

HARMAN INTERNATIONAL INDUSTRIES INC /DE/  
Form 424B5  
June 15, 2009  
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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-159985

This preliminary prospectus supplement and the accompanying prospectus relate to an effective registration statement under the Securities Act of 1933, but this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated June 15, 2009

### Preliminary Prospectus Supplement

To Prospectus dated June 15, 2009

**9,000,000 shares**

## Harman International Industries, Incorporated

### Common stock

We are offering 9,000,000 shares of our common stock, par value \$0.01 per share.

Our common stock is listed on the New York Stock Exchange under the symbol HAR. The last reported sale price of our common stock on the New York Stock Exchange on June 12, 2009 was \$23.04 per share.

	Per share	Total
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to us	\$	\$

We have granted the underwriters a 30-day option to purchase up to an additional 1,350,000 shares from us on the same terms and conditions as set forth above if the underwriters sell more than 9,000,000 shares of our common stock in this offering. If the underwriters exercise the option in full, the total underwriting discounts and commissions will be \$ and the total net proceeds, before expenses, to us will be \$ .

Investing in our common stock involves risks. See Risk factors beginning on page S-10 of this prospectus supplement. You should also consider the risk factors described in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus.

**Any representation to the contrary is a criminal offense.**

The underwriters expect to deliver the shares of our common stock to purchasers on June , 2009.

*Sole book-running manager*

**J.P.Morgan**

The date of this prospectus supplement is June , 2009.

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In making your investment decision, you should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus or contained in any free writing prospectus issued by us. We have not, and the underwriters have not, authorized anyone to provide you with information that is different. If anyone provides you with different or inconsistent information you should not rely on it. This document may only be used where it is legal to sell our securities. You should not assume that the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus is accurate as of any time subsequent to the date of such information. Our business, financial condition, results of operations and prospects may have changed since that date.

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## **About this prospectus supplement**

This prospectus supplement is a supplement to the accompanying prospectus, dated June 15, 2009, that is also a part of this document. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission ( SEC ) using the SEC s shelf registration rules. In this prospectus supplement, we provide you with specific information about the terms of this offering of our common stock. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. This prospectus supplement also adds to, updates and changes some of the information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with the statements made in the accompanying prospectus, the statements made in the accompanying prospectus are deemed modified or superseded by the statements made in this prospectus supplement.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading Incorporation of certain information by reference.

This prospectus supplement, including the accompanying prospectus and the incorporated documents, includes trademarks, service marks and trade names owned by us or other companies. All such trademarks, service marks and trade names are the property of their respective owners.

References in this prospectus supplement to Harman International, Harman, the Company, we, us and our are to Harman International Industries, Incorporated and its subsidiaries. The term you refers to a prospective investor.

## **Where you can find more information**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy materials that we have filed with the SEC at the SEC public reference room located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy and information statements and other information regarding issuers, including us, that file electronically with the SEC. Our SEC filings are available to the public from the SEC s website at [www.sec.gov](http://www.sec.gov) and on our website at [www.harman.com](http://www.harman.com). Except as set forth below under Incorporation of certain information by reference, information on our website is not incorporated into this prospectus supplement by reference and should not be considered a part of this prospectus supplement. Our common stock is listed on the New York Stock Exchange (NYSE: HAR), and you can obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

## **Incorporation of certain information by reference**

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents that we have previously filed with the SEC or documents that we will file with the SEC in the future. The

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information incorporated by reference is considered to be part of this prospectus supplement, except for any information that is superseded by other information that is included or incorporated by reference into this document.

