

HARMONIC INC  
Form 8-K  
July 25, 2002

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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:**

**July 23, 2002**  
(Date of earliest event reported)

**HARMONIC INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**000-25826**

**77-0201147**

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(State or Other Jurisdiction of  
Incorporation or Organization)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

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

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

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ITEM 5. OTHER EVENTS

On July 23, 2002, Harmonic Inc. (the Company) declared a dividend of one (1) Preferred Share Purchase Right (collectively, the Rights) on each share of Common Stock, par value \$0.001 per share, of the Company (Company Common Stock) outstanding as of the close of business on August 7, 2002. The terms of the Rights are governed by a Preferred Stock Rights Agreement, dated as of July 24, 2002 (the Rights Agreement), between the Company and Mellon Investor Services LLC, a copy of which is attached as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

On July 24, 2002, the Company issued a press release announcing that the Company had approved adoption of the Rights Agreement. In connection with the Company's adoption of the Rights Agreement and a general anti-takeover analysis performed by the Company's Board of Directors, the Company amended and restated its bylaws. The press release and the Amended and Restated Bylaws of the Company are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits:

- 3.1 Amended and Restated Bylaws of Harmonic Inc.
- 3.2 Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of Harmonic Inc.
- 4.1 Preferred Stock Rights Agreement, dated as of July 24, 2002, between Harmonic Inc., a Delaware corporation, and Mellon Investor Services LLC.
- 99.1 Press release of Harmonic Inc. issued on July 24, 2002.

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SIGNATURE

Pursuant to the requirements of the Securities and 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.

Date: July 25, 2002

By: /s/ Robin N. Dickson

Name: Robin N. Dickson  
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit  
Number

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|      |   |
|------|---|
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