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

Form 10-Q

(Mark One)

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended April 3, 2026

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File No. 000-25826

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)**

2590 Orchard Parkway
San Jose, CA 95131
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.001 par value	HLIT	The Nasdaq Global Select Market

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 such 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 whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated Filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's Common Stock, $0.001 par value, outstanding on May 4, 2026 was 108,496,436

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PART I

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

HARMONIC INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands, except par value)

	April 3, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	$ 109,000	$ 124,105
Accounts receivable, net of allowances for credit losses of $362 and $227 as of April 3, 2026 and December 31, 2025, respectively	83,499	85,935
Inventories	51,200	47,840
Prepaid expenses and other current assets	17,182	12,530
Assets held for sale	224,374	223,961
Total current assets	485,255	494,371
Property and equipment, net	24,670	25,648
Operating lease right-of-use assets	12,746	13,687
Goodwill	60,881	60,900
Deferred income taxes, net	102,050	104,043
Other non-current assets	19,704	19,834
Total assets	$ 705,306	$ 718,483
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 2,944	$ 2,944
Accounts payable	34,973	23,093
Deferred revenue	30,265	31,519
Operating lease liabilities	6,413	6,433
Other current liabilities	52,908	48,288
Liabilities to be disposed of	86,740	85,671
Total current liabilities	214,243	197,948
Long-term debt	108,403	109,140
Operating lease liabilities, non-current	13,297	14,664
Other non-current liabilities	14,209	13,485
Total liabilities	350,152	335,237
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000 shares authorized; no shares issued or outstanding	—	—
Common stock, $0.001 par value, 150,000 shares authorized; 108,478 and 111,186 shares issued and outstanding at April 3, 2026 and December 31, 2025, respectively	108	111
Additional paid-in capital	2,475,698	2,466,177
Accumulated deficit	(2,112,344)	(2,076,406)
Accumulated other comprehensive loss	(8,308)	(6,636)
Total stockholders' equity	355,154	383,246
Total liabilities and stockholders' equity	$ 705,306	$ 718,483

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except per share data)

	Three Months Ended	
	April 3, 2026	March 28, 2025
Revenue:		
Appliance and integration	$ 103,759	$ 71,525
SaaS and service	17,936	13,353
Total net revenue	121,695	84,878
Cost of revenue:		
Appliance and integration	50,858	32,434
SaaS and service	7,222	5,964
Total cost of revenue	58,080	38,398
Total gross profit	63,615	46,480
Operating expenses:		
Research and development	20,881	19,664
Selling, general and administrative	22,285	19,780
Total operating expenses	43,166	39,444
Income from operations	20,449	7,036
Interest expense, net	(1,079)	(1,311)
Other income (expense), net	(42)	(621)
Income before income taxes	19,328	5,104
Provision for income taxes	9,680	2,735
Income from continuing operations	9,648	2,369
Income (loss) from discontinued operations, net of tax	(2,339)	3,571
Net income	$ 7,309	$ 5,940
Net income (loss) per share:		
Basic:		
Continuing operations	$ 0.09	$ 0.02
Discontinued operations	(0.02)	0.03
Basic net income per share	$ 0.07	$ 0.05
Diluted:		
Continuing operations	$ 0.09	$ 0.02
Discontinued operations	(0.02)	0.03
Diluted net income per share	$ 0.07	$ 0.05
Weighted average common shares:		
Basic	109,708	116,319
Diluted	110,617	117,021

The accompanying notes are an integral part of these condensed consolidated financial statements.

HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited, in thousands)

	Three Months Ended	
	April 3, 2026	March 28, 2025
Net income	$ 7,309	$ 5,940
Foreign currency translation adjustments	(1,616)	1,819
Other comprehensive income (loss) before tax	(1,616)	1,819
Provision for (benefit from) income taxes	56	(155)
Other comprehensive income (loss), net of tax	(1,672)	1,974
Total comprehensive income	$ 5,637	$ 7,914

The accompanying notes are an integral part of these condensed consolidated financial statements.

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HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY
(Unaudited, in thousands)

	Three Months Ended April 3, 2026					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders’ Equity
	Shares	Amount				
Balance at December 31, 2025	111,186	$ 111	$ 2,466,177	$ (2,076,406)	$ (6,636)	$ 383,246
Net income	—	—	—	7,309	—	7,309
Other comprehensive loss, net of tax	—	—	—	—	(1,672)	(1,672)
Issuance of common stock under award and purchase plans, net	1,512	2	(850)	—	—	(848)
Repurchase of common stock	(4,220)	(5)	—	(42,946)	—	(42,951)
Excise tax on share repurchases	—	—	—	(301)	—	(301)
Stock-based compensation	—	—	10,371	—	—	10,371
Balance at April 3, 2026	108,478	$ 108	$ 2,475,698	$ (2,112,344)	$ (8,308)	$ 355,154

	Three Months Ended March 28, 2025					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders’ Equity
	Shares	Amount				
Balance at December 31, 2024	116,735	$ 117	$ 2,432,733	$ (1,953,495)	$ (14,097)	$ 465,258
Net income	—	—	—	5,940	—	5,940
Other comprehensive income, net of tax	—	—	—	—	1,974	1,974
Issuance of common stock under award and purchase plans, net	1,425	1	505	—	—	506
Repurchase of common stock	(3,481)	(3)	—	(36,076)	—	(36,079)
Excise tax on share repurchases	—	—	—	(241)	—	(241)
Stock-based compensation	—	—	8,772	—	—	8,772
Balance at March 28, 2025	114,679	$ 115	$ 2,442,010	$ (1,983,872)	$ (12,123)	$ 446,130

The accompanying notes are an integral part of these condensed consolidated financial statements.

HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Three Months Ended	
	April 3, 2026	March 28, 2025
Cash flows from Continuing and Discontinued Operations		
Cash flows from operating activities:		
Net income	$ 7,309	$ 5,940
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,523	2,720
Stock-based compensation	9,811	8,465
Foreign currency remeasurement	1,076	377
Deferred income taxes, net	199	712
Provision for excess and obsolete inventories	586	1,793
Other	44	(19)
Changes in operating assets and liabilities:		
Accounts receivable, net	3,206	79,609
Inventories	(4,713)	2,242
Prepaid expenses and other assets	(3,802)	(8,356)
Accounts payable	9,233	(8,820)
Deferred revenues	7,837	3,151
Other liabilities	(1,619)	(4,209)
Net cash provided by operating activities	31,690	83,605
Cash flows from investing activities:		
Purchases of property and equipment	(1,399)	(1,872)
Net cash used in investing activities	(1,399)	(1,872)
Cash flows from financing activities:		
Proceeds from long-term debt	55,000	—
Repayment of long-term debt and other borrowings	(55,750)	(500)
Repurchase of common stock	(42,951)	(36,079)
Proceeds from common stock issued to employees	3,089	3,056
Taxes paid related to net share settlement of equity awards	(3,937)	(2,551)
Net cash used in financing activities	(44,549)	(36,074)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(836)	1,590
Net increase (decrease) in cash and cash equivalents and restricted cash	(15,094)	47,249
Cash and cash equivalents and restricted cash at beginning of period [(1)]	124,461	101,789
Cash and cash equivalents and restricted cash at end of period	$ 109,367	$ 149,038
Cash and cash equivalents and restricted cash at end of period		
Cash and cash equivalents	$ 109,000	$ 148,708
Restricted cash included in other current assets	367	330
Total cash, cash equivalents and restricted cash as shown in the condensed consolidated statement of cash flows	$ 109,367	$ 149,038

The accompanying notes are an integral part of these condensed consolidated financial statements.

[1] Restricted cash included in other current assets was $356 and $332 as of December 31, 2025 and 2024 respectively.

HARMONIC INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Three Months Ended	
	April 3, 2026	March 28, 2025
Supplemental cash flow disclosure:		
Income tax payments, net	$ 24	$ 1,138
Interest payments, net	$ 879	$ 1,686
Supplemental schedule of non-cash investing activities:		
Capital expenditures incurred but not yet paid	$ 383	$ 1,064

The accompanying notes are an integral part of these condensed consolidated financial statements.

HARMONIC INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information. As permitted under those rules, certain footnotes or other financial information that are normally required by GAAP can be condensed or omitted. These financial statements have been prepared on the same basis as our annual consolidated financial statements and, in the opinion of management, reflect all normal recurring adjustments, which are necessary for the fair statement of our financial information. As such, the information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Company’s audited consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2025 (“2025 Form 10-K”) as filed with the SEC on February 24, 2026. Operating results for interim periods are not necessarily indicative of the results that may be expected for any subsequent quarter or for the fiscal year ending December 31, 2026. All intercompany balances and transactions have been eliminated in consolidation. Continuing operations consist of the Broadband business.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Company’s significant accounting policies are described in Note 2 to its audited Consolidated Financial Statements included in the 2025 Form 10-K. There have been no significant changes to these policies during the three months ended April 3, 2026.

As previously reported, on December 8, 2025, the Company entered into a Put Option Agreement to sell its Video business to Leone Media Inc. (d/b/a MediaKind) (the “Buyer”). Under the Put Option Agreement, the Buyer irrevocably provided the Company with the right to require the Buyer to purchase the Company's Video business for a purchase price of $145 million in cash (the "Put Option"). On March 16, 2026, the Company delivered a notice of intent to exercise the Put Option to the Buyer requesting that Buyer execute the Asset Purchase Agreement (the “APA”). On March 20, 2026, the Buyer and the Company executed the APA to complete the transaction. The closing of the transaction is subject to satisfaction of customary closing conditions. The transaction is expected to close in the second quarter of fiscal 2026. The results of the Video business are presented as discontinued operations in the accompanying unaudited condensed consolidated income statement for all periods presented. The assets and liabilities of the Video business have been reflected as assets and liabilities of discontinued operations in the accompanying unaudited condensed consolidated balance sheet for all periods presented.

Unless otherwise noted, all amounts and disclosures included in these Notes to unaudited condensed consolidated financial statements reflect only our continuing operations. Refer to Note 3 for additional details on discontinued operations.

NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

New Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures. The ASU requires entities to disclose specified information about certain expenses in the notes to the financial statements, including employee compensation. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027 with early adoption permitted. The Company is currently assessing the impact of this ASU on our consolidated financial statements and related disclosures.

NOTE 3: DISCONTINUED OPERATIONS

As previously reported, on December 8, 2025, the Company entered into a Put Option Agreement to divest its Video business to Leone Media Inc. for $145 million, subject to working capital and other adjustments. The following table summarizes the carrying values of the assets and liabilities classified as held-for-sale in our consolidated balance sheets:

(in thousands)	April 3, 2026	December 31, 2025
Assets		
Accounts receivable, net	$ 38,017	$ 38,895
Inventories	25,039	23,890
Prepaids and other current assets	13,342	13,207
Property and equipment, net	1,207	1,296
Goodwill	122,606	123,479
Deferred income taxes, net	8,742	8,742
Other non-current assets	15,421	14,452
Assets held for sale	$ 224,374	$ 223,961
Liabilities		
Current portion of other borrowings	$ 5,493	$ 5,605
Accounts payable	5,597	8,004
Deferred revenue	34,868	26,577
Other current liabilities	18,501	22,936
Other long-term borrowings	7,914	8,076
Other non-current liabilities	14,367	14,473
Liabilities to be disposed of	$ 86,740	$ 85,671

The operating results of the discontinued operations only reflect revenues and expenses that are directly attributable to the Video business that will be eliminated from continuing operations. The following table presents key components of "Income (loss) from discontinued operations, net of tax" for all periods presented:

	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
Revenue	$ 50,071	$ 48,257
Cost of revenue	15,601	16,163
Total gross profit	34,470	32,094
Operating expenses:		
Research and development	14,217	11,685
Selling, general and administrative	22,963	17,318
Total operating expenses	37,180	29,003
Income (loss) from discontinued operations	(2,710)	3,091
Interest expense, net	(98)	(163)
Other income, net	—	449
Income (loss) from discontinued operations before income taxes	(2,808)	3,377
Benefit from income taxes	(469)	(194)
Income (loss) from discontinued operations, net of tax	$ (2,339)	$ 3,571

In accordance with ASC 205-20, cash flows from discontinued operations are not separately presented on the face of the consolidated statement of cash flows. The following table presents the significant operating and investing cash flow items related to the Video business:

(in thousands)	Three Months Ended April 3, 2026	Three Months Ended March 28, 2025
Operating activities:		
Stock-based compensation	$ 4,246	$ 3,448
Depreciation	—	260
Investing activities:		
Purchase of property and equipment	$ 111	$ 237

NOTE 4: CONTRACT ASSETS AND DEFERRED REVENUE

Contract assets exist when the Company has satisfied a performance obligation but does not have an unconditional right to consideration (e.g., because the entity first must satisfy another performance obligation in the contract before it is entitled to invoice the customer).

Contract assets and deferred revenue consisted of the following:

(in thousands)	As of April 3, 2026	As of December 31, 2025
Contract assets	$ 1,848	$ 1,959
Deferred revenue	$ 32,727	$ 33,006

Contract assets and the non-current portion of deferred revenue are reported as components of “Prepaid expenses and other current assets” and “Other non-current liabilities,” respectively, on the condensed consolidated balance sheets.

Revenue recognized during the three months ended April 3, 2026 and March 28, 2025 that was included within the deferred revenue balance at January 1, 2026 and January 1, 2025, was $16.5 million and $5.4 million, respectively.

Remaining performance obligations represent contracted revenues that have not yet been recognized and include deferred revenue and unbilled amounts that will be recognized as revenue in the future. The aggregate balance of the Company’s remaining performance obligations as of April 3, 2026 was $582.1 million, 60% of which is expected to be recognized as revenue over the next 12 months and the remainder thereafter.

Refer to Note 11, “Segment Information” for disaggregated revenue information.

NOTE 5: LEASES

The components of lease expense are as follows:

(in thousands)	Three Months Ended April 3, 2026	Three Months Ended March 28, 2025
Operating lease cost	$ 1,636	$ 1,666
Variable lease cost	362	257
Total lease cost	$ 1,998	$ 1,923

Supplemental cash flow information related to leases are as follows:

(in thousands)	Three Months Ended April 3, 2026	Three Months Ended March 28, 2025
Cash paid for operating lease liabilities	$ 1,668	$ 1,523
Right-of-use assets obtained in exchange for operating lease obligations	$ —	$ 1,388

NOTE 6: CERTAIN BALANCE SHEET COMPONENTS

The following tables provide details of selected balance sheet components:

Inventories:

(in thousands)	As of April 3, 2026	As of December 31, 2025
Finished goods	$ 31,467	$ 32,430
Raw materials	14,287	8,452
Work-in-process	2,510	4,393
Service-related spares	2,936	2,565
Total	$ 51,200	$ 47,840

Prepaid expenses and other current assets:

(in thousands)	As of April 3, 2026	As of December 31, 2025
Prepaid expenses	$ 9,951	$ 7,107
Contract assets	1,848	1,959
Other current assets (1)	5,383	3,464
Total	$ 17,182	$ 12,530

(1) Balances as of April 3, 2026 and December 31, 2025 each included restricted cash of $0.4 million.