This prospectus supplement incorporates by reference the documents listed below that we have previously filed with the SEC, which contain important information about us:

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2008 (including the portions of our proxy statement for our 2008 annual meeting of stockholders incorporated by reference therein);

Our Quarterly Reports on Form 10-Q for the fiscal quarters ended September 30, 2008, December 31, 2008 and March 31, 2009;

Our Current Reports on Form 8-K filed July 31, 2008, August 21, 2008, September 23, 2008, November 14, 2008, December 8, 2008, January 15, 2009, January 30, 2009, February 13, 2009, March 16, 2009, April 3, 2009 and June 15, 2009 (other than, in each case, any portions of those documents not deemed to be filed);

the description of our common stock contained in our Registration Statement on Form 8-A/A (Commission File No. 001-09764), filed on February 27, 2003, including any amendments thereto; and

the description of the Rights to purchase Series A Junior Participating Preferred Stock contained in our Registration Statement on Form 8-A (Commission File No. 001-09764), filed on December 16, 1999, including any amendments thereto.

We incorporate by reference any additional documents that we may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (other than those furnished pursuant to Item 2.02 or Item 7.01 in any Current Report on Form 8-K or other information deemed to have been furnished rather than filed in accordance with SEC rules) from the date of the registration statement of which this prospectus supplement is a part until the termination of the offering of the securities. These documents may include annual, quarterly and current reports, as well as proxy statements. Any material that we later file with the SEC will automatically update and supersede, as appropriate, the information previously filed with the SEC.

For purposes of this prospectus supplement, any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement contained in the previous document.

You may request a copy of these filings at no cost by writing or calling us at the following address or telephone number: Harman International Industries, Incorporated, 400 Atlantic Street, Suite 1500, Stamford, Connecticut 06901; telephone (203) 328-3500. The filings are also available on our website at [www.harman.com](http://www.harman.com). Please note, however, that the information on, or accessible through, our website, other than the documents listed above, is not incorporated into this prospectus supplement by reference and should not be considered a part of this prospectus supplement.

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## **Market, ranking and other data**

In this prospectus supplement and in the documents incorporated by reference herein, we refer to information regarding market data obtained from internal sources, market research, publicly available information and industry publications. Estimates are inherently uncertain, involve risks and uncertainties and are subject to change based on various factors, including those discussed under the caption "Risk factors" in this prospectus supplement.

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## Forward-looking statements

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). You should not place undue reliance on these statements. Forward-looking statements include information concerning possible or assumed future results of operations, capital expenditures, the outcome of pending legal proceedings and claims, goals and objectives for future operations, including descriptions of our business strategies and purchase commitments from customers. These statements are typically identified by words such as believe, anticipate, expect, plan, intend, estimate, should, will and similar expressions. We make these statements on particular assumptions that we have made in light of our industry experience, as well as our perception of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read and consider the information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties and assumptions. In light of these risks and uncertainties, we cannot assure you that the results and events contemplated by the forward-looking statements contained in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus will in fact transpire.

The risks described below are discussed in greater detail in our periodic filings with the SEC. You should carefully consider the risks described below and in our periodic reports because they identify important factors that could cause actual results to differ materially from those predicted in any such forward-looking statements. Our operating results may fluctuate significantly and may not meet our expectations or those of securities analysts or investors. The price of our stock would likely decline if this occurs. Factors that may cause fluctuations in our operating results include, but are not limited to, the following:

our ability to successfully implement our strategic initiatives, including our STEP Change cost reduction initiatives, and to achieve the intended benefits and anticipated savings of those initiatives;

automobile industry sales and production rates and the willingness of automobile purchasers to pay for the option of a premium audio system and/or a multi-function infotainment system;

changes in consumer confidence and spending and worsening economic conditions worldwide;

the bankruptcy or financial deterioration of one or more of our customers or suppliers;

the loss of one or more significant customers, including our automotive manufacturer customers, or the loss of a significant platform with an automotive customer;

changes in interest rates and the availability of financing affecting corporate and consumer spending, including the effects of continued volatility and further deterioration in the financial and credit markets;

fluctuations in currency exchange rates, particularly with respect to the value of the U.S. dollar and the euro, and other risks inherent in international trade and business transactions;



