and Silicon Valley Bank  |
| 10.19(ix)   | Modification dated December 14, 2001 to the Restated Non-Recourse Receivables Purchase Agreement dated September 25, 2001, between Registrant and Silicon Valley Bank                   |
| 10.21(xi)   | Amendment to Loan Documents, dated September 26, 2003, by and between Silicon Valley Bank and Harmonic Inc.   |
| 10.22(xii)* | 2002 Director Option Plan and Form of Stock Option Agreement  |
| 10.23(xii)* | 2002 Employee Stock Purchase Plan and Form of Subscription Agreement  |
| 10.24(viii) | Supply License and Development Agreement, dated as of October 27, 1999, by and between C-Cube Microsystems and Harmonic   |
| 10.25(xiv)  | First Amendment to Second Amended and Restated Loan and Security Agreement by and between Harmonic Inc., as Borrower, and Silicon Valley Bank, as Lender, dated as of December 16, 2005 |
| 21.1(xv)    | Subsidiaries of Registrant  |

|          |   |
|----------|---|
| 23.1(xv) | Consent of Independent Registered Public Accounting Firm                              |
| 31.1     | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes- |

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**Table of Contents**

**Exhibit Number**

|      |   |
|------|---|
|      | Oxley Act of 2002   |
| 31.2 | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

- \* Indicates a management contract or compensatory plan or arrangement relating to executive officers or directors of the Company.
  
- (i) Previously filed as an Exhibit to the Company's Registration Statement on Form S-1 No. 33-90752.
  
- (ii) Previously filed as an Exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.
  
- (iii) Previously filed as an Exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1996.

- (iv) Previously filed as an Exhibit to the Company's Registration Statement on Form S-8 dated January 14, 1998.
- (v) Previously filed as an Exhibit to the Company's Current Report on Form 8-K dated November 1, 1999.
- (vi) Previously filed as an Exhibit to the Company's Amendment to its Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2000.
- (vii) Previously filed as an Exhibit to the Company's Registration Statement on Form S-4 No. 333-33148.
- (viii) Previously filed as an Exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2001.
- (ix) Previously filed as an Exhibit to the Company's Current Report

on Form 8-K  
dated July 25,  
2002.

- (x) Previously filed as an Exhibit to the Company Quarterly Report on Form 10-Q for the quarter ended September 26, 2003.
- (xi) Previously filed as an Exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2002.
- (xii) Previously filed as an Exhibit to the Company's Current Annual Report on Form 10-K for the year ended December 31, 2003.
- (xiii) Previously filed as an Exhibit to the Company's Definitive Proxy Statement dated April 21, 2004.
- (xiv) Previously filed as an Exhibit to the Company's Current Report on Form 8-K dated December 22, 2005.
- (xv) Previously filed as an Exhibit to



the Company's  
Current Annual  
Report on Form  
10-K for the  
year ended  
December 31,  
2005.