Property and equipment, net:

(in thousands)	As of April 3, 2026	As of December 31, 2025
Machinery and equipment	$ 65,605	$ 76,971
Capitalized software	26,621	27,163
Leasehold improvements	25,466	25,336
Furniture and fixtures	2,507	2,569
Construction-in-progress	1,338	2,557
Property and equipment, gross	121,537	134,596
Less: accumulated depreciation and amortization	(96,867)	(108,948)
Total	$ 24,670	$ 25,648

Other current liabilities:

(in thousands)	As of April 3, 2026	As of December 31, 2025
Accrued employee compensation and related expenses	$ 9,756	$ 13,560
Income tax payable	7,338	367
Accrued customer rebates	9,755	7,270
Accrued liabilities for excess and obsolete inventory	6,941	8,330
Other	19,118	18,761
Total	$ 52,908	$ 48,288

NOTE 7: DEBT

Revolving and Term Facilities

In December 2023, the Company entered into a five-year Credit Agreement (the “Credit Agreement”), by and among the Company, certain subsidiaries of the Company from time to time party thereto, the lenders from time to time party thereto, and Citibank N.A., as administrative agent for the lenders. As amended in December 2024, the Credit Agreement provides for a secured revolving credit facility in an aggregate principal amount of up to $160.0 million (the "Revolving Facility”), with a $10.0 million sublimit for the issuance of letters of credit, and a secured delayed draw term loan facility in an aggregate principal amount of up to $40.0 million (the “Term Facility”). The Revolving Facility and the Term Facility both mature on December 21, 2028. The proceeds of the loans under the Revolving Facility may be used for general corporate purposes. The proceeds of the loans under the Term Facility were required to be used to repurchase, redeem, acquire or otherwise settle the 2024 Notes. In April 2024, the Company borrowed all $40.0 million under the Term Facility in connection with settling conversions of the 2024 Notes. The Credit Agreement also includes an uncommitted accordion feature whereby the Company may increase the Revolving Facility and/or establish one or more new term loan facilities by an aggregate amount not to exceed $100.0 million during the term of the Credit Agreement, subject to certain conditions, including lender consent. In December 2024, the Company amended the Credit Agreement, increasing the revolving credit commitments from an aggregate principal amount of up to $120.0 million to $160.0 million. As a result, the Company's capacity under the accordion was reduced from $100.0 million to $60.0 million.

Loans under the Revolving Facility and Term Facility bear interest, at a floating rate per annum equal to an adjusted Term Secured Overnight Financing Rate (“SOFR”) (based on one-, three- or six-month interest periods), plus a SOFR adjustment of 0.1% and an applicable margin of between 2.00% to 2.75%, determined based on the Company’s consolidated net leverage ratio. Unused commitments under the Revolving Facility are subject to a quarterly fee ranging from 0.25% to 0.35%, determined based on the Company’s consolidated net leverage ratio.

The Credit Agreement contains customary affirmative and negative covenants. The Company is also required to maintain compliance with a maximum consolidated net leverage ratio and a minimum fixed charge coverage ratio, in each case, determined in accordance with the terms of the Credit Agreement. As of April 3, 2026, the Company was in compliance with the covenants under the Credit Agreement.

Repayment of the principal amount of the term loans began on December 31, 2024, in quarterly installments equal to 1.25% of the initial borrowing of $40.0 million, increasing to 1.875% beginning December 31, 2025, and to 2.50% beginning December 31, 2027. As of April 3, 2026, the Company had repaid $3.5 million of these installments, and $3.0 million was due in the following twelve months and was therefore classified as current portion of long-term debt on the condensed consolidated balance sheet. As of April 3, 2026, the Company had outstanding borrowings of $36.5 million under the Term Facility, $75.0 million under the Revolving Facility, $3.0 million of letters of credit issued, and $82.0 million of remaining capacity under the Revolving Facility. The carrying value of the borrowings under the Credit Agreement approximate their fair value because they bear interest at a market rate.

For the three months ended April 3, 2026, the Company incurred interest expenses of $1.4 million on these borrowings.

NOTE 8: STOCKHOLDERS’ EQUITY

Share-based Compensation Plans

The following table sets forth the detailed allocation of the share-based compensation expense which was included in the Company’s condensed consolidated statements of operations:

	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
Cost of revenue	$ 265	$ 260
Research and development	1,067	1,188
Selling, general and administrative	4,232	3,569
Total	$ 5,564	$ 5,017

Restricted Stock Units

(in thousands, except per share amounts)	Number of Shares		Weighted Average Grant-Date Fair Value Per Share
Balance at December 31, 2025	4,135	$	10.36
Granted	1,428		9.44
Vested	(1,527)		10.23
Forfeited	(46)		9.69
Balance at April 3, 2026	3,990	$	10.09

The Company's stock benefit plans include the 2002 Employee Stock Purchase Plan (as amended and restated, the "ESPP") and, the 2025 Equity Incentive Plan (the "2025 Stock Plan"). Refer to Note 9, "Employee Benefit Plans" of Notes to Consolidated Financial Statements in the 2025 Form 10-K for details pertaining to each plan. As of April 3, 2026, an aggregate of 5,875,914 shares of common stock were reserved for issuance under the 2025 Stock Plan, of which 4,093,920 shares remained available for future grants.

Share Repurchase Program

In February 2025, the Board of Directors terminated the Company's existing stock repurchase program and authorized a new program under which the Company may repurchase up to $200 million of its outstanding shares of common stock through February 2028. The Company is authorized to repurchase, from time-to-time, shares of its outstanding common stock through open market purchases and 10b5-1 trading plans, in accordance with applicable rules and regulations, at such time and such prices as management may decide. The program does not obligate the Company to repurchase any specific number of shares and may be discontinued at any time. The actual timing and amount of repurchases are subject to business and market conditions, corporate and regulatory requirements, stock price, acquisition opportunities and other factors.

During the three months ended April 3, 2026, the Company repurchased and retired approximately 4.2 million shares of the Company's common stock for an aggregate amount of $43.0 million. As of April 3, 2026, approximately $78.0 million of share repurchase authorization remained available for repurchases under this program.

The Inflation Reduction Act of 2022, which was enacted into law on August 16, 2022, imposed a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. During the three months ended April 3, 2026 and March 28, 2025, the Company recorded excise taxes of $0.3 million and $0.2 million, respectively, as a component of accumulated deficit to account for the incremental cost of the shares repurchased.

NOTE 9: FAIR VALUE MEASUREMENTS

The applicable accounting guidance establishes a framework for measuring fair value and requires disclosure about the fair value measurements of assets and liabilities. This guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability, in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. This guidance requires the Company to classify and disclose assets and liabilities measured at fair value on a recurring basis, as well as fair value measurements of assets and liabilities measured on a nonrecurring basis in periods subsequent to initial measurement, in a three-tier fair value hierarchy as follows:

- Level 1 - Observable inputs that reflect quoted prices for identical assets or liabilities in active markets.
- Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying value of the Company's financial instruments, including cash equivalents, accounts receivable, accounts payable and accrued liabilities, approximate fair value due to their short maturities.

The following table sets forth the fair value of the Company's financial assets measured at fair value on a recurring basis based on the three-tier fair value hierarchy (in thousands):

	April 3, 2026				December 31, 2025			
(in thousands)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash equivalents								
Money market funds	$ 30,223	$ —	$ —	$ 30,223	$ 25,322	$ —	$ —	$ 25,322

The Company's financial instruments not recorded at fair value on a recurring basis were as follows:

	April 3, 2026				December 31, 2025			
	Carrying Value	Fair Value			Carrying Value	Fair Value		
(in thousands)		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Long-term debt	$ 111,347	$ —	$ 111,347	$ —	$ 112,084	$ —	$ 112,084	$ —

The carrying values of the amounts outstanding under the Credit Agreement approximate fair value because its variable interest rates are tied to market rates and the applicable credit spreads represent current market rates for the credit risk profile of the Company.

NOTE 10: NET INCOME PER SHARE

Basic earnings per share is computed by dividing net income for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net income by the weighted-average number of common shares and potentially dilutive securities outstanding during the period using the treasury stock method for the Company's restricted stock units and shares issuable under the ESPP.

The following table sets forth the computation of the basic and diluted net income per share:

	Three Months Ended	
(in thousands, except per share amounts)	April 3, 2026	March 28, 2025
Numerator:		
Income from continuing operations	$ 9,648	$ 2,369
Income from discontinued operations	(2,339)	3,571
Net income	$ 7,309	$ 5,940
Denominator:		
Weighted average number of shares outstanding:		
Basic	109,708	116,319
Restricted stock units	898	687
Stock purchase rights under the ESPP	11	15
Diluted	110,617	117,021
Net income per share:		
Basic:		
Continuing operations	$ 0.09	$ 0.02
Discontinued operations	(0.02)	0.03
Basic net income per share	$ 0.07	$ 0.05
Diluted:		
Continuing operations	$ 0.09	$ 0.02
Discontinued operations	(0.02)	0.03
Diluted net income per share	$ 0.07	$ 0.05

The following table sets forth the potential dilutive shares that were excluded from the computation of diluted net income per share, because their effects were anti-dilutive:

	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
Restricted stock units	773	753

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NOTE 11: SEGMENT INFORMATION

Historically, the Company had been managed and operated under two reportable segments: Broadband and Video. As a result of the held-for-sale classification of the Video business and the planned disposition pursuant to the APA, the Company's continuing operations now consist of a single reportable segment: Broadband. The Chief Executive Officer, who is the Company's Chief Operating Decision Maker ("CODM"), now evaluates the performance of the Company and makes decisions regarding the allocation of resources based on the Company's consolidated results. Our CODM does not evaluate operating results using asset or liability information.

The following table is a reconciliation of the Company's measure of segment profit or loss, significant segment expenses and other segment items:

	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
Total net revenue	$ 121,695	$ 84,878
Less significant expenses and other segment items:		
Cost of revenue	57,815	38,138
Research and development expense	19,813	18,476
Selling, general and administrative	18,054	16,211
Segment operating income	26,013	12,053
Stock-based compensation	(5,564)	(5,017)
Segment income from operations	20,449	7,036
Non-operating expense, net	(1,121)	(1,932)
Income from continuing operations before income taxes	$ 19,328	$ 5,104

Together with stock-based compensation, the Company does not allocate restructuring and related charges, asset impairment charges and other non-recurring expenses (none in either period presented) to the operating income of its reportable segment because management does not include this information in the measurement of the performance of the operating segment.

Disaggregation of Revenues

The following table provides a summary of total revenues disaggregated by type:

	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
Product sales	$ 91,625	$ 71,350
Professional services	12,134	175
Total Appliance and integration	103,759	71,525
Total SaaS and service	17,936	13,353
Total revenue	$ 121,695	$ 84,878

The following table provides a summary of total revenues by geographic region:

Net revenue:	Three Months Ended	
(in thousands)	April 3, 2026	March 28, 2025
United States [(1)]	$ 97,215	$ 62,190
Other countries [(1)]	24,480	22,688
Total	$ 121,695	$ 84,878
Americas	$ 106,430	$ 75,023
EMEA	10,459	8,620
APAC	4,806	1,235
Total	$ 121,695	$ 84,878

(1) Revenue is attributed to countries based on the location of the customer.

Customer Concentration

Net revenue: *(in thousands)*	Three Months Ended April 3, 2026	Three Months Ended March 28, 2025
Top 2 customers [2]	$ 71,101	$ 56,503
Rest-of-Market	50,594	28,375
Total	$ 121,695	$ 84,878

(2) Based on largest subscriber footprint.

During the three months ended April 3, 2026, two of our customers accounted for approximately 36% and 22%, respectively, of our net revenue. For the three months ended March 28, 2025, two of our customers accounted for approximately 48% and 19%, respectively, of our net revenue.

No single country, other than the United States, accounted for 10% or more of the Company's net revenues for the three months ended April 3, 2026 and March 28, 2025, respectively.

NOTE 12: COMMITMENTS AND CONTINGENCIES

Bank Guarantees and Standby Letters of Credit

As of April 3, 2026 and December 31, 2025, the Company has outstanding bank guarantees and standby letters of credit in aggregate of $3.0 million for both periods, consisting of building leases and performance bonds issued to customers.

Purchase Commitments

As of April 3, 2026, the Company had approximately $76.6 million of commitments to purchase goods and services.

Indemnification

The Company is obligated to indemnify its officers and its directors pursuant to its bylaws and contractual indemnity agreements. The Company also indemnifies some of its suppliers and most of its customers for specified intellectual property matters pursuant to certain contractual arrangements, subject to certain limitations. The scope of these indemnities varies, but, in some instances, includes indemnification for damages and expenses (including reasonable attorneys' fees). In addition, the Company and the Buyer have agreed to indemnify each other for certain losses arising under the APA. There have been no amounts accrued in respect of the indemnification provisions through April 3, 2026.

Legal Proceedings

From time to time, the Company is involved in lawsuits and is subject to various legal proceedings, claims, threatened litigation, and investigations in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. The Company assesses potential liabilities in connection with each lawsuit and threatened lawsuits and accrues an estimated loss for these loss contingencies if both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and (ii) the amount of loss can be reasonably estimated. While certain matters to which the Company is a party specify the damages claimed, such claims may not represent reasonably probable losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The terms “Harmonic,” “Company,” “we,” “us,” and “our,” as used in this Quarterly Report on Form 10-Q (this “Form 10-Q”), refer to Harmonic Inc. and its subsidiaries and its predecessors as a combined entity, except where the context requires otherwise.

Some of the statements contained in this Quarterly Report on Form 10-Q are forward-looking statements that involve risk and uncertainties. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Acts”), and Section-21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including, without limitation, statements regarding our expectations, beliefs, intentions or strategies regarding the future. In some cases, you can identify forward-looking statements by terminology such as, “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “believes,” “intends,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements regarding:

- developing trends and demands in the markets we address, particularly emerging markets;
- macroeconomic conditions, including inflation, changes in interest rates, volatility and uncertainty in the banking and financial services sector, supply chain disruptions, tariffs, government shutdowns, and volatile capital markets and foreign currency fluctuations, particularly in certain geographies;
- the impact of geopolitical events, including the Middle East and Russia-Ukraine conflicts and risks of escalation and broader regional conflicts, and tensions between China and Taiwan and China and the United States, on our business and the markets in which we operate;
- new and future products and services;
- spending of our customers;
- our strategic direction, future business plans and growth strategy;
- industry and customer consolidation;
- expected demand for and benefits of our products and services;
- concentration of revenue sources;
- expectations regarding our Broadband solutions;
- potential future acquisitions and dispositions;
- anticipated results of potential or actual litigation;
- our competitive environment;
- the impact of our restructuring plans;
- the impact of governmental regulations, including with respect to tariffs and economic sanctions;
- the impact of U.S. and foreign withholding taxes on our ability to repatriate funds held outside the United States;
- anticipated revenue and expenses, including the sources of such revenue and expenses;
- expected impacts of changes in accounting rules;
- expectations regarding the usability of our inventory and the risk that inventory will exceed forecasted demand;
- expectations and estimates related to goodwill and its associated carrying value;
- use of cash, cash needs and ability to raise capital, including repurchasing our common stock;
- expectations regarding the sale of our Video business and the intended benefits of the disposition; and
- other risks and uncertainties discussed in "Part II- Item 1A. Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2025.

