

HARMONIC INC  
Form 8-K  
March 11, 2013  
Table of Contents

**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**

**March 11, 2013**

**Date of Report**

**(Date of earliest event reported: March 5, 2013)**

**HARMONIC INC.**

**(Exact name of Registrant as specified in its charter)**

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

**000-25826**  
Commission File Number

**77-0201147**  
(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)

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))

**Table of Contents**

**TABLE OF CONTENTS**

Item 2.01 <u>Completion of Acquisition or Disposition of Assets</u>	3
Item 8.01 <u>Other Event</u>	3
Item 9.01 <u>Financial Statements and Exhibits</u>	3
<u>SIGNATURES</u>	4

**Table of Contents**

**Item 2.01 Completion of Acquisition or Disposition of Assets**

On February 18, 2013, Harmonic Inc. ( Harmonic or the Company ) entered into an Asset Purchase Agreement (the Purchase Agreement ) with Aurora Networks, Inc. ( Aurora ), pursuant to which Aurora would acquire the cable access HFC business of Harmonic (the Transaction ).

On March 5, 2013, the Company completed the Transaction and received gross proceeds of \$46 million in cash, as provided in the Purchase Agreement.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, a copy of which is filed as Exhibit 2.1 to this Form 8-K and is incorporated by reference herein.

**Item 8.01 Other Event**

On March 6, 2013, the Company issued a press release announcing the completion of the Transaction, a copy of which is filed as Exhibit 99.1 to this Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(b) Pro Forma Financial Information.

The unaudited pro forma condensed consolidated balance sheet of the Company as of December 31, 2012 and unaudited pro forma condensed consolidated statements of operations of the Company for the fiscal years ended December 31, 2012, December 31, 2011 and December 31, 2010, in each case giving effect to the Transaction, are filed as Exhibit 99.2 to this Form 8-K and are incorporated by reference herein.

(d) Exhibits.

Exhibit Number	Description
2.1	Asset Purchase Agreement, dated as of February 18, 2013, by and between Aurora Networks, Inc. and Harmonic Inc.
99.1	Press release of Harmonic Inc., issued on March 6, 2013
99.2	Unaudited pro forma condensed consolidated balance sheet of the Company as of December 31, 2012 and unaudited pro forma condensed consolidated statements of operations of the Company for the fiscal years ended December 31, 2012, December 31, 2011 and December 31, 2010

**Table of Contents**

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: March 11, 2013

HARMONIC INC.

By: /s/Carolyn V. Aver  
Carolyn V. Aver  
Chief Financial Officer

4

**Table of Contents**

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**Table of Contents**

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