

HARMONIC INC
Form 8-K
July 31, 2014

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: July 29, 2014
(Date of Earliest Event Reported)

HARMONIC INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or other jurisdiction of incorporation or organization) 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) | 000-25826 Commission File Number | 77-0201147 (I.R.S. Employer Identification No.) |
|---|--|---|

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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2014 Annual Meeting of Stockholders (the “2014 Annual Meeting”) at 2:00 p.m. PDT on Tuesday, July 29, 2014, at the Company’s corporate headquarters located at 4300 North First Street, San Jose, CA 95134. As of May 30, 2014, the record date for the 2014 Annual Meeting, there were 93,325,266 shares of common stock issued and outstanding. A quorum of 86,414,136 shares of common stock was present or represented at the 2014 Annual Meeting. All matters submitted to a vote of the Company’s stockholders at the 2014 Annual Meeting were approved. Those matters were as follows:

1. Stockholders elected seven (7) directors to serve until the earlier of the 2015 Annual Meeting of Stockholders or until their successors are elected and duly qualified.

| NAME | FOR | WITHHELD | BROKER NO VOTE |
|----------------------|------------|-----------|----------------|
| Patrick J. Harshman | 69,385,645 | 742,830 | 16,285,661 |
| Patrick Gallagher | 69,401,689 | 726,786 | 16,285,661 |
| Harold Covert | 69,492,633 | 635,842 | 16,285,661 |
| E. Floyd Kvamme | 68,976,644 | 1,151,831 | 16,285,661 |
| Mitzi Reaugh | 69,496,724 | 631,751 | 16,285,661 |
| William F. Reddersen | 69,073,726 | 1,054,749 | 16,285,661 |
| Susan G. Swenson | 69,195,712 | 932,763 | 16,285,661 |

2. Stockholders approved, on an advisory basis, the compensation of the named executive officers.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|-----------|---------|----------------|
| 67,149,304 | 2,788,809 | 190,362 | 16,285,661 |

3. Stockholders approved an amendment to the Company’s 2002 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder by 1,000,000 shares.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|-----------|---------|----------------|
| 68,839,304 | 1,236,827 | 52,344 | 16,285,661 |

4. Stockholders approved an amendment to the Company’s 2002 Director Stock Plan to increase the number of shares of common stock reserved for issuance thereunder by 350,000 shares.

| FOR | AGAINST | ABSTAIN | BROKER NO VOTE |
|------------|-----------|---------|----------------|
| 63,343,099 | 6,691,527 | 93,849 | 16,285,661 |

5. Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2014.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 85,338,971 | 953,592 | 121,573 |

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.

Date: July 31, 2014
By: /s/ Timothy C. Chu
Timothy C. Chu
VP, General Counsel and Secretary