These statements are subject to known and unknown risks, uncertainties and other factors, any of which may cause our actual results to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results to differ from expectations include those discussed in "Risk Factors" in Item 1A of Part II of this Quarterly Report on Form 10-Q. All forward-looking statements included in this Quarterly Report on Form 10-Q are based on information available to us on the date thereof, and we assume no obligation to update any such forward-looking statements.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with the condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in the forward-looking statements as a result of various factors, including, but not limited to, those discussed in the section titled “Risk Factors” and in other parts of this Quarterly Report on Form 10-Q.

OVERVIEW

We are a leading global provider of broadband solutions that enable broadband operators to more efficiently and effectively deploy high-speed internet, for data, voice and video services for their customers.

We classify our total revenue in two categories, “Appliance and integration” and “SaaS and service.” The “Appliance and integration” revenue category includes hardware, licenses and professional services and is reflective of non-recurring revenue, while the “SaaS and service” category includes usage fees for our SaaS platform and support service revenue and reflects our recurring revenue stream.

We conduct business in three geographic regions—the Americas, Europe, the Middle East, and Africa (“EMEA”), and Asia-Pacific (“APAC”). We sell broadband solutions and related services, including our cOS™ software-based broadband solutions, to broadband operators globally.

Historically, our revenue has been dependent upon spending in the cable and telco industries. Our customers’ spending patterns are dependent on a variety of factors, including but not limited to: economic conditions in the United States and international markets, and impact of factors such as the Middle East and Russia-Ukraine conflicts, inflation, changes in interest rates, potential supply chain disruptions, volatility in capital markets and foreign currency fluctuations; volatility and uncertainty in the banking and financial services sector; access to financing; annual budget cycles of each of the industries we serve; impact of industry consolidations; customer end-market conditions; customers suspending or reducing spending in anticipation of new products or new standards; impact of heightened, new, or proposed tariffs; and new industry trends and/or technology shifts. If our product portfolio and product development plans do not position us well to capture an increased portion of the spending in the markets in which we compete, our revenue may decline. As we attempt to further diversify our customer base in these markets, we may need to continue to build alliances with other equipment manufacturers and suppliers, and we may need to take orders at prices resulting in lower margins.

Our strategy is focused on continuing to develop and deliver software-based broadband technologies, which we refer to as our cOS solutions, to our broadband operator customers. We believe our cOS software-based broadband solutions are superior to hardware-based systems and deliver unprecedented scalability, agility and cost savings for our customers. Our cOS solutions, which can be deployed based on a centralized, distributed access architecture (“DAA”) or hybrid architecture, enable our customers to migrate to multi-gigabit broadband capacity and the fast deployment of DOCSIS and/or fiber-to-the-home (“FTTH”) data, video and voice services. We believe our cOS solutions resolve space and power constraints in broadband operator facilities, eliminate dependence on hardware upgrade cycles and significantly reduce total cost of ownership, and are helping us to be a major player in the broadband market. We expect continued strong long-term growth in our business, driven by increasing adoption of our virtualized DOCSIS, CMTS, and FTTH solutions and distributed access architectures among both our existing customers and a growing base of new customers.

As previously reported, on December 8, 2025, we entered into a Put Option Agreement to sell our Video business to Leone Media Inc. (d/b/a MediaKind) (the “Buyer”). Under the Put Option Agreement, the Buyer irrevocably provided the Company with the right to require the Buyer to purchase our Video business for a purchase price of $145 million in cash, subject to working capital and other adjustments. On March 16, 2026, we delivered a notice of intent to exercise the Put Option to the Buyer requesting that Buyer execute the Asset Purchase Agreement (the “APA”). On March 20, 2026, we executed the APA to complete the transaction. The closing of the transaction is subject to satisfaction of customary closing conditions. The transaction is expected to close in the second quarter of fiscal 2026. The results of the Video business are presented as discontinued operations in the accompanying unaudited condensed consolidated statements of operations for all periods presented. The assets and liabilities of the Video business have been reflected as assets and liabilities of discontinued operations in the accompanying unaudited condensed consolidated balance sheet for all periods presented.

Unless otherwise noted, all amounts, percentages and discussions below reflect only the results of operations and financial condition of our continuing operations. Refer to "Discontinued Operations" below and Note 3 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information on discontinued operations.

CRITICAL ACCOUNTING ESTIMATES

Our unaudited condensed consolidated financial statements and the related notes included elsewhere in this report are prepared in accordance with U.S. GAAP. The preparation of these unaudited condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Our critical accounting estimates are disclosed in our 2025 Annual Report on Form 10-K, as filed with the SEC on February 24, 2026. There have been no significant changes to these estimates during the three months ended April 3, 2026.

ACCOUNTING PRONOUNCEMENTS

For a summary of recent accounting pronouncements applicable to our condensed consolidated financial statements, refer to Note 2 to the condensed consolidated financial statements in Item 1, which is incorporated herein by reference.

RESULTS OF OPERATIONS

Net Revenue

	Three Months Ended			
(in thousands, except percentages)	April 3, 2026	March 28, 2025	Change	
Appliance and integration	$ 103,759	$ 71,525	$ 32,234	45%
as % of total net revenue	85%	84%		
SaaS and service	17,936	13,353	4,583	34%
as % of total net revenue	15%	16%		
Total net revenue	$ 121,695	$ 84,878	$ 36,817	43%

Appliance and integration net revenue increased by $32.2 million for the three months ended April 3, 2026, compared to the corresponding period in 2025, primarily driven by a $22.6 million increase from customers ramping up due to new deployments in North America, a $7.5 million increase in outside plant services, and a $3.1 million increase from projects in APAC and LATAM regions.

SaaS and service net revenue increased by $4.6 million for the three months ended April 3, 2026, compared to the same period in 2025, primarily due to increased support services in the current period.

Gross Profit

	Three Months Ended			
(in thousands, except percentages)	April 3, 2026	March 28, 2025	Change	
Gross profit	$ 63,615	$ 46,480	$ 17,135	37%
as % of total net revenue (“gross margin”)	52.3%	54.8%		

Our gross margins are dependent upon, among other factors, the proportion of software sales, product mix, supply chain impacts, customer mix, product introduction costs, price reductions granted to customers and achievement of cost reductions.

Our gross margin decreased by 250 basis points in the three months ended April 3, 2026, compared to the corresponding period in 2025, primarily due to an unfavorable product mix which included a higher percentage of outside plant services.

Research and Development Expenses

	Three Months Ended			
(in thousands, except percentages)	April 3, 2026	March 28, 2025	Change	
Research and development	$ 20,881	$ 19,664	$ 1,217	6%
as % of total net revenue	17%	23%		

Our research and development expenses consist primarily of employee salaries and related expenses, contractors and outside consultants, supplies and materials, equipment depreciation and facilities costs, all of which are associated with the design and development of new products and enhancements of existing products. The research and development expenses are net of French research and development tax credits.

Research and development expenses increased by $1.2 million, or 6%, for the three months ended April 3, 2026, compared to the corresponding period in 2025, mainly due to increased investment to support business growth.

As discussed previously, the results of the Video business have been classified as discontinued operations for all periods presented. Certain indirect corporate costs, such as IT and facility costs, previously allocated to the Video reporting segment, do not qualify for discontinued operations accounting classification and are now reported within continuing operations. These stranded costs, which are included in research and development expenses, were $0.4 million and $0.8 million for the current and prior periods, respectively.

Selling, General and Administrative Expenses

	Three Months Ended		Change	
(in thousands, except percentages)	April 3, 2026	March 28, 2025		
Selling, general and administrative	$ 22,285	$ 19,780	$ 2,505	13%
as % of total net revenue	18%	23%		

Selling, general and administrative expenses increased by $2.5 million, or 13%, for the three months ended April 3, 2026, compared to the corresponding period in 2025, primarily due to increased investment to support business growth.

As discussed above, the stranded costs resulting from the disposition of the Video business included in selling, general and administrative expense were $1.6 million and $0.8 million for the current and prior periods, respectively.

Interest Expense, Net

	Three Months Ended		Change	
(in thousands, except percentages)	April 3, 2026	March 28, 2025		
Interest expense, net	$ (1,079)	$ (1,311)	$ 232	(18)%

Interest expense, net decreased in the three months ended April 3, 2026, compared to the corresponding period in 2025, primarily due to lower costs of borrowing and lower outstanding principal balance resulting from the repayment and reborrowing activities under the Revolving Facility during the current period.

Other Income (Expense), Net

	Three Months Ended		Change	
(in thousands, except percentages)	April 3, 2026	March 28, 2025		
Other income (expense), net	$ (42)	$ (621)	$ 579	(93)%

The change in other income (expense), net, in the three months ended April 3, 2026, compared to the corresponding period in 2025, was primarily due to fluctuations in the foreign currency exchange rate against the U.S. dollar.

Income Taxes

	Three Months Ended		Change	
(in thousands, except percentages)	April 3, 2026	March 28, 2025		
Provision for income taxes	$ 9,680	$ 2,735	$ 6,945	254%

The provision for income taxes increased in the three months ended April 3, 2026, compared to the corresponding period in 2025, primarily due to $4.6 million of withholding taxes on the distribution from a foreign subsidiary and higher pretax income in the current period.

Liquidity and Capital Resources

We expect to continue to manage our cash from operations effectively, together with deploying cash in working capital for growth. The cash we generate from our operations enables us to fund ongoing operations, our research and development projects for new products and technologies, and other business activities. We continually evaluate our cash needs and may decide it is best to raise additional capital or seek alternative financing sources to fund our operations and the growth of our business, to take advantage of unanticipated strategic opportunities, or to strengthen our financial position, including through drawdowns on existing or new debt facilities or new debt and equity financing. In the future, we may enter into other arrangements for potential investments in, or acquisitions of, complementary businesses, services or technologies, which could require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all. Conversely, we may also from time to time determine that it is in our best interests to voluntarily repay certain indebtedness early. We believe that our current sources of funds will provide us with adequate liquidity during the 12-month period following April 3, 2026, as well as in the long-term.

Material Cash Requirements

Our principal uses of cash include repayments of debt and related interest, purchases of inventory, stock repurchases, payments for payroll, restructuring expenses, and other operating expenses related to the development and marketing of our products, purchases of property and equipment, facility leases, and other contractual obligations for the foreseeable future.

As of April 3, 2026, we had an outstanding principal amount equal to $111.5 million under our Credit Agreement, consisting of $75.0 million under our Revolving Facility and $36.5 million under our Term Facility, of which $3.0 million is scheduled to become due in the 12-month period following April 3, 2026. As of April 3, 2026, our total minimum lease payments are $22.3 million, of which $6.6 million is due within 12 months of April 3, 2026.

In February 2025, the Board of Directors authorized us to repurchase, from time to time, up to $200 million of our outstanding shares of common stock through February 2028 (the “Share Repurchase Authorization”), at such time and such prices as management may decide. The program does not obligate us to repurchase any specific number of shares and may be discontinued at any time. As of April 3, 2026, approximately $78.0 million of the Share Repurchase Authorization remained available for repurchases under this program.

Sources and Conditions of Liquidity

Our sources to fund our material cash requirements are predominantly from the sales of our products and services and, when applicable, proceeds from debt facilities and debt and equity offerings.

As of April 3, 2026, our principal sources of liquidity consisted of cash and cash equivalents of $109.0 million, net accounts receivable of $83.5 million, and $82.0 million remaining available under the Revolving Facility of our Credit Agreement.

Our cash and cash equivalents of $109.0 million as of April 3, 2026 consisted of bank deposits held throughout the world and money market funds, of which $46.2 million was held outside of the United States. At present, such foreign funds are considered to be indefinitely reinvested in foreign countries to the extent of indefinitely reinvested foreign earnings. In the event funds from foreign operations are needed to fund cash needs in the United States and if U.S. taxes have not already been previously accrued, we may be required to accrue and pay additional U.S. and foreign withholding taxes in order to repatriate these funds. The expected proceeds from the disposition of our Video business pursuant to the APA will be used to fund ongoing operations and support our capital allocation priorities. We do not expect the disposition of the Video business to have a material impact on our ongoing liquidity and capital resources.

Summary of Cash Flows

The table below sets forth selected cash flow data:

(in thousands)	Three Months Ended April 3, 2026	Three Months Ended March 28, 2025
Net cash provided by (used in):		
Operating activities	$ 31,690	$ 83,605
Investing activities	(1,399)	(1,872)
Financing activities	(44,549)	(36,074)
Effect of foreign exchange rate changes on cash and cash equivalents and restricted cash	(836)	1,590
Net increase (decrease) in cash and cash equivalents	$ (15,094)	$ 47,249

Operating Activities

Net cash provided by operating activities decreased by $51.9 million during the first three months of fiscal 2026, compared to the corresponding period in fiscal 2025, primarily due to an elevated amount of collections in the prior period associated with strong revenue performance in the last quarter of 2024.

We expect that cash provided by or used in operating activities may fluctuate in future periods as a result of a number of factors, including, but not limited to, instability and uncertainty in the financial services sector, the potential impact of the Middle East and Russia-Ukraine conflicts on our operations in those regions, fluctuations in our operating results, shipment linearity, accounts receivable collections performance, inventory and supply chain management, and the timing and amount of compensation and other payments.

Investing Activities

Net cash used in investing activities decreased by $0.5 million during the first three months of fiscal 2026, compared to the corresponding period in 2025, primarily due to lower purchases of property and equipment in the current period.

Financing Activities

Net cash used in financing activities increased by $8.5 million during the first three months of fiscal 2026, compared to the corresponding period in 2025, primarily due to $6.9 million of higher stock repurchases in the current period, partially offset by a $1.4 million decrease in withholding tax payments related to the net share settlement of restricted stock units.

Discontinued Operations

As previously noted, we classified the results of our Video business as discontinued operations in the consolidated statements of operations for all periods presented. The related assets and liabilities associated with the Video business were classified as held for sale in the consolidated balance sheets.

Net sales from discontinued operations were $50.1 million for the three months ended April 3, 2026, compared to $48.3 million for the three months ended March 28, 2025. The increase in net sales in the current period was primarily driven by a $4.2 million increase in SaaS and service revenue due to higher usage by existing customers, partially offset by a $2.4 million decrease in product sales. The loss from discontinued operations, net of tax, for the three months ended April 3, 2026 was primarily attributable to $4.0 million non-recurring advisory fees related to the disposition of our Video business.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss that may impact our operating results, financial position or liquidity due to adverse changes in market prices and rates. We are exposed to market risk because of changes in interest rates, foreign currency exchange rates, when other currencies held by our subsidiaries are measured against the U.S. dollar, and to changes in the value of financial instruments held by us.