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warranty obligations for defects in our products;

our ability to satisfy contract performance criteria, including our ability to meet technical specifications and due dates on new platforms, at expected profit margins;

competition in the automotive, consumer or professional markets in which we operate, including pricing pressure in the market for personal navigation devices ( PNDs );

our ability to achieve cost reductions and other benefits in connection with the restructuring of our manufacturing, engineering and administrative organizations;

model-year changeovers and customer acceptance in the automotive industry;

our ability to enforce or defend our ownership and use of intellectual property;

our ability to maintain a competitive technological advantage within the systems, services and products we provide into the marketplace;

our ability to effectively integrate acquisitions made by us or manage restructuring and cost migration initiatives;

our ability to comply with the financial or other covenants in our long-term debt agreements;

limitations on our ability to borrow funds under our existing credit facilities;

the valuation of certain assets, including goodwill, investments and deferred tax assets, considering recent market conditions;

strikes, work stoppages and labor negotiations at our facilities, or at a facility of one of our significant customers, or work stoppages at a common carrier or a major shipping location;

commodity price fluctuations;

availability of key components for the products we manufacture; and

the outcome of pending or future litigation and other claims, including, but not limited to, the current stockholder and ERISA lawsuits.

Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual results of operations, and could cause actual results to differ materially from those expressed in the forward-looking statements. As a result, the foregoing factors should not be construed as exhaustive and should be read together

with the other cautionary statements included in this prospectus supplement and the periodic reports we file with the SEC, including the information in Item 1A, Risk Factors of Part I of our Annual Report on Form 10-K for the fiscal year ended June 30, 2008, and Item 1A, Risk Factors of Part II of the Quarterly Reports on Form 10-Q for the quarters ended September 30, 2008, December 31, 2008 and March 31, 2009. We undertake no obligation to publicly update or revise any forward-looking statement.

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## Summary

*The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information about us and this offering. This summary may not contain all of the information that may be important to you. You should read carefully all of the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information set forth under the caption Risk factors in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference herein and therein, as well as our consolidated financial statements and the related notes thereto incorporated by reference herein, before making a decision to invest in our common stock.*

### **Our Company**

We believe we are a worldwide leader in the development, manufacture and marketing of high-quality, high-fidelity audio products and electronic systems. We have developed, both internally and through a series of strategic acquisitions, a broad range of product offerings sold under renowned brand names in our principal markets. We also believe that we are a leader in digitally integrated infotainment systems for the automotive industry. Our AKG, Crown, JBL, Infinity, Harman/Kardon, Lexicon, dbx, Studer/Soundcraft, Mark Levinson and Becker brand names are well known worldwide for premium quality and performance. We have built these brands by developing our engineering, manufacturing and marketing competencies, and have employed these resources to establish our Company as a leader in the markets we serve.

We report our business on the basis of four segments. Our Automotive, Consumer and Professional segments are based on the end-user markets we serve. Our fourth segment, Other, includes our QNX business, which was previously reported in our Automotive segment. This realignment reflects our focus on growing the QNX business in other non-automotive industries.

#### **Automotive**

Our Automotive segment designs, manufactures and markets audio, electronic and infotainment systems for vehicle applications to be installed primarily as original equipment by automotive manufacturers. Our infotainment systems are a combination of information and entertainment components that may include or control GPS navigation, traffic information, voice-activated telephone and climate control, rear seat entertainment, wireless Internet access, hard disk recording, MP3 playback and a high-end branded audio system. We expect future infotainment systems to also integrate driver safety capabilities such as lane guidance, traffic sign recognition, pre-crash emergency braking, adaptive cruise control and night vision. Our Automotive products are marketed worldwide under brand names including JBL, Infinity, Mark Levinson, Harman/Kardon, Logic 7, Lexicon and Becker. We also have an exclusive alliance with Bowers & Wilkins to develop, manufacture, sell or service premium audio systems under the Bowers & Wilkins brand name. Global automotive customers for our premium audio and infotainment systems include Daimler, the BMW Group, Toyota/Lexus, Audi/Volkswagen, Chrysler, Porsche, Land Rover, Hyundai, PSA Peugeot Citroën and Jaguar. We also produce a Harman/Kardon branded infotainment system for Harley-Davidson touring motorcycles. Our premium branded audio

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systems are sold independently or in conjunction with our infotainment systems. Our Automotive segment also markets personal navigation devices that are primarily sold in Europe.