For quantitative and qualitative disclosures about foreign currency exchange risk and interest rate risk affecting the Company, see Item 7A "Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed with the SEC on February 24, 2026. Our exposure related to foreign currency exchange risk and interest rate risk has not changed materially since December 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

Our Chief Executive Officer and Chief Financial Officer evaluated the changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q. Based on their evaluation, they concluded that there has been no change in our internal control over financial reporting during the quarter ended April 3, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is involved in lawsuits and is subject to various legal proceedings, claims, threatened litigation, and investigations in the ordinary course of business, including claims of alleged infringement of third-party patents and other intellectual property rights, commercial, employment, and other matters. While certain matters to which we are a party may specify the damages claimed, such claims may not represent reasonably possible losses. Given the inherent uncertainties of litigation, the ultimate outcome of these matters cannot be predicted at this time, nor can the amount of possible loss or range of loss, if any, be reasonably estimated.

An unfavorable outcome on any litigation matters could require us to pay substantial damages, or, in connection with any intellectual property infringement claims, could require us to pay ongoing royalty payments or could prevent us from selling certain of our products. As a result, a settlement of, or an unfavorable outcome on, any of the matters referenced above or other litigation matters could have a material adverse effect on our business, operating results, financial condition and cash flows.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. From time to time, third parties have asserted, and may in the future assert, exclusive patent, copyright, trademark and other intellectual property rights against us or our customers. Such assertions arise in the normal course of our operations. The resolution of any such assertions and claims cannot be predicted with certainty. Refer to Note 12 of the Notes to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for details on legal proceedings.

ITEM 1A. RISK FACTORS

Risk Factor Summary

Our business is subject to significant risks and uncertainties that make an investment in us speculative and risky. Below we summarize what we believe are the principal risk factors but these risks are not the only ones we face, and you should carefully review and consider the full discussion of our risk factors in the section titled “Risk Factors,” together with the other information in this Quarterly Report on Form 10-Q. If any of the following risks actually occurs (or if any of those listed elsewhere in this Quarterly Report on Form 10-Q occur), our business, reputation, financial condition, results of operations, revenue, and future prospects could be seriously harmed. In that event, the market price of our common stock could decline, and you could lose part or all of your investment. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business.

- We may not achieve the intended benefits of the sale of our Video business;
- We depend on cable and telecommunication industry spending for our revenue and any material decrease or delay in spending in any of these industries would negatively impact our operating results, financial condition and cash flows;
- The loss of one or more of our key customers, a failure to continue diversifying our customer base, or a decrease in the number of larger transactions could harm our business and our operating results;
- We need to develop and introduce new and enhanced products and solutions in a timely manner to meet the needs of our customers and to remain competitive;
- The markets in which we operate are intensely competitive;
- Our future growth depends on a number of broadband industry trends;
- Our software-based broadband product initiatives expose us to certain technology transition risks that may adversely impact our operating results, financial condition and cash flows;
- Our operating results are likely to fluctuate significantly and, as a result, may fail to meet or exceed the expectations of securities analysts or investors, causing our stock price to decline;
- We purchase several key components, subassemblies and modules used in the manufacture or integration of our products from sole or limited sources, and we rely on contract manufacturers and other subcontractors;
- We face risks associated with having employees and operations in Israel and outsourced engineering resources located in Ukraine; and

- If we are unsuccessful at executing our business plan and necessary transition activities following the sale of our Video business, our business and results of operations may be adversely affected and our ability to invest and grow our business could be limited.

Risks Related to the Sale of our Video Business

If we are unsuccessful in completing the pending sale of our Video business or executing our business plan and necessary transition activities following the sale of our Video business, our business and results of operations may be adversely affected and our ability to invest and grow our business could be limited.

On March 20, 2026, we entered into an Asset Purchase Agreement to sell our Video business to Leone Media Inc. (the "Disposition"). We face risks related to the Disposition, including the possibility that the Asset Purchase Agreement may be terminated prior to the completion of the Disposition, diversion of management's attention, disruption of our relationships with third parties and employees, and restrictions on our business activities and potential litigation related to the Disposition. We may experience delays in the anticipated timing of activities related to the Disposition, and higher than expected or unanticipated execution costs. If we do not succeed in executing the Disposition or if these efforts are more costly or time-consuming than expected, our business and results of operations may be adversely affected, which could limit our ability to invest in and grow our business.

We may not achieve the intended benefits of the sale of our Video business.

We may not realize some or all of the anticipated benefits of the sale of our Video business. The constraints on our business imposed by the Disposition, including the resources required to complete the Disposition and the sale of certain assets and revenue streams we have historically used in our business, could have a continuing impact on the execution of our business strategy and our overall operating results.

We may not realize some or all of the anticipated benefits of the Disposition with respect to the anticipated performance in our remaining business segment and the Disposition may adversely affect our business. Our ability to realize the anticipated benefits of the Disposition will depend significantly on our ability to successfully operate, grow and develop the remaining business segment in the absence of our Video business. In addition, some of the anticipated benefits may not occur for a significant time period following the completion of the Disposition. If our strategy is not successful and does not achieve our expectations over the long term, our business and results of operations may be adversely affected and the price of our common stock could decline.

Our future results of operations will be dependent solely on the operations of the Broadband business and may differ materially from our previous results.

The Video business generated approximately 29% of our aggregate revenue for the first quarter of fiscal 2026, and approximately 36% of our aggregate revenue for the first quarter of fiscal 2025. Accordingly, our future financial results may differ from our previous results since our future financial results will be dependent solely on our Broadband business. Any downturn in our Broadband business could have a material adverse effect on our future operating results and financial condition and could materially and adversely affect the trading price of our common stock.

Risks Related to Our Business and Our Industry

We depend on cable and telecommunication industry spending for our revenue and any material decrease or delay in spending in any of these industries would negatively impact our operating results, financial condition and cash flows.

Our revenue has been derived from worldwide sales to broadband service providers. We expect that these markets will provide our revenue for the foreseeable future. Demand for our products and solutions will depend on the magnitude and timing of spending by customers in each of these markets for the purpose of creating, expanding or upgrading their systems. These spending patterns are dependent on a variety of factors, including:

- the impact of general economic conditions, actual and projected, including inflation, changing interest rates, lower consumer confidence, volatile capital markets, supply chain disruptions, changes in tariffs and trade policies, government shutdowns, uncertainty and volatility in the financial services sector and the impact of the Middle East and Russia-Ukraine conflicts, and government and business responses thereto, on the global economy and regional economies;
- access to financing;
- annual budget cycles of customers in each of the industries we serve;
- the impact of industry consolidation;
- customers suspending, reducing or shifting spending in order to transition or adapt to new broadband industry standards and

industry trends or technology shifts;

- federal, state, local and foreign government regulation of the broadband industry;
- overall demand for broadband services; and
- competitive pressures, including pricing pressures, and the impact of fluctuations in currency exchange rates, such as the strengthening of the U.S. dollar;

In the past, specific factors contributing to reduced spending have included:

- weak or uncertain economic and financial conditions in the United States or one or more international markets;
- uncertainty related to development of industry technology;
- delays in evaluations of new services, new standards and systems architectures by certain customers;
- a reduction in the amount of capital available to finance projects of our customers and potential customers;
- proposed and completed business combinations and divestitures by our customers and the length of regulatory review of each;
- completion of a new system or significant expansion or upgrade to a system; and
- bankruptcies and financial restructuring of major customers.

In the past, adverse economic conditions in one or more of the geographies in which we offer our products have adversely affected our customers' spending in those geographies and, as a result, our business. During challenging economic times, such as those caused by the Middle East and Russia-Ukraine conflicts, inflation, currency devaluation, and bank insolvencies and related uncertainty and volatility in the financial services sector and in tight credit markets, many customers have delayed and reduced and may continue to delay or reduce capital expenditures. This has resulted and could continue to result in reductions in revenue from our products, longer sales cycles, difficulties in collection of accounts receivable, slower adoption of new technologies and increased price competition. If global economic and market conditions, or economic conditions in the United States, Europe or other key markets, remain uncertain or deteriorate, we could experience a material and adverse effect on our business, results of operations, financial condition and cash flows.

In addition, uncertainty regarding the impact of tariffs imposed or threatened by the current U.S. administration, as well as any potential retaliatory measures by impacted trade partners, could adversely impact trade relations, result in higher costs and thereby decrease the purchasing power of our customers, which could delay purchasing decisions, impact payment terms and collections, and create general market instability. Trade protection measures, retaliatory actions, tariffs and increased barriers, policies favoring domestic industries, or increased import or export licensing requirements or restrictions, could have a negative effect on the overall macro economy and our customers, and our ability to sell to certain customers, which could have an adverse impact on our operating results.

Additionally, since most of our international revenue is denominated in U.S. dollars, global economic and market conditions, including those exacerbated by a prolonged government shutdown, may impact currency exchange rates and cause our products to become relatively more expensive to customers in a particular country or region, which could lead to delayed or reduced spending in those countries or regions, thereby negatively impacting our business and financial condition.

In addition, industry consolidation has in the past constrained, and may in the future constrain or delay, spending by our customers. Further, if our product portfolio and product development plans do not position us well to capture an increased portion of the spending of customers in the markets on which we focus, our revenue may decline.

As a result of these various factors and potential issues related to customer spending, we may not be able to maintain or increase our revenue in the future, and our operating results, financial condition and cash flows could be materially and adversely affected.

The loss of one or more of our key customers, a failure to continue diversifying our customer base, or a decrease in the number of larger transactions could harm our business and our operating results.

Historically, a significant portion of our revenue has been derived from relatively few customers, due in part to customer consolidation. Sales to our top 10 customers in the three months ended April 3, 2026 accounted for approximately 88% of our net revenue compared to 89% for the corresponding period in 2025. Although we continue to seek to broaden our customer base by penetrating new markets and further expanding domestically and internationally, we expect to see continuing industry consolidation activity and customer concentration.

During the three months ended April 3, 2026, two of our customers accounted for approximately 36% and 22%, respectively, of our net revenue. For the three months ended March 28, 2025, two of our customers accounted for approximately 48% and 19%, respectively, of our net revenue. Further consolidation among cable operators and telecommunication companies could lead to additional revenue concentration for us. The loss of any significant customer, or any material reduction in orders from any other significant customer, or our failure to qualify our new products with any significant customer could materially and adversely affect, either long term or in a particular quarter, our operating results, financial condition and cash flows. If our significant customers deploy our solutions slower or at a scale that is lower than we anticipate, our operating results, financial condition and cash flows could be materially and adversely affected.

In addition, in most quarters, we are involved in one or more relatively large individual transactions. A decrease in the number of the relatively larger individual transactions in which we are involved in any quarter could materially and adversely affect the operating results for that quarter for the applicable business unit or the Company as a whole.

As a result of these and other factors, we may be unable to increase our revenues from some or all of the markets we address, or to do so profitably, and any failure to increase revenues and profits from these customers could materially and adversely affect our operating results, financial condition and cash flows.

We need to develop and introduce new and enhanced products and solutions in a timely manner to meet the needs of our customers and to remain competitive.

All of the markets we address are characterized by continuing technological advancement, changes in customer requirements and evolving industry standards. To compete successfully, we must continually design, develop, manufacture and sell new or enhanced products and solutions that provide increasingly higher levels of performance and reliability and meet our customers' changing needs. However, we may not be successful in those efforts if, among other things, our products and solutions:

- are not cost effective;
- are not brought to market in a timely manner;
- are not in accordance with evolving industry standards;
- fail to meet market acceptance or customer requirements; or
- are ahead of the needs of their markets.

If new standards or some of our new products are adopted later than we predict or not adopted at all, or if adoption occurs earlier than we are able to deliver the applicable products or functionality, we risk spending significant research and development time and dollars on products or features that may never achieve market acceptance or that miss the customer demand window and thus do not produce the revenue that a timely introduction would have likely produced.

If we fail to develop and market new and enhanced products and solutions on a timely basis, our operating results, financial condition and cash flows could be materially and adversely affected.

The markets in which we operate are intensely competitive.

The markets for our products are extremely competitive and have been characterized by rapid technological change and declining average sales prices in the past. Our competitors in our Broadband business include a number of suppliers of networking and communications equipment and solutions to broadband service providers. A number of our principal business competitors are substantially larger and/or may have access to greater financial, technical, marketing or other resources than we have.

In addition, some of our larger competitors may have more long-standing and established relationships with certain domestic and foreign customers. Many of these large enterprises are in a better position to withstand any significant reduction in spending by customers in our markets and may be better able to navigate periods of market uncertainty, such as the uncertainty caused by the Middle East and the Russia-Ukraine conflicts and related risks of escalation or broader regional conflicts, bank insolvency and related uncertainty and volatility in the financial services sector and inflation. They often have broader product lines and market focus, and may not be as susceptible to downturns in a particular market. These competitors may also be able to bundle their products together to meet the needs of a particular customer, and may be capable of delivering more complete solutions than we are able to provide. To the extent large enterprises that currently do not compete directly with us choose to enter our markets by acquisition or otherwise, competition would likely intensify.

Further, some of our competitors have offered, and in the future may offer, their products at lower prices than we offer for our competing products or on more attractive financing or payment terms, which has in the past caused, and may in the future cause, us to lose sales opportunities and the resulting revenue or to reduce our prices in response to that competition. Also, some competitors that are smaller than us have engaged in, and may continue to engage in, aggressive price competition in order to gain customer traction and market share. Reductions in prices for any of our products could materially and adversely affect our operating margins and revenue.

If any of our competitors' products or technologies were to become the industry standard, our business could be seriously harmed. If our competitors are successful in bringing their products to market earlier than us, or if these products are more technologically capable than ours, our revenue could be materially and adversely affected.

Our future growth depends on a number of broadband industry trends.

Technology, industry and regulatory trends and requirements may affect the growth of our business. These trends and requirements include the following:

- more consumers with more connected devices and applications;
- convergence, whereby network operators bundle video, voice and data services to consumers, including mobile delivery options;
- continued strong consumer demand for bandwidth-intensive video-on-demand and streaming video services, interactive cloud applications and bandwidth usage drive by artificial intelligence ("AI");
- the pace of adoption and deployment of high-bandwidth technology, such as DOCSIS 3.x, DOCSIS 4.0, next generation LTE and FTTP, along with virtualized broadband access solutions and distributed multiple access architectures;
- efforts by regulators and governments in the United States and internationally to encourage the adoption of broadband and digital technologies, including 5G broadband networks, as well as to regulate broadband access and delivery;
- the need to develop partnerships with other companies involved in broadband services and infrastructure workflow; and
- the extent and nature of regulatory attitudes towards issues such as network neutrality, competition between operators, access by third parties to networks of other operators, local franchising requirements for telcos to offer video, and other new services, such as mobile video.

If we fail to recognize and respond to these trends, by timely developing products, features and services required by these trends, we are likely to lose revenue opportunities and our operating results, financial condition and cash flows could be materially and adversely affected.

Our software-based broadband access product initiatives expose us to certain technology transition risks that may adversely impact our operating results, financial condition and cash flows.

We believe our cOS software-based broadband access solutions, supporting centralized, DAA or hybrid configurations, will continue to significantly reduce broadband operator headend costs and increase operational efficiency, and are an important step in operators' transition to all-IP networks. If we are unsuccessful in continuing to innovate, develop, and deploy our broadband access solutions in a timely manner, or are otherwise delayed in making our solutions available to our customers, our business may be adversely impacted, particularly if our competitors develop and market similar or superior products and solutions.

We believe our software-based broadband access solutions will continue to replace and make obsolete current CMTS solutions, which is a market our products have historically not addressed, as well as cable edge-QAM products. If demand for our software-based broadband access solutions is weaker than expected, our near and long-term operating results, financial condition and cash flows could be adversely impacted. Moreover, if competitors adapt new broadband industry technology standards into competing broadband access solutions faster than we do, or if they promulgate a new or competitive architecture for next-generation broadband access solutions that renders our cOS solution obsolete, our business may be adversely impacted.

The sales cycle for our cOS solutions tends to be long. For broadband operators, upgrading or expanding network infrastructure is complex and expensive, and investing in a cOS solution is a significant strategic decision that may require considerable time to evaluate, test and qualify. Potential customers need to ensure our cOS solution will interoperate with the various components of its existing network infrastructure, including third-party equipment, servers and software. In addition, since we are a relatively new entrant into the broadband access market, we need to demonstrate significant performance, functionality and/or cost advantages with our cOS solutions that outweigh customer switching costs. If sales cycles are significantly longer than anticipated or we are otherwise unsuccessful in growing our cOS sales, our operating results, financial condition and cash flows could be materially and adversely affected.

Our operating results are likely to fluctuate significantly and, as a result, may fail to meet or exceed the expectations of securities analysts or investors, causing our stock price to decline.

Our operating results have fluctuated in the past and are likely to continue to fluctuate in the future, on an annual and a quarterly basis, as a result of several factors, many of which are outside of our control. Some of the factors that may cause these fluctuations include:

- the level and timing of spending of our customers in the United States, Europe and in other markets;
- economic and financial conditions specific to each of the cable and telecommunication industries; general economic and financial market conditions, including impacts from the Middle East and Russia-Ukraine conflicts and related risks of escalation or broader regional conflicts, tensions between China and Taiwan and China and the United States; changes in tariffs and trade policies; bank insolvencies and related uncertainty and volatility in the financial services sector; inflation; and government and business responses thereto as well as related supply chain and labor shortage issues;
- changes in market acceptance of and demand for our products or our customers' services or products;
- the timing and amount of orders, especially from large individual transactions and transactions with our significant customers;
- the mix of our products sold and the effect it has on gross margins;
- the timing of revenue recognition, including revenue recognition on sales arrangements and from transactions with significant service and support components, which may span several quarters;
- the timing of completion of our customers' projects;
- the length of each customer product upgrade cycle and the volume of purchases during the cycle;
- competitive market conditions, including pricing actions by our competitors;
- the level and mix of our domestic and international revenue;
- new product introductions by our competitors or by us;
- uncertainty in the European Union due to unrest or violence in Ukraine that the ongoing military conflict with the Russian Federation has caused, which could adversely affect our results, financial condition and prospects;
- uncertainty in the Middle East due to the latest developments in the conflicts in the region and the risk of escalation and broader conflict in the Middle East, which could also adversely affect our results, financial condition and prospects;
- changes in domestic and international regulatory environments affecting our business;
- the evaluation of new services, new standards and system architectures by our customers;
- the cost and timely availability to us of components, subassemblies and modules;
- the mix of our customer base, by industry and size, and sales channels;
- changes in our operating and extraordinary expenses;
- the timing of acquisitions and dispositions by us and the financial impact of such transactions;
- impairment of our goodwill;
- the impact of litigation, such as related litigation expenses and settlement costs;
- write-downs of inventory and investments;
- changes in our effective federal tax rate, including as a result of changes in our valuation allowance against our deferred tax assets, and changes in our effective state tax rates, including as a result of apportionment;
- changes to tax rules related to the deferral of foreign earnings and compliance with foreign tax rules;
- the impact of applicable accounting guidance on accounting for uncertainty in income taxes that requires us to establish reserves for uncertain tax positions and accrue potential tax penalties and interest; and
- the impact of applicable accounting guidance on business combinations that requires us to record charges for certain acquisition related costs and expenses and generally to expense restructuring costs associated with a business combination subsequent to the acquisition date.

The timing of deployment of our products by our customers can be subject to a number of other risks, including the availability of skilled engineering and technical personnel, and the availability of third-party equipment and services.

We often recognize a substantial portion of our quarterly revenue in the last month of the quarter. We establish our expenditure levels for product development and other operating expenses based on projected revenue levels for a specified period, and expenses are relatively fixed in the short term. Accordingly, even small variations in the timing of revenue, particularly from relatively large individual transactions, can cause significant fluctuations in operating results in a particular quarter.

As a result of these factors and other factors, our operating results in one or more future periods may fail to meet or exceed the expectations of securities analysts or investors. In that event, the trading price of our common stock would likely decline.

We purchase several key components, subassemblies and modules used in the manufacture or integration of our products from sole or limited sources, and we rely on contract manufacturers and other subcontractors. Our components may be subject to price fluctuations, shortages or interruptions of supply, including as a result of geopolitical instability and the use and evolution of AI.

Our reliance on sole or limited suppliers, particularly foreign suppliers, and our reliance on contractors for manufacturing and installation of our products, involves several risks, including a potential inability to obtain an adequate supply of required components, subassemblies or modules; reduced control over costs, quality and timely delivery of components, subassemblies or modules; supplier discontinuation of components, subassemblies or modules we require; and timely installation of products.

In addition, our financial results may be impacted by tariffs imposed by the United States on goods from other countries and tariffs imposed by other countries on U.S. goods. Plexus Services Corp. ("Plexus"), which manufactures our products at its facilities in Malaysia, currently serves as our primary contract manufacturer, and currently accounts for a majority, by dollar amount, of the products that we purchase from our contract manufacturers. Since February 2025, the U.S. government has and may continue to impose various tariffs on certain commodities and on products of many countries globally. While certain tariff actions were invalidated by subsequent determinations of the U.S. Supreme Court, the U.S. government continues to impose tariffs under additional legal authorities, and the timing and availability of refunds for previous payments in connection with certain tariffs imposed since February 2025 is uncertain and subject to further regulatory and administrative action. We are closely monitoring U.S. tariff policies, and retaliatory tariffs and actions from U.S. trading partners, which could have an adverse impact on our business and financial results. The full impact of these tariff measures on our business is uncertain. Further U.S. government investigations are currently underway that may result in new tariffs on certain products, including semiconductors, computers, and other products derivative of critical minerals.

There can be no assurances that these disruptions will not continue or increase in the future, including with respect to countries with which we do business. The degree to which these changes in the global marketplace affect our financial results will be influenced by the specific details of the changes in trade policies, their timing and duration, and our effectiveness in deploying strategies to address these issues. During the fiscal year 2025, we experienced a moderate increase in tariff-related costs due to U.S. tariff policies. Further increases in or expansion of tariffs on products or components that we import, including those obtained from a sole supplier or a limited group of suppliers, or our contract manufacturers, that we are unable to mitigate through our sourcing and supply chain optimization strategies could result in additional increased costs, reduced revenues and/or the need to raise prices, any of which could have an adverse effect on our business, financial condition and operating results.

These risks could be heightened during a substantial economic slowdown, which may be caused or exacerbated by the above-noted changes in the tariff and trade policies of the United States or its trading partners, because our suppliers and subcontractors are more likely to experience adverse changes in their financial condition and operations during such a period. Further, these risks could materially and adversely affect our business if one of our sole sources, or a sole source of one of our suppliers or contract manufacturers, is adversely affected by a natural disaster, public health crises, political crises, or other unforeseen events. These risks could also be heightened by geopolitical factors. For example, a number of the components we use in our products are sourced through Taiwan. Deterioration of relations between Taiwan and China and the United States, the resulting actions taken by any of these parties, and other factors affecting the political or economic conditions of Taiwan in the future, could adversely impact our supply chain, international sales and operations. While we expend resources to qualify additional component sources, consolidation of suppliers and the small number of viable alternatives have limited the results of these efforts. Managing our supplier and contractor relationships is particularly difficult during time periods in which we introduce new products and during time periods in which demand for our products is increasing, especially if demand increases more quickly than we expect.

From time to time, we assess our relationship with our contract manufacturers, and we do not generally maintain long-term agreements with any of our suppliers or contract manufacturers. Our agreement with Plexus has automatic annual renewals, unless prior notice is given by either party, and has been automatically renewed for a term expiring in October 2026.

Moreover, our products that use components may experience price fluctuations, shortages, or interruptions of supply. Geopolitical instability and the global use and evolution of AI has at times contributed to a reduction of components for our products, which may in turn increase costs, extend manufacturing lead times, and make it difficult for us to accurately project component demand and anticipate our needs. As AI-driven demand for chips and other components increases, the price of components may increase, or the components may not be available at all, and we may not be able to secure an adequate supply of components at reasonable prices or of acceptable quality to build and deliver products in a timely manner in the qualities needed. We may not be able to diversify our component parts in a timely manner, which could harm our ability to produce or timely deliver our products to customers, impacting future sales. As a result, we may lose sales and experience increased component costs, which in turn may cause our revenue and gross margins to suffer.

Difficulties in managing relationships with any of our current contract manufacturers, particularly Plexus, that manufacture our products off-shore, or any of our suppliers of key components, subassemblies and modules used in our products, could impede our ability to meet our customers' requirements and adversely affect our operating results. An inability to obtain adequate and timely deliveries of our products or any components or materials used in our products, or the inability of any of our contract manufacturers to scale their production to meet demand, or any other circumstance that would require us to seek alternative sources of supply, would negatively affect our ability to ship our products on a timely basis, which could damage relationships with current and prospective customers and harm our business and materially and adversely affect our revenue and other operating results. Furthermore, if we fail to meet customers' supply expectations, our revenue would be adversely affected and we may lose sales opportunities, both short and long term, which could materially and adversely affect our business and our operating results, financial condition and cash flows. Increases, from time to time, in demand on our suppliers and subcontractors from our customers or from other parties have, on occasion, caused delays in the availability of certain components and products. In response, we may increase our inventories of certain components and products and expedite shipments of our products when necessary. These actions could increase our costs and could also increase our risk of holding obsolete or excess inventory, which, despite our use of a demand order fulfillment model, could materially and adversely affect our business, operating results, financial condition and cash flows.

Operational Risks

We face risks associated with having facilities and employees located in Israel.

As of April 3, 2026, we maintained facilities in Israel with a total of 198 employees, or approximately 38% of our worldwide workforce. Our Chief Executive Officer is also based in Israel. Our employees in Israel engage in a number of activities including research and development, product development, product management, supply chain management for certain product lines and sales activities.

As such, we are directly affected by the political, economic and military conditions affecting Israel, such as the ongoing conflict in the Middle East and the risk of escalation and broader conflict in the region. Any significant conflict involving Israel could have a direct effect on our business, in the form of physical damage to our facilities or injury to personnel, restrictions from traveling or reluctance to travel to, from, or within Israel by our Israeli and other employees or those of our subcontractors, or the loss of Israeli employees to active military duty. Most of our employees in Israel are currently obligated to perform annual reserve duty in the Israel Defense Forces. In 2025, approximately 10% of our employees in Israel were called for military duty in connection with the current conflict in the Middle East, and in the event that more of our employees are called to active duty, certain of our research and development, product development and testing and other activities may be significantly delayed and adversely affected. Further, the interruption or curtailment of supply chains or trade between Israel and its trading partners, as a result of terrorist attacks or hostilities, conflicts between Israel and any other Middle Eastern country or organization, or any other cause, could significantly harm our business. Additionally, current or future tensions or conflicts in the Middle East, could materially and adversely affect our business, operating results, financial condition and cash flows.

We face risks associated with having outsourced engineering resources located in Ukraine.

We outsource a portion of our research and development and product support activities to our third-party partner, GlobalLogic, a Hitachi group company. Through GlobalLogic, we have a significant number of engineering resources located in Kyiv, Ukraine. Political, social and economic instability and unrest or violence in Ukraine from the ongoing military conflict with the Russian Federation have caused, and may continue to cause, disruptions to the business and operations of GlobalLogic, which could slow or delay the development work our outsourced engineering teams are undertaking for us. Any escalation of political tensions, military activity, instability, unrest or conflict could disrupt or prevent the work of our outsourced engineering teams; limit or prevent our employees from traveling to, from, or within Ukraine to direct and coordinate our outsourced engineering teams; or cause us to shift all or portions of the development work occurring in Ukraine, and/or cause GlobalLogic to relocate personnel to other locations or countries pursuant to its business continuity plans. Any resulting delays could negatively impact our product development efforts, operating results and our business. In addition, increased costs associated with managing or relocating our outsourced engineering teams in Ukraine, or engaging with alternative engineering resources outside of Ukraine, could negatively impact our operating results and financial condition.

We may not be able to effectively manage our operations.

As of April 3, 2026, we had 339 employees in our international operations, representing approximately 65% of our worldwide workforce. Our ability to manage our business effectively in the future, including with respect to any future growth, our operation as both a hardware and increasingly software and SaaS-centric business, the integration of any acquisition efforts, and the breadth of our international operations, will require us to train, motivate and manage our employees successfully, to attract and integrate new employees into our overall operations, to retain key employees and to continue to improve and evolve our operational, financial and management systems. There can be no assurance that we will be successful in any of these efforts, and our failure to effectively manage our operations could have a material and adverse effect on our business, operating results, cash flows and financial condition.

In order to manage our growth, we must be successful in addressing management succession issues and attracting and retaining qualified personnel.

Our future success will depend, to a significant extent, on the ability of our management to operate effectively, both individually and as a group. We must successfully manage transition and replacement issues that may result from the departure or retirement of members of our executive management. Any significant leadership change or senior management transition involves inherent risks and any failure to ensure timely and suitable replacements and smooth transition could hinder our strategic planning, business execution, and future performance. We cannot provide assurances that any current or future changes of management personnel will not cause disruption to operations or customer relationships or a decline in our operating results.