### ***Consumer***

Our Consumer segment designs, manufactures and markets a wide-range of mid- to high-end audio, video and digital storage systems for home, multimedia and mobile applications. Our Consumer products feature some of the world's most recognized audio brands, including AKG, Harman/Kardon, Infinity, JBL and Mark Levinson. Home applications include dedicated home audio and theater systems, as well as distributed systems that provide multi-zone high-quality audio and video. Multimedia applications comprise a wide-range of innovative accessories such as designer fashion earbuds and noise cancelling headphones that enhance the sound of portable electronic devices. Our branded audio products for multimedia applications are primarily designed to enhance sound for Apple's iPods and iPhones, and other MP3 players. We provide transducers and built in speakers for leading notebook computers, such as Toshiba and Lenovo. Additionally, we provide an extensive line of audio systems for personal computers that are recognized for their award winning design and high-fidelity. Aftermarket mobile products include speakers, amplifiers and controllers that deliver high-quality in-car audio. Our Consumer products are sold in specialty audio stores, mass market retail stores such as the Apple stores, Best Buy, Target, Media Markt and Fnac, and through online retailers.

### ***Professional***

Our Professional segment designs, manufactures and markets an extensive range of loudspeakers, power amplifiers, digital signal processors, microphones, headphones and mixing consoles used by audio professionals in concert halls, stadiums, airports, houses of worship and other public spaces. For example, our Professional products can be found in prestigious venues and at important events such as the Kennedy Center, the Vienna State Opera House, the O2 World Arena in Berlin, Yankee Stadium, the 51<sup>st</sup> Grammy Awards, the 2008 Beijing Olympics and the 2009 Presidential Inauguration. We design products for recording, broadcast, cinema and music reproduction applications. We also provide high-quality products to the sound reinforcement, music instrument support and broadcast and recording segments of the professional audio market. Our Professional products are marketed globally under brand names including JBL Professional, AKG, Crown, Soundcraft, Lexicon, Revel, DigiTech, dbx and Studer.

We also offer complete systems solutions for professional installations and users around the world. Our products can be linked by our HiQnet network protocol providing a central digital network for audio professionals to control different aspects of a complex system. We believe that we are well equipped to provide turnkey systems solutions for professional audio applications that offer the customer improved performance, reliability, ease of installation and reduced cost. Our Professional segment also includes high-end installed audio and home theater systems that we market under our JBL Professional, Revel, Crown, Lexicon and Mark Levinson brands.

### ***Other (QNX)***

Our Other segment includes the operations of our QNX business, which offers real-time operating system software, middleware, development tools and consulting services. The markets served by our QNX business include automotive, industrial control and automation, energy, medical, networking and telecommunications, and security and defense. Leading technology companies have embraced QNX solutions in such products as the Intel Atom processor, Adobe

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Flash and Apple's iPod. QNX products include the QNX Neutrino RTOS operating system and the award-winning QNX Aviage suite of middleware. Additionally, our QNX technologies can be found in a wide spectrum of products in which reliability is paramount, such as medical devices, the NASA Space Arm, optical telecommunications networks and in a number of defense applications, including control, sensor and communications systems.

## **Our Competitive Strengths**

### ***World-class brand portfolio***

Harman's legendary brands have inspired premium audio enthusiasts, best-selling artists and discriminating drivers for more than 50 years. Our portfolio of brands includes such renowned names as AKG, Becker, Crown, Harman/Kardon, Infinity, JBL, Lexicon and Mark Levinson. Our brands and the innovative technologies they represent—many of which Harman pioneered—have helped establish our Company as a leader in the primary markets we serve. We have successfully leveraged these brands across our Automotive, Consumer and Professional segments. Not only does this provide brand reinforcement and recognition across markets, but it enables us to share similar foundational technologies that differentiate us from our competitors.