We are also dependent on our ability to retain and motivate our existing highly qualified personnel, in addition to attracting new highly qualified personnel. Competition for qualified management, technical and other personnel is often intense, particularly in Israel where we have significant research and development activities, and we may not be successful in attracting and retaining such personnel. Competitors and others have in the past attempted, and are likely in the future to attempt, to recruit our employees. While our employees are required to sign standard agreements concerning confidentiality, non-solicitation and ownership of inventions, other than in Israel, we generally do not have non-competition agreements with our personnel. The loss of the services of any of our key personnel, the inability to attract or retain highly qualified personnel in the future or delays in hiring such personnel, particularly senior management and engineers and other technical personnel, could negatively affect our business and operating results. Furthermore, a certain portion of our personnel in the United States is comprised of foreign nationals whose ability to work for us depends on obtaining the necessary visas. Our ability to hire and retain foreign nationals in the United States, and their ability to remain and work in the United States, is affected by various laws and regulations, including limitations on the availability of visas. Changes in U.S. laws or regulations affecting the availability of visas have, and may continue to adversely affect, our ability to hire or retain key personnel and as a result may impair our operations.

Our products include third-party technology and intellectual property, and our inability to acquire new technologies or use third-party technology in the future could harm our business.

In order to successfully develop and market certain of our planned products, we may be required to enter into technology development or licensing agreements with third parties. Although companies with technology useful to us are often willing to enter into technology development or licensing agreements with respect to such technology, we cannot provide assurances that such agreements may be negotiated on commercially reasonable terms, or at all. The failure to enter, or a delay in entering, into such technology development or licensing agreements, when necessary or desirable, could limit our ability to develop and market new products and could materially and adversely affect our business.

We incorporate certain third-party technologies, including software programs, into our products, and, as noted, intend to utilize additional third-party technologies in the future. In addition, the technologies that we license may not operate properly or as specified, and we may not be able to secure alternatives in a timely manner, either of which could harm our business. We could face delays in product releases until alternative technology can be identified, licensed or developed, and integrated into our products, if we are able to do so at all. These delays, or a failure to secure or develop adequate technology, could materially and adversely affect our business, operating results, financial condition and cash flows.

Cybersecurity incidents, including data security breaches or computer viruses, could harm our business by disrupting our business operations, compromising our products and services, damaging our reputation or exposing us to liability.

Cyber criminals and hackers may attempt to penetrate our network security, or the network security of third parties we work with, including our third-party vendors, service providers, manufacturers, solution providers, partners and consultants, misappropriate our proprietary information or cause business interruptions, or access or misappropriate other sensitive data. Because the techniques used by such computer programmers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. In the past, we and relevant third parties have faced compromises to our network security, though no prior incidents we have identified to date have materially affected our business, results of operations or financial condition. Companies are facing additional attacks as workforces have become more distributed as a result of remote and hybrid working arrangements, and advances in AI capabilities may increase the likelihood of our being impacted by security breaches or incidents and the severity of those impacts. Additionally, geopolitical events such as the Iran war, the Middle East and Russia-Ukraine conflicts and heightened tension between Israel and Iran may increase the cybersecurity risks we and the third parties we work with face. Our business operations utilize and rely upon numerous third-party vendors, service providers, manufacturers, solution providers, partners and consultants, and any failure of such third parties' cybersecurity measures could materially and adversely affect or disrupt our business.

While we have invested in and continue to update our network security and cybersecurity infrastructure and systems, if our cybersecurity systems, or the cybersecurity systems of relevant third parties, fail to protect against unauthorized access, sophisticated cyber-attacks, phishing schemes, ransomware and other malicious code, security breaches and incidents, computer viruses, denial-of-service attacks, or disruptions from unauthorized tampering or human error, our ability to conduct our business effectively could be damaged in a number of ways, including:

- our intellectual property and other proprietary data, or financial assets, could be stolen, lost, altered, or otherwise unavailable;
- our ability to manage and conduct our business operations could be seriously disrupted;
- defects and security vulnerabilities could be introduced into our product, software and SaaS offerings, thereby damaging the reputation and perceived reliability and security of our products; and
- confidential or otherwise sensitive information, including personal data of our customers, employees and business partners, could be compromised and lead to unauthorized, unlawful, or accidental access to, or acquisition, use, corruption, loss, destruction, unavailability, alteration or dissemination of, or damage to, such information.

In addition, our systems, and the systems of third parties we work with, are potentially vulnerable to breakdown or other damage or interruption from service interruptions, system malfunction, natural disasters, terrorism, war and telecommunication and electrical failures, as well as security breaches and incidents from inadvertent or intentional actions by our employees, contractors, consultants, business partners, and/or other third parties, which may compromise our system infrastructure or lead to the loss, destruction, alteration, prevention of access to, disclosure, or dissemination of, or damage or unauthorized access to, our data (including trade secrets or other confidential information, intellectual property, proprietary business information, and personal information) or data that is processed or maintained on our behalf, or other assets.

Should any of the above events occur, or be perceived to have occurred, our reputation, competitive position and business could be significantly harmed, and we could be subject to claims, demands and litigation from customers, third parties, and other individuals and groups, and investigations or other proceedings by governmental authorities, and may be subject to fines, penalties, damages, and other liabilities. Additionally, we could incur significant costs in order to upgrade our cybersecurity systems and remediate damages and otherwise respond to the incident. Consequently, our business, operating results, financial condition and cash flows could be materially and adversely affected.

We may not have applicable or otherwise adequate insurance to protect us from, or adequately mitigate, liabilities or damages resulting from security breaches or incidents. The successful assertion of one or more large claims against us that exceeds any available insurance coverage that we might have, or results in changes to insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an adverse effect on our business. In addition, we cannot be sure that insurance coverage will be available on acceptable terms or that insurers will not deny coverage as to any future claim.

Our operating results could be adversely affected by natural disasters affecting us or impacting our third-party manufacturers, suppliers, resellers or customers.

Our corporate headquarters is located in California, which is prone to earthquakes. In addition, climate change is contributing to an increase in erratic weather patterns globally and intensifying the impact of certain types of catastrophes, such as floods, wildfires and droughts. We have employees, consultants and contractors located in regions and countries around the world. In the event that any of our business, sales or research and development centers or offices in the United States or internationally are adversely affected by an earthquake, flood, wildfire or by any other natural disaster, we may sustain damage to our operations and properties, which could cause a sustained interruption or loss of affected operations, and cause us to suffer significant financial losses.

We rely on third-party contract manufacturers for the production of our products. Any significant disruption in the business or operations of such manufacturers or of their or our suppliers could adversely impact our business. Our principal contract manufacturers and several of their and our suppliers and our resellers have operations in locations that are subject to natural disasters, such as severe weather, tsunamis, floods, fires and earthquakes, which could disrupt their operations and, in turn, our operations.

In addition, if there is a natural disaster in any of the locations in which our significant customers are located, we face the risk that our customers may incur losses or sustained business interruption, or both, which may materially impair their ability to continue their purchase of products from us. Accordingly, natural disaster in one of the geographies in which we, or our third-party manufacturers, their or our suppliers or our customers, operate could have a material and adverse effect on our business, operating results, cash flows and financial condition.

Financial, Transactional and Tax Risks

We may need additional capital in the future and may not be able to secure adequate funds at all or on terms acceptable to us.

We engage in the design, development and manufacture and sale of a variety broadband access products and system solutions, which has required, and will continue to require, significant research and development expenditures.

We are monitoring and managing our cash position in light of ongoing market conditions due to general economic and market conditions, volatility and uncertainty in the banking and financial services sector, overall fluctuations in U.S. equity markets, the Middle East and Russia-Ukraine conflicts, and related macroeconomic conditions. We believe that our existing cash of approximately $109.0 million as of April 3, 2026 will satisfy our cash requirements for at least the next twelve months. However, we may need to raise additional funds to take advantage of presently unanticipated strategic opportunities, satisfy our other cash requirements from time to time, or strengthen our financial position. Our ability to raise funds may be adversely affected by a number of factors, including factors beyond our control, such as weakness in the economic conditions in markets in which we sell our products, bank failures and continued uncertainty in financial, capital and credit markets. There can be no assurance that equity or debt financing will be available to us on reasonable terms, if at all, when and if it is needed.

We may raise additional financing through public or private equity or convertible debt offerings, debt financings, or corporate partnership or licensing arrangements. To the extent we raise additional capital by issuing equity securities or convertible debt, our stockholders may experience dilution, and any new equity or convertible debt securities we issue could have rights, preferences, and privileges superior to holders of our common stock. Further, volatility in equity capital markets may adversely affect market prices of our common stock. This may materially and adversely affect our ability to raise additional capital through public or private equity offerings. To the extent that we raise additional funds through collaboration and licensing arrangements, it may be necessary to relinquish some rights to our technologies or products, or grant licenses on terms that are not favorable to us. Our current debt agreements require, and any debt financing that we secure in the future may require us to pledge assets or enter into covenants that could restrict our operations or our ability to incur further indebtedness and our interest obligations with respect to such debt may adversely affect our operating results. Further, high interest rates and tightening credit markets may reduce our access to debt financing, which may adversely affect our future business plans and expected growth and would increase the cost of fixed rate and/or variable rate borrowings, which could reduce our earnings.

If adequate capital is not available, or is not available on reasonable terms, when needed, we may not be able to take advantage of acquisitions or other market opportunities, to timely develop new products, or to otherwise respond to competitive pressures.

Our Credit Agreement imposes operating and financial restrictions on us.

On December 21, 2023, we entered into a Credit Agreement, among the Company, certain subsidiaries of the Company from time to time party thereto, the lenders party thereto from time to time and Citibank, N.A., as administrative agent (the "Credit Agreement"). The obligations under the Credit Agreement and the other loan documents are required to be guaranteed by certain of our material subsidiaries and secured by substantially all of the assets of the Company and such subsidiary guarantors. As amended in December 2024, the Credit Agreement provides for a $160.0 million secured revolving loan facility (the "Revolving Facility"), with a $10.0 million sublimit for the issuance of letters of credit, and a $40.0 million secured delayed draw term loan facility (the "Term Facility"). To finance the settlement of the conversions of the 2024 Notes in connection with our delivery of the notice of redemption for such 2024 Notes, we drew down $75.0 million on the Revolving Facility and $40.0 million on the Term Facility, respectively. As of April 3, 2026, we had $82.0 million remaining available for borrowing under the Revolving Facility and no remaining amounts available for borrowing under the Term Facility.

Our Credit Agreement contains covenants that limit our ability and the ability of our subsidiaries to, subject to certain limitations and exceptions:

- grant liens;
- incur debt;
- make acquisitions and other investments;
- undergo certain fundamental changes;
- dispose of assets;
- make certain restricted payments;
- enter into transactions with affiliates; and
- enter into burdensome agreements.

Further, the Credit Agreement contains financial covenants that require compliance with a maximum consolidated net leverage ratio and minimum fixed charge coverage ratio, in each case, determined in accordance with the terms of the Credit Agreement. These covenants may adversely affect our ability to finance our operations, meet or otherwise address our capital needs, pursue business opportunities or react to market conditions, or otherwise restrict our activities or business plans. In addition, our obligations to repay principal and interest on our indebtedness could make us vulnerable to economic or market downturns.

A breach of any of these covenants could result in an event of default under the Credit Agreement. As of April 3, 2026, we were in compliance with all covenants under the Credit Agreement; however, if an event of default occurs, the lenders may terminate their commitments and accelerate our obligations under the Credit Agreement. We might not be able to repay our debt or borrow sufficient funds to refinance it on terms that are acceptable to us.

Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

Our ability to make scheduled payments of the principal of, to pay interest on or to refinance our indebtedness, including any amounts borrowed under our Credit Agreement, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on our ability to borrow under the terms of the Credit Agreement, the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations, including any outstanding loans under the Credit Agreement.

Despite our current debt levels, we may still incur substantially more debt or take other actions which would intensify the risks discussed above.

Despite our current consolidated debt levels, we and our subsidiaries may be able to incur substantial additional debt in the future, subject to the restrictions contained in our debt instruments, some of which may be secured debt. Such additional indebtedness could have the effect of diminishing our ability to make payments on our debt when due. Our Credit Agreement permits us to incur certain additional indebtedness and grant certain liens on our assets, subject to limitations and requirements as set forth in the Credit Agreement, that could intensify the risks discussed above.

We have made, and may continue to make, acquisitions, and any acquisition could disrupt our operations, cause dilution to our stockholders and materially and adversely affect our business, operating results, cash flows and financial condition.

As part of our business strategy, from time to time we have acquired, and we may continue to acquire, businesses, technologies, assets and product lines that we believe complement or expand our existing business. Acquisitions involve numerous risks, including the following:

- unanticipated costs or delays associated with an acquisition;
- difficulties in the assimilation and integration of acquired operations, technologies and/or products;
- potential disruption of our business and the diversion of management's attention from the regular operations of the business during the acquisition process;
- the challenges of managing a larger and more geographically widespread operation and product portfolio after the closing of the acquisition;
- potential adverse effects on new and existing business relationships with suppliers, contract manufacturers, resellers, partners and customers;
- compliance with regulatory requirements, such as local employment regulations and organized labor requirements;
- risks associated with entering markets in which we may have no or limited prior experience;
- the potential loss of key employees of acquired businesses and our own business as a result of integration;
- difficulties in bringing acquired products and businesses into compliance with applicable legal requirements in jurisdictions in which we operate and sell products;
- impact of known potential liabilities or unknown liabilities, including litigation and infringement claims, associated with companies we acquire;
- substantial charges for acquisition costs or for the amortization of certain purchased intangible assets, deferred stock compensation or similar items;
- substantial impairments to goodwill or intangible assets in the event that an acquisition proves to be less valuable than the price we paid for it;
- difficulties in establishing and maintaining uniform financial and other standards, controls, procedures and policies;
- delays in realizing, or failure to realize, the anticipated benefits of an acquisition; and
- the possibility that any acquisition may be viewed negatively by our customers or investors or the financial markets.

Competition within our industry for acquisitions of businesses, technologies, assets and product lines has been, and is likely to continue to be, intense. As such, even if we are able to identify an acquisition that we would like to consummate, we may not be able to complete the acquisition on commercially reasonable terms or because the target chooses to be acquired by another company. Furthermore, in the event that we are able to identify and consummate any future acquisitions, we may, in each of those acquisitions:

- issue equity securities which would dilute current stockholders' percentage ownership;
- incur substantial debt to finance the acquisition or assume substantial debt in the acquisition;
- incur significant acquisition-related expenses;
- assume substantial liabilities, contingent or otherwise; or
- expend significant cash.

These financing activities or expenditures could materially and adversely affect our operating results, cash flows and financial condition or the price of our common stock. Alternatively, due to difficulties in the capital or credit markets that may exists at the time, we may be unable to secure capital necessary to complete an acquisition on reasonable terms, or at all. Moreover, even if we were to obtain benefits from acquisitions in the form of increased revenue and earnings per share, there may be a delay between the time the expenses associated with an acquisition are incurred and the time we recognize such benefits.

As of April 3, 2026, we had approximately $60.9 million of goodwill recorded on our balance sheet associated with prior acquisitions. In the event we determine that our goodwill is impaired, we would be required to write down all or a portion of such goodwill, which could result in a material non-cash charge to our results of operations in the period in which such write-down occurs.

If we are unable to successfully address one or more of these risks, our business, operating results, financial condition and cash flows could be materially and adversely affected.

The nature of our business requires the application of complex revenue and expense recognition rules and the current legislative and regulatory environment affecting generally accepted accounting principles is uncertain. Significant changes in current principles could affect our financial statements going forward and changes in financial accounting standards or practices may cause adverse, unexpected financial reporting fluctuations and harm our operating results.

United States generally accepted accounting principles ("U.S. GAAP") are subject to interpretation by the Financial Standards Accounting Board ("FASB"), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. We are also subject to evolving rules and regulations of the countries in which we do business. Changes to accounting standards or interpretations thereof may result in different accounting principles under U.S. GAAP that have a significant effect on our reported financial results and require us to incur costs and expenses in order to comply with the updated standards or interpretations.

In addition, we have in the past and may in the future need to modify our customer contracts, accounting systems and processes when we adopt future or proposed changes in accounting principles. The cost and effect of these changes may negatively impact our results of operations during the periods of transition.

Fluctuations in our future effective tax rates could affect our future operating results, financial condition and cash flows.

We are required to periodically review our deferred tax assets and determine whether, based on available evidence, a valuation allowance is necessary. The realization of our deferred tax assets, which are predominantly in the United States, is dependent upon the generation of sufficient U.S. and foreign taxable income in the future to offset these assets. Based on our evaluation, we recorded a net decrease in valuation allowance of $0.9 million in 2025 and a net increase of $0.4 million in 2024, respectively, against the net deferred tax assets. Changes in the amount of the valuation allowance in the U.S. and in foreign jurisdictions could result in a material non-cash expense or benefit in the period in which the valuation allowance is adjusted, and our results of operations could be materially affected.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. We recognize potential liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. In the event we determine that it is appropriate to create a reserve or increase an existing reserve for any such potential liabilities, the amount of the additional reserve will be charged as an expense in the period in which it is determined. If payment of these amounts ultimately proves to be unnecessary, the reversal of the liabilities would result in tax benefits being recognized in the period when we determine the liabilities are no longer necessary. If the estimate of tax liabilities proves to be less than the ultimate tax assessment for the applicable period, a further charge to expense in the period such shortfall is determined would result. Either such charge to expense could have a material and adverse effect on our operating results for the applicable period.

Our future effective income tax rates could be adversely affected if tax authorities challenge our international tax structure or if our relative mix of U.S. and international income changes for any reason. Accordingly, there can be no assurance that our effective income tax rate will remain consistent.

We are subject to taxation-related risks in multiple jurisdictions, and the adoption and interpretation of new tax legislation, tax regulations, tax rulings, or exposure to additional tax liabilities could materially affect our business, financial condition and results of operations.

Tax laws are regularly re-examined and evaluated globally. New laws and interpretations of the law are considered for financial statement purposes in the quarter or year that they are enacted. Tax authorities are increasingly scrutinizing the tax positions of multinational companies. If U.S. or other foreign tax authorities change applicable tax laws, or if there is a change in interpretation of existing law, our overall liability could increase, and our business, financial condition and results of operations may be harmed.

For example, effective as of January 1, 2022, the Tax Cuts and Jobs Act of 2017 eliminated the option to deduct research and development expenditures currently and requires such expenditures to be capitalized and amortized ratably over a five-year period for domestic expenditures or a fifteen-year period for foreign expenditures. However, the One Big Beautiful Bill Act of 2025, which was enacted on July 4, 2025, made a number of changes to U.S. federal income tax law, including permanently suspending the requirement to capitalize and amortize domestic research and development costs and permitting deductions for them on a current basis.

Further, the Inflation Reduction Act of 2022, among other things, imposes a one-percent non-deductible excise tax on certain repurchases of stock that are made by U.S. publicly traded corporations on or after January 1, 2023, which may affect our share repurchase program.

In addition, the Organization for Economic Co-operation and Development (the “OECD”), the European Union, as well as a number of other countries and organizations have recently enacted new laws, and proposed or recommended changes to existing tax laws, that may increase our tax obligations in many countries where we do business or require us to change the manner in which we operate our business. For example, the OECD has introduced a framework to implement a 15% global minimum corporate tax, referred to as Pillar 2, which Member States in the European Union have implemented into national legislation as of the end of 2023 and has been adopted by certain other jurisdictions. However, on June 28, 2025, the G7 released a joint statement that it had reached an understanding with the United States for a side-by-side system based on certain accepted principles, including that U.S.-parented groups, such as ours, would be exempt from certain provisions of Pillar 2. However, no laws have yet been enacted to facilitate a side-by-side system. As we expand the scale of our business activities, any changes in U.S. or foreign tax laws that apply to such activities may increase our worldwide effective tax rate and harm our business, financial condition and results of operations.

Legal, Regulatory and Compliance Risks

We or our customers may face intellectual property infringement claims from third parties.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. In particular, leading companies in the telco industry have extensive patent portfolios. Also, patent infringement claims and litigation by entities that purchase or control patents, but do not produce goods or services covered by the claims of such patents (so-called “non-practicing entities” or “NPEs”), have increased rapidly over the last decade or so. From time to time, third parties, including NPEs, have asserted, and may assert in the future, patent, copyright, trademark and other intellectual property rights against us or our customers, and have initiated audits to determine whether we have missed royalty payments for technology that we license. Our suppliers and their customers, including us, may have similar claims asserted against them. A number of third parties, including companies with greater financial and other resources than us, have asserted patent rights to technologies that are important to us.

Any intellectual property litigation, regardless of its outcome, could result in substantial expense and significant diversion of the efforts of our management and technical personnel. An adverse determination in any such proceeding could subject us to significant liabilities and temporary or permanent injunctions and require us to seek licenses from third parties or pay royalties that may be substantial. Furthermore, necessary licenses may not be available on terms satisfactory to us, or at all. An unfavorable outcome on any such litigation matter could require that we pay substantial damages, could require that we pay ongoing royalty payments, or could prohibit us from selling certain of our products. Any such outcome could have a material and adverse effect on our business, operating results, financial condition and cash flows.

Our suppliers and customers may have intellectual property claims relating to our products asserted against them. We have agreed to indemnify some of our suppliers and most of our customers for patent infringement relating to our products. The scope of this indemnity varies, but, in some instances, includes indemnification for damages and expenses (including reasonable attorney’s fees) incurred by the supplier or customer in connection with such claims. If a supplier or a customer seeks to enforce a claim for indemnification against us, we could incur significant costs defending such claim, the underlying claim or both. An adverse determination in either such proceeding could subject us to significant liabilities and have a material and adverse effect on our operating results, cash flows and financial condition.

We may be the subject of litigation which, if adversely determined, could harm our business and operating results.

We may be subject to claims arising in the normal course of business. The costs of defending any litigation, whether in cash expenses or in management time, could harm our business and materially and adversely affect our operating results and cash flows. An unfavorable outcome on any litigation matter could require that we pay substantial damages, or, in connection with any intellectual property infringement claims, could require that we pay ongoing royalty payments or prohibit us from selling certain of our products. In addition, we may decide to settle any litigation, which could cause us to incur significant settlement costs. A settlement or an unfavorable outcome on any litigation matter could have a material and adverse effect on our business, operating results, financial condition and cash flows.

Our failure to adequately protect our proprietary rights and data may adversely affect us.

As of April 3, 2026, we held 67 issued U.S. patents and 7 issued foreign patents, and had 35 patent applications pending. Although we attempt to protect our intellectual property rights through patents, trademarks, copyrights, licensing arrangements, maintaining certain technology as trade secrets and other measures, we can give no assurances that any patent, trademark, copyright or other intellectual property rights owned by us will not be invalidated, circumvented or challenged, that such intellectual property rights will provide competitive advantages to us, or that any of our pending or future patent applications will be issued with the scope of the claims sought by us, if at all. We can give no assurances that others will not develop technologies that are similar or superior to our technologies, duplicate our technologies or design around the patents that we own. In addition, effective patent, copyright and trade secret protection may be unavailable or limited in certain foreign countries in which we do business or may do business in the future.

We may enter into confidentiality or license agreements with our employees, consultants, and vendors and our customers, as needed, and generally limit access to, and distribution of, our proprietary information. Nevertheless, we cannot provide assurances that the steps taken by us will prevent misappropriation of our technology. In addition, we have taken in the past, and may take in the future, legal action to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of management time and other resources, and could materially and adversely affect our business, operating results, financial condition and cash flows.

Our use of open source software in some of our products may expose us to certain risks.

Some of our products contain software modules licensed for use from third-party authors under open source licenses. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public. This could allow our competitors to create similar products with lower development effort and in less time and ultimately could result in a loss of product sales for us.

Although we monitor our use of open source closely, it is possible our past, present or future use of open source has triggered or may trigger the foregoing requirements. Furthermore, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, we could be required to seek licenses from third parties in order to continue offering our products, to re-engineer our products or to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis, any of which could materially and adversely affect our operating results, financial condition and cash flows.

We are subject to import and export control and trade and economic sanction laws and regulations that could subject us to liability or impair our ability to compete in international markets.

Our products are subject to U.S. export control laws and may be exported outside the United States only with the required export license or through an export license exception, in most cases because we incorporate encryption technology into certain of our products. We are also subject to U.S. trade and economic sanction regulations which include prohibitions on the sale or supply of certain products and services to the embargoed or sanctioned countries, governments, persons and entities of the United States or of countries in which we do business. In addition, various countries regulate the import of certain technology and have enacted laws that could limit our ability to distribute our products, or could limit our customers' ability to implement our products, in those countries. Although we take precautions and have processes in place to prevent our products and services from being provided in violation of such laws, our products have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions we take.

If we are found to have violated U.S. export control or sanctions laws or regulations, we and certain of our employees could be subject to civil or criminal penalties, including the possible loss of export privileges, monetary penalties, and, in extreme cases, imprisonment of responsible employees for knowing and willful violations of these laws which could lead to penalties, reputational harm, loss of access to certain markets, or otherwise.

In addition, as discussed in more detail above, we may be affected by heightened or new tariffs that could have a significant adverse impact on our operating results or, if we are able to pass on the related costs in any particular situation, would increase the cost of the related product to our customers. As a result, the future imposition of significant increases in the level of tariffs or the creation of import quotas on our products, or any of the limitations on international sales described above, could have a material adverse effect on our business, operating results, financial condition and cash flows. Further, some of our customers in Europe have been, or are being, audited by local governmental authorities regarding the tariff classifications used for importation of our products. Import duties and tariffs vary by country and a different tariff classification for any of our products may result in higher duties or tariffs, which could have an adverse impact on our operating results and potentially increase the cost of the related products to our customers.

Our business and industry are subject to various laws and regulations that could adversely affect our business, operating results, cash flows and financial condition.

Our business and industry are regulated under various federal, state, local and international laws. For example, we are subject to environmental regulations such as the European Union's Waste Electrical and Electronic Equipment and Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment directives and similar legislation enacted in other jurisdictions worldwide. Our failure to comply with these laws could result in our being directly or indirectly liable for costs, fines or penalties and third-party claims, and could jeopardize our ability to conduct business in such regions and countries. We expect that our operations will be affected by other new environmental laws and regulations on an ongoing basis. Although we cannot predict the ultimate impact of any such new laws and regulations, they would likely result in additional costs and could require that we redesign or change how we manufacture our products, any of which could have a material and adverse effect on our operating results, financial condition and cash flows.

We are subject to the Sarbanes-Oxley Act of 2002 which, among other things, requires an annual review and evaluation of our internal control over financial reporting. If we conclude in future periods that our internal control over financial reporting is not effective or if our independent registered public accounting firm is unable to provide an unqualified attestation as of future year-ends, we may incur substantial additional costs in an effort to correct such problems, and investors may lose confidence in our financial statements, and our stock price may decrease in the short term, until we correct such problems, and perhaps in the long term, as well.

We are subject to requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 that require us to conduct research, disclose, and report whether or not our products contain certain conflict minerals sourced from the Democratic Republic of Congo or its surrounding countries. The implementation of these requirements could adversely affect the sourcing, availability, and pricing of the materials used in the manufacture of components used in our products. In addition, we may incur certain additional costs to comply with the disclosure requirements, including costs related to conducting diligence procedures to determine the sources of conflict minerals that may be used or necessary to the production of our products and, if applicable, potential changes to products, processes or sources of supply as a consequence of such verification activities. It is also possible that we may face reputational harm if we determine that certain of our products contain minerals not determined to be conflict-free and/or we are unable to alter our products, processes or sources of supply to avoid such materials.

Changes in telecommunications legislation and regulations in the United States and other countries could affect our sales and the revenue we are able to derive from our products. In particular, changes in laws or regulations that adversely affect the growth, popularity or use of the internet, including laws impacting net neutrality or requiring payment of network access fees, could decrease the demand for our service and increase our cost of doing business. Certain laws intended to prevent network operators from discriminating against the legal traffic that traverse their networks have been implemented in many countries, including across the European Union. In others, the laws may be nascent or non-existent. Furthermore, favorable laws may change, including for example, in the United States where net neutrality regulations were repealed. We cannot predict whether such laws and regulations will be modified, overturned, or vacated. The repeal of the net neutrality rules or other regulations dealing with access by competitors to the networks of incumbent operators could slow or stop infrastructure and services investments or expansion by service providers. Increased regulation of our customers' pricing or service offerings could limit their investments and, consequently, revenue from our products. The impact of new or revised legislation or regulations could have a material adverse effect on our business, operating results, financial condition and cash flows.

We are also subject to laws and regulations relating to privacy, data protection, cyber security, and the collection, use, transfer, and other processing of data. These laws and regulations are subject to frequent modifications and updates and require ongoing supervision. For example, the European Union adopted a General Data Protection Regulation that became effective in May 2018, and has established new, and in some cases more stringent, requirements for data protection in Europe, and which provides for substantial penalties for noncompliance. Additionally, California has the California Consumer Privacy Act ("CCPA"), which went into effect on January 1, 2020. In November 2020, California passed the California Privacy Rights Act ("CPRA"), which went into effect on January 1, 2023. The CPRA amends and augments the CCPA including by expanding individuals' rights and the obligations of businesses that handle personal data. Other legislation relating to these matters, in many cases general legislation similar to the CCPA, has been proposed or adopted in several other states. Aspects of the CCPA, CPRA and these other laws and regulations, as well as their enforcement, remain unclear. The U.S. federal government also is contemplating federal privacy legislation and has adopted regulations regarding certain bulk sensitive personal data transfers.