### ***Innovation and technological expertise***

Harman has a rich heritage of continuous technological innovation that we leverage across all of the markets we serve. We employ more than 2,500 engineers in strategically located technical centers around the globe. We have a well-deserved reputation for delivering premium audio and infotainment solutions across a full spectrum of applications. For example, our L6 infotainment system contributed to BMW's new flagship 7 Series being named by iSuppli as the World's Most Technologically Advanced New Vehicle in 2009. In the Professional arena, leading entertainers and venues consistently choose our Professional solutions to provide outstanding audio control and fidelity at such prestigious venues and events as the Vienna State Opera House, the O2 World Arena in Berlin, Yankee Stadium, the 51<sup>st</sup> Grammy Awards and the 2009 Presidential Inauguration. Innovative new products from our Consumer segment have won a number of awards, including the International Red Dot Award: Product Design 2009 for our JBL Control Now speakers.

### ***Automotive awarded business***

We believe that our technological innovation, the quality of our products and our reputation for on-time delivery have resulted in a substantial amount of awarded business. We have successfully delivered infotainment systems for 13 new product launches during fiscal 2008 and 2009, and have a cumulative \$8.8 billion of awarded automotive business. We believe this will position us well for follow-on and new business with these existing customers.

### ***Seasoned management team with extensive global experience***

Our senior management team possesses substantial experience leading technology-oriented companies, promoting profitable growth through continuous value-added innovation and providing guidance, leadership and cost-discipline through challenging economic conditions.

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Dinesh Paliwal, Chairman & CEO: Formerly President of Global Markets and Technology at ABB Ltd from January 2006 to June 2007, President and CEO of ABB North America from January 2004 to June 2007 and President and CEO of ABB Automation Technologies Division from October 2002 to December 2005. He has lived and managed large businesses in Australia, China, Singapore, Switzerland and the United States.

Herbert Parker, EVP & CFO: Formerly CFO of ABB North America from January 2006 to May 2008 and CFO of ABB Automation Technologies Division from October 2002 to December 2005.

Blake Augsburg, President Professional: Formerly Regional Manager for North America and President of Crown International (a Harman Division), and Corporate VP and General Manager for Hubbell's High Voltage Test Business from 1999 to 2001.

Klaus Blicke, President Automotive: Formerly President and CEO of EDAG Group from 2005 to 2008, President of Tesma International (Magna Group) from 2004 to 2005 and President and Chief Technology Officer of American Special Cars.

David Slump, President Consumer and VP, Corporate Development: Formerly SVP at Landis+Gyr (responsible for brand strategy and evaluating investments), as well as earlier executive positions with GE, ABB and ComEd.

David Karch, VP, Operational Excellence: Formerly Senior Vice President, Manufacturing and Quality with Harman/Becker Automotive Systems.

Sachin Lawande, EVP and Chief Technology Officer: Formerly VP Engineering Services at QNX Software Systems from 2001 to 2006 and Director of 3Com's Internet Appliance Division from 1996 to 2001.

## **Our Growth Strategy**

### ***Continued growth through innovation***

We are focused on the next generation of audio and infotainment solutions that will blend advances in wireless networking, streaming audio, hands-free connectivity, driver assistance, safety systems and more. Our advanced software capabilities and acoustic expertise will work together to define emerging standards across all of our segments.

We believe we can grow our business with automotive manufacturers through an increase in the number of models offering our audio, navigation and infotainment systems; increases in per-vehicle content through the provision of integrated infotainment and premium branded audio systems; higher penetration levels of high-level audio and infotainment systems within existing models; and providing systems that will continue to integrate advanced driver assist safety measures as they evolve.

We are developing a new mid-range infotainment system that we believe will deliver industry-leading performance at an affordable price that will allow us to penetrate the emerging mid-range automotive market, which we estimate could be as large as \$5 billion annually. We also are developing, through our GreenEdge initiative, environmentally-friendly technologies to reduce power consumption and product weight, a growing area of opportunity for environmentally-conscious customers. We have also partnered with Lotus Engineering (UK) to develop active noise management applications for both conventional and hybrid/electric cars. We believe that this technology will be an important component for conventional, hybrid and electric vehicles in the future.

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We believe our innovative networking and control technologies will provide us with significant growth opportunities across all of our segments. Our HiQnet technology simplifies the interaction of our products and provides users with an incentive to purchase complete HiQnet compatible systems. We are also playing a leading role in developing the emerging Ethernet AV standard, which we believe will be the basis for the next generation infotainment bus technology. This technology will allow higher audio and video bandwidth and transport capabilities, and we believe it will open up significant new market opportunities for our Company.

### ***Expansion into emerging markets***

We believe significant opportunities exist to grow our business in all four of our segments in emerging markets such as China, India and Russia. For example, a recent J.D. Power and Associates report estimated that these countries combined will account for 68% of the growth in total global automotive demand from 2007 through 2014. To execute this strategy, we have hired dedicated regional presidents in China and India, both of whom have successfully opened up new markets for high-technology companies in Asia. We also are repositioning our research and development and production capabilities, and are developing distribution channels, to be able to meet the demand for our products in these markets.

### ***STEP Change sustainable cost savings program***

We announced our STEP Change restructuring program in the first quarter of fiscal 2009. The goal of this program is to maximize operating flexibility and increase efficiency in our manufacturing, engineering, procurement and administrative functions. Our STEP Change methodology targets \$400 million in sustainable cost-savings on an annualized basis over the fiscal 2008 baseline by the end of fiscal year 2011, and involves over 200 restructuring actions to improve our global footprint, cost structure, technology portfolio, human resources and internal processes. These actions will also reduce the number of our manufacturing, engineering and operating locations in high-cost countries, enable us to expand our capabilities in low-cost countries, and allow us to take advantage of growth opportunities in emerging markets.

### ***Selective strategic acquisitions***

Historically, Harman has demonstrated its ability to expand through acquisitions into both new and adjacent markets, and to grow through the acquisition of new brands and technologies. We will consider future selective, strategic acquisitions that allow us to expand innovative product offerings and accelerate growth in new and emerging markets.

## **Recent Developments**

The markets in which we operate remain challenging and we have not yet seen an increase in demand. Although the implementation of our STEP Change program is on schedule, we continue to face challenges with regard to under-absorption at currently depressed demand levels as the effects of our cost reduction program are realized over time.

On June 15, 2009, in connection with this offering, we obtained consents to amend our revolving credit facility to reduce from 50% to 20% the percentage of net cash proceeds received by us from this offering that must be used by us to reduce borrowings and permanently reduce

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commitments under the revolving credit facility. The amendment will become effective upon the consummation of this offering.

On June 1, 2009, General Motors and certain of its affiliates filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the U.S. Southern District of New York to reorganize its business. General Motors and its affiliated companies do not represent a material percentage of our net sales, and our exposure to uncollected accounts receivable from General Motors is not material.

**Corporate Information**

We were incorporated in the state of Delaware in 1980. Our principal executive offices are located at 400 Atlantic Street, Suite 1500, Stamford, Connecticut 06901. Our telephone number is (203) 328-3500 and our website can be accessed at [www.harman.com](http://www.harman.com). Information contained on our website does not constitute part of this prospectus supplement or the accompanying prospectus.



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The following tables set forth our summary financial data. The summary financial data for the nine months ended March 31, 2009 and 2008 and as of March 31, 2009 have been derived from, and should be read together with, our unaudited condensed consolidated financial statements and the related notes contained in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, which is incorporated by reference in this prospectus supplement. The unaudited condensed consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and, in the opinion of our management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this data. The results for any interim period are not necessarily indicative of the results that may be expected for a full year or any future reporting period. The summary financial data for the years ended June 30, 2008, 2007 and 2006 have been derived from, and should be read together with, our audited consolidated financial statements and the related notes contained in our Annual Report on Form 10-K for the year ended June 30, 2008 and under Item 8.01 of the Current Report on Form 8-K filed on June 15, 2009, both of which are incorporated by reference in this prospectus supplement. The historical results presented below are not necessarily indicative of the results to be expected for any future period. You should read the following tables together with Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended June 30, 2008, our Current Report on Form 8-K filed on June 15, 2009, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, and our historical financial statements and the related notes, which are incorporated by reference in this prospectus supplement.

(In thousands except per share data)	For the Nine Months Ended			For the Years Ended	
	2009	March 31, 2008	2008	2007	June 30, 2006
<b>Results of operations:</b>					
Net sales	\$2,223,347	\$3,045,240	\$4,112,503	\$3,551,144	\$3,247,897
Operating (loss) income	(426,566)	95,679	138,501	386,387	397,241
(Loss) income before income taxes and minority interest	(429,045)	86,286	124,484	382,205	376,187
Net (loss) income	(360,187)	76,060	107,786	313,963	255,295
<b>Per share data:</b>					
Diluted (loss) earnings per share	(6.15)	1.20	1.73	4.72	3.75
Weighted average shares outstanding diluted	58,544	63,315	62,182	66,449	68,105
Dividends per share	0.025	0.0375	0.05	0.05	0.05

(In thousands)	As of March 31, 2009
<b>Balance sheet data:</b>	
Total assets	\$2,277,721
Total debt	662,294
Shareholders equity	825,833

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## The offering

The following summary contains basic information about this offering. The summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus supplement. For a more detailed description of our common stock, see the description of common stock contained in our Registration Statement on Form 8-A/A (Commission File No. 001-09764), filed on February 27, 2003, including any amendments thereto, which is incorporated herein by reference.

<b>Issuer</b>	Harman International Industries, Incorporated
<b>Common stock offered</b>	9,000,000 shares
<b>Option to purchase additional shares of common stock</b>	We have granted the underwriters an option exercisable for a period of 30 days from the date of this prospectus supplement to purchase up to an additional 1,350,000 shares of common stock at the public offering price, less the underwriting discount, to cover over-allotments, if any.
<b>Common stock outstanding immediately following this offering</b>	67,662,778 shares <sup>1</sup>
<b>NYSE Symbol</b>	HAR
<b>Use of Proceeds</b>	We estimate that the net proceeds from the sale of the shares of common stock in this offering will be approximately \$                    million (or approximately \$                    million if the over-allotment option is exercised in full), after deducting estimated underwriting discounts and our expenses related to this offering.

<sup>1</sup> The number of shares of common stock shown as being outstanding after this offering is based on the number of shares outstanding as of June 10, 2009 and the issuance by us of 9,000,000 shares of common stock in this offering. Such number excludes (i) 1,350,000 shares of common stock issuable pursuant to the exercise of the underwriters' over-allotment option, (ii) 2,636,292 shares of common stock issuable upon the exercise of stock options outstanding as of June 10, 2009 under our stock compensation plans with a weighted average exercise price of \$61.03 as of June 10, 2009, (iii) 507,594 shares of common stock issuable upon vesting of restricted stock units as of June 10, 2009, (iv) 3,225,799 shares of common stock available for future stock award grants and (v) shares of common stock that may be issued upon conversion of the Convertible Senior Notes (which have an initial conversion price of approximately \$104.00 per share).

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We intend to use 20% of the net proceeds from this offering to reduce indebtedness and permanently reduce commitments under our revolving credit facility, as required by the terms of our amended credit agreement, and the balance to improve liquidity and for general corporate purposes, including potential future business acquisitions. Affiliates of the underwriters are lenders under our revolving credit facility, and will receive a portion of the net proceeds from this offering, which is being applied to repay such indebtedness. See [Use of proceeds](#) and [Underwriting](#).

**United States federal income and estate tax consequences**

For a discussion of certain United States federal income and estate tax consequences of the acquisition, holding and disposition of shares of our common stock, see [Certain United States federal income and estate tax considerations](#).

**Risk Factors**

See [Risk factors](#) and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of certain factors you should carefully consider before deciding to invest in shares of our common stock.

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## **Risk factors**

*You should carefully consider the following risk factors, as well as the other information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, before investing in our common stock. These risks and uncertainties have the potential to have a material adverse impact on our business, financial condition and results of operations.*

### **Risks related to our Company**

***Decreased demand from our customers in the automotive industry may adversely affect our results of operations.***

For the nine months ended March 31, 2009, approximately 65 percent of our sales were to automobile manufacturers. As a result, our financial performance depends, in large part, on conditions in the automotive industry, which is highly dependant on general economic conditions and which has recently experienced significant difficulty. Certain of our customers have publicly announced their financial difficulties, including some of our major customers. As a result, we have and may continue to experience reductions in orders from these customers. If one or more of our significant automotive customers experiences, or continues to experience, continued or increased financial difficulty, as a result of a prolonged economic downturn or otherwise, this would have a further adverse effect on our business due to further decreased demand, the potential inability of these companies to make full payment on amounts owed to us, or both. In addition, our customer supply agreements generally provide for reductions in pricing of our products over the period of production. Pricing pressures may intensify as a result of cost cutting initiatives of our customers in the current economic environment. If we are unable to generate sufficient production cost savings in the future to offset future price reductions, our results of operations may be adversely affected.

***A decrease in discretionary spending would likely reduce our sales.***

Our sales are dependent on discretionary spending by consumers, which has been materially adversely impacted by economic conditions affecting disposable consumer income and retail sales. In addition, our sales of audio, electronic and infotainment products to automotive customers are dependent on the overall success of the automobile industry, and the success of premium automobiles in particular, as well as the willingness of automobile purchasers to pay for the option of a premium branded automotive audio system or a multi-function digital infotainment system. Global demand for and production of premium vehicles, including certain vehicle models that incorporate our products, has recently declined significantly in the difficult economic environment. This mix shift has had a negative impact on our results of operations. Consumer trends such as this could continue or accelerate in the future.

***The current economic environment may adversely affect the availability and cost of credit and consumer spending patterns.***

Our ability to make scheduled payments or to refinance our obligations with respect to indebtedness will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions. The subprime mortgage crisis and disruptions in the financial markets, including the bankruptcy and restructuring of major financial institutions, may adversely impact the availability of credit already arranged, and the availability and cost of credit

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in the future. The disruptions in the financial markets have also had an adverse effect on the global economy, which has negatively impacted consumer spending patterns. This has resulted in reductions in sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition. There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilize the markets or increase liquidity and the availability of credit.

### ***Our products may not satisfy shifting consumer demand or compete successfully with competitors' products.***

Our business is based on the demand for premium audio and video products and our ability to introduce distinctive new products that anticipate changing consumer demands and capitalize upon emerging technologies. If we fail to introduce new products, misinterpret consumer preferences or fail to respond to changes in the marketplace, consumer demand for our products could decrease and our brand image could suffer. In addition, our competitors may introduce superior designs or business strategies, impairing our distinctive image and our products' desirability. If any of these events occur, our sales could decline.

### ***We may not realize sales represented by awarded business.***

Our current \$8.8 billion of awarded business is calculated using certain assumptions from our customers, including projected future sales volumes with respect to the applicable platforms. Orders from our customers with respect to these platforms are not made pursuant to contractual obligations and our customers can terminate arrangements with us at any time without penalty. Therefore, our actual platform sales volumes, and thus the ultimate amount of revenue that we derive from such platforms, is not committed. If actual production orders from our customers are not consistent with the projections we use in calculating the amount of our awarded business, we could realize substantially less revenue over the life of these projects than the currently projected \$8.8 billion.

### ***We may not be successful in realizing the cost savings anticipated in our STEP Change program.***

Our STEP Change restructuring methodology is intended to achieve \$400 million in sustainable annual cost-savings, as measured against fiscal year 2008. This methodology uses a calculation of the targeted reduction in costs that is based exclusively on the reduction of costs relative to our cost base in fiscal year 2008, which is not consistent with our cost base in all fiscal years. In addition, it assumes, for purposes of calculating cost savings, that sales volumes are identical to those experienced in fiscal year 2008. Certain of the cost savings contemplated by this methodology are volume dependent, and therefore even if we achieve the full \$400 million in annual cost-savings as calculated in accordance with the STEP Change methodology, the actual impact on our results of operations may be substantially less than \$400 million in any fiscal year in which sales volumes are not consistent with those experienced in fiscal year 