There are a number of legislative proposals in the United States, at both the federal and state level, and in the European Union and more globally, that could impose new obligations in areas such privacy, data protection, cybersecurity, and data processing. We cannot yet determine the impact that future laws, regulations, and standards may have on our business. For example, the European Union's Data Act ("Data Act") became fully applicable on September 12, 2025. Among other things, the Data Act imposes obligations relating to companies' ability to terminate service agreements. Compliance with the Data Act may require us to adjust contract terms and technical measures for data portability. These changes may impact the duration of customer relationships and result in additional compliance and operational costs, which may affect our business.

The effects and impact of these enacted and proposed laws and regulations relating to privacy, data protection, cybersecurity, and the collection, use, transfer, and other processing of data are potentially significant and may require us to modify our data processing and cybersecurity practices and policies and to incur substantial costs and expenses in efforts to comply. Laws and regulations relating to these matters continue to evolve in various jurisdictions, with existing laws and regulations subject to new and differing interpretations and new laws and regulations being proposed and adopted. It is possible that our practices may be deemed not to comply with legal requirements relating to these matters that apply, or are asserted to apply, to us now or in the future. Our failure or perceived failure to comply with any of the foregoing legal and regulatory requirements, or other actual or asserted obligations relating to privacy, data protection, cybersecurity, or the collection, use, transfer, or other processing of data could result in increased costs for our products, monetary penalties, damage to our reputation, government inquiries, investigations and other legal proceeds, legal claims, demands and litigation and other obligations and liabilities.

We depend significantly on our international revenue and are subject to the risks associated with international operations, including those of our contract manufacturers and outsourcing partners, which may negatively affect our operating results.

Revenue derived from customers outside of the United States represented approximately 20% and 27% of our revenue for the three months ended April 3, 2026, and March 28, 2025, respectively. Although no assurance can be given with respect to international sales growth in any one or more regions, we expect that international revenue will likely continue to represent, from year to year, a portion of our revenue, and potentially increasing, percentage of our annual revenue for the foreseeable future. Furthermore, the majority of our employees are based in our international offices and locations, and most of our contract manufacturing occurs outside of the United States. In addition, we outsource a portion of our research and development activities to certain third-party partners with development centers located in different countries, particularly Ukraine.

Our international operations, international operations of our contract manufacturers and outsourcing partners, and our efforts to maintain and increase revenue in international markets are subject to a number of risks, which are generally greater with respect to emerging market countries, including the following:

- growth and stability of the economy in one or more international regions, including regional economic impacts of the Middle East and Russia-Ukraine conflicts and potential escalations and broader regional conflicts, and tensions between China and Taiwan and the United States;
- fluctuations in currency exchange rates;
- ability of certain non-U.S. customers to timely make payments in U.S. dollar due to local government currency controls;
- changes in foreign government regulations and telco standards;
- import and export license requirements, tariffs and trade policies, taxes, economic sanctions, contractual limitations and other trade barriers;
- availability of credit, particularly in emerging market countries;
- longer collection periods and greater difficulty in enforcing contracts and collecting accounts receivable, especially from smaller customers and resellers, particularly in emerging market countries;

- compliance with the Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act and/or similar anti-corruption and anti-bribery laws, particularly in emerging market countries;
- the burden of complying with a wide variety of foreign laws, regulations, treaties and technical standards;
- fulfilling “country of origin” requirements for our products for certain customers;
- difficulty in staffing and managing foreign operations;
- business and operational disruptions or delays caused by political, social and/or economic instability and unrest (e.g., Ukraine and Israel), including risks related to terrorist activity, particularly in emerging market countries;
- changes in economic policies by foreign governments, including the imposition and potential continued expansion of economic sanctions by the United States and the European Union on the Russian Federation;
- changes in diplomatic and trade relationships, including the imposition of new trade restrictions, trade protection measures, import or export requirements, trade embargoes and other trade barriers, including those between the United States and China;
- any negative economic impacts resulting from the political environment in the United States or the United Kingdoms’ exit from the European Union; and
- business and economic disruptions and delays caused by outbreaks of disease, epidemics and potential pandemics.

We have certain international customers who are billed in their local currency, primarily the Euro, which subjects us to foreign currency risk. In addition, a portion of our operating expenses relating to the cost of certain international employees, are denominated in foreign currencies, primarily the Israeli shekel, Euro, and Indian rupee. Gains and losses on the conversion to U.S. dollars of accounts receivable, accounts payable and other monetary assets and liabilities arising from international operations may contribute to fluctuations in our operating results. Furthermore, payment cycles for international customers are typically longer than those for customers in the United States. Unpredictable payment cycles could cause us to fail to meet or exceed the expectations of security analysts and investors for any given period.

Most of our international revenue is denominated in U.S. dollars, and fluctuations in currency exchange rates could cause our products to become relatively more expensive to customers in a particular country or region, leading to a reduction in revenue or profitability from sales in that country or region. The potential negative impact of a strong U.S. dollar on our business may be exacerbated by the significant devaluation of a number of foreign currencies. Also, if the U.S. dollar were to weaken against many foreign currencies, there can be no assurance that a weaker dollar would lead to growth in customer spending in foreign markets.

Our operations outside the United States also require us to comply with a number of U.S. and international regulations that prohibit improper payments or offers of payments to foreign governments and their officials and political parties for corrupt purposes. For example, our operations in countries outside the United States are subject to the FCPA and similar laws, including the U.K. Bribery Act. Our activities in certain emerging countries create the risk of unauthorized payments or offers of payments by one of our employees, consultants, sales agents or channel partners that could be in violation of various anti-corruption laws, even though these parties may not be under our control. Under the FCPA and U.K. Bribery Act, companies may be held liable for the corrupt actions taken by their directors, officers, employees, channel partners, sales agents, consultants, or other strategic or local partners or representatives. We have internal control policies and procedures with respect to FCPA compliance, have implemented FCPA training and compliance programs for our employees, and include in our agreements with resellers a requirement that those parties comply with the FCPA. However, we cannot provide assurances that our policies, procedures and programs will prevent violations of the FCPA or similar laws by our employees or agents, particularly in emerging market countries, and as we expand our international operations. Any such violation, even if prohibited by our policies, could result in criminal or civil sanctions against us.

The effect of one or more of these international risks could have a material and adverse effect on our business, financial condition, operating results and cash flows.

Risks Related to Ownership of Our Common Stock

Some anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

We have provisions in our certificate of incorporation and bylaws that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our Board. These include provisions:

- authorizing blank check preferred stock, which could be issued with voting, liquidation, dividend and other rights superior to our common stock;

- limiting the liability of, and providing indemnification to, our directors and officers;
- limiting the ability of our stockholders to call, and bring business before, special meetings;
- requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our Board;
- controlling the procedures for conducting and scheduling of Board and stockholder meetings; and
- providing our Board with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings.

These provisions could delay hostile takeovers, changes in control of the Company or changes in our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

Our common stock price may be extremely volatile, and the value of an investment in our stock may decline.

Our common stock price has been highly volatile. We expect that this volatility will continue in the future due to factors such as:

- general market and economic conditions, including inflation, interest rates, volatile capital markets, uncertainty and volatility in the financial services sector, the Middle East and Russia-Ukraine conflicts and potential escalations and broader regional conflicts, and rising tensions between China and Taiwan and the United States;
- actual or anticipated variations in operating results;
- increases or decreases in the general stock market or to the stock prices of technology companies;
- announcements of technological innovations, new products or new services by us or by our competitors or customers;
- changes in financial estimates or recommendations by stock market analysts regarding us or our competitors;
- announcements by us or our competitors of significant acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments;
- announcements by our customers regarding end user market conditions and the status of existing and future infrastructure network deployments;
- additions or departures of key personnel; and
- future equity or debt offerings or our announcements of these offerings.

In addition, in recent years, the stock market in general, and The Nasdaq Global Select Market and the securities of technology companies in particular, have experienced extreme price and volume fluctuations. These fluctuations have often been unrelated or disproportionate to the operating performance of individual companies. These broad market fluctuations have in the past, and may in the future, materially and adversely affect our stock price, regardless of our operating results. In these circumstances, investors may be unable to sell their shares of our common stock at or above their purchase price over the short term, or at all.

We cannot guarantee that our stock repurchase program will be fully implemented or that it will enhance long-term stockholder value.

In February 2025, our Board of Directors terminated our existing $100 million stock repurchase program and approved a new stock repurchase program for the repurchase of up to $200 million of the outstanding shares of common stock. The repurchase program expires in February 2028, and we are not obligated to repurchase a specified number or dollar value of shares. Share repurchases will be made from time to time in open market purchases and 10b5-1 trading plans, as permitted by securities laws and other legal requirements. Any share repurchases remain subject to the circumstances in place at that time, including prevailing market prices. As a result, there can be no guarantee around the timing or volume of our share repurchases. The stock repurchase program could affect the price of our common stock, increase volatility and diminish our cash reserves. Our repurchase program may be suspended or terminated at any time and, even if fully implemented, may not enhance long-term stockholder value.

Our stock price may decline if additional shares are sold in the market or if analysts drop coverage of or downgrade our stock.

Future sales of substantial amounts of shares of our common stock by our existing stockholders in the public market, or the perception that these sales could occur, may cause the market price of our common stock to decline. In addition, we issue additional shares upon exercise of stock options, including under our 2002 ESPP, and in connection with grants of restricted stock units on an ongoing basis. Increased sales of our common stock in the market after exercise of outstanding stock options or grants of restricted stock units could exert downward pressure on our stock price. These sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price we deem appropriate.

The trading market for our common stock relies in part on the availability of research and reports that third-party industry or securities analysts publish about us and our business. If we do not maintain adequate research coverage or if one or more of the analysts who do cover us downgrade our stock or publishes inaccurate or unfavorable research about our business, our stock price may decline. If one or more of these analysts cease coverage of us or fails to publish reports on us regularly, we could lose visibility in the market, which in turn could cause the liquidity of our stock and our stock price to decline.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The Company is authorized to repurchase, from time to time, shares of its outstanding common stock through open market purchases and 10b5-1 trading plans, in accordance with applicable rules and regulations, at such time and such prices as management may decide. The program does not obligate the Company to repurchase any specific number of shares and may be discontinued at any time. The actual timing and amount of repurchases are subject to business and market conditions, corporate and regulatory requirements, stock price, acquisition opportunities and other factors. As of April 3, 2026, approximately $78.0 million of the share repurchase authorization remained available.

The following table summarizes the repurchase activities for the three months ended April 3, 2026.

Period	Total Number of Shares Purchased	Average Price Paid per Share [1]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plan or Program (in millions)
January 1, 2026 - January 30, 2026	2,138,959	$ 10.19	2,138,959	$ 99.2
January 31, 2026 - February 27, 2026	389,400	$ 10.59	389,400	$ 95.1
February 28, 2026 - April 3, 2026	1,692,380	$ 10.06	1,692,380	$ 78.0
Total	4,220,739		4,220,739	

(1) Average price paid per share in the period includes commission. In February 2022, the Board of Directors authorized the Company to repurchase up to $100 million of the Company's outstanding shares of common stock through February 2025. This authorization was terminated by the Board of Directors in February 2025 with $35.2 million of repurchases effectuated. In connection with the termination of the existing program, the Board of Directors authorized a new repurchase program for the Company to repurchase up to $200 million of the Company's outstanding shares of common stock through February 2028.

During the quarter ended April 3, 2026, we paid approximately $3.9 million in employee withholding taxes due upon the vesting of net settled equity awards. We withheld approximately 385,156 shares of common stock from employees in connection with such net share settlement at an average price of $10.22 per share. These shares may be deemed to be "issuer purchases" of shares.

ITEM 5. OTHER INFORMATION

Securities Trading Plans of Directors and Executive Officers

During the three months ended April 3, 2026, no director or officer, as defined in Rule 16a-1(f), adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," each as defined in Regulation S-K Item 408.

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Index
2.1 (i)	Asset Purchase Agreement, dated March 20, 2026, by and between Harmonic Inc. and Leone Media Inc.*
10.1 (ii)	Amended and Restated Severance and Change of Control Agreement between Harmonic Inc. and Nimrod Ben-Natan dated February 3, 2026.
10.2 (iii)	Amended and Restated Severance and Change of Control Agreement between Harmonic Inc. and Walter Jankovic dated February 3, 2026.
10.3 (iv)	Amended and Restated Severance and Change of Control Agreement between Harmonic Inc. and Timothy Chu dated February 3, 2026.
31.1	Section 302 Certification of Principal Executive Officer
31.2	Section 302 Certification of Principal Financial Officer
32.1**	Section 906 Certification of Principal Executive Officer
32.2**	Section 906 Certification of Principal Financial Officer
101	The following materials from Registrant's Quarterly Report on Form 10-Q for the quarter ended April 3, 2026, formatted in Inline Extensible Business Reporting Language (iXBRL) include: (i) Condensed Consolidated Balance Sheets at April 3, 2026 and December 31, 2025, (ii) Condensed Consolidated Statements of Operations for the three months ended April 3, 2026 and March 28, 2025, (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three months ended April 3, 2026 and March 28, 2025 (iv) Condensed Consolidated Statements of Stockholders' Equity for the three months ended April 3, 2026 and March 28, 2025, (v) Condensed Consolidated Statements of Cash Flows for the three months ended April 3, 2026 and March 28, 2025, and (vi) Notes to Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

*Schedules and certain exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish supplementally copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.

**The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q, are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Harmonic Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

(i) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated March 23, 2026.

(ii) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated February 9, 2026.

(iii) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated February 9, 2026.

(iv) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated February 9, 2026.

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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 on its behalf by the undersigned thereunto duly authorized.

HARMONIC INC.

By: /s/ Walter Jankovic
Walter Jankovic
Title: Chief Financial Officer
(Principal Financial Officer)
Date: May 13, 2026

Exhibit 31.1

Harmonic Inc.
Certification of Principal Executive Officer
Pursuant to Section 302 of
The Sarbanes-Oxley Act of 2002

I, Nimrod Ben-Natan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Harmonic Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant, and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2026

By: /s/ Nimrod Ben-Natan
Nimrod Ben-Natan
President and Chief Executive Officer

Exhibit 31.2

Harmonic Inc.
Certification of Principal Financial Officer
Pursuant to Section 302 of
The Sarbanes-Oxley Act of 2002

I, Walter Jankovic, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Harmonic Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant, and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2026

By: /s/ Walter Jankovic
Walter Jankovic
Chief Financial Officer

Exhibit 32.1

Harmonic Inc.
Certification of Principal Executive Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Nimrod Ben-Natan, President and Chief Executive Officer of Harmonic Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Harmonic Inc. for the fiscal quarter ended April 3, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Harmonic Inc.

Date: May 13, 2026

/s/ Nimrod Ben-Natan
Nimrod Ben-Natan
President and Chief Executive Officer

Exhibit 32.2

Harmonic Inc.
Certification of Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

I, Walter Jankovic, Chief Financial Officer of Harmonic Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Harmonic Inc. for the fiscal quarter ended April 3, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Harmonic Inc.

Date: May 13, 2026

/s/ Walter Jankovic

Walter Jankovic
Chief Financial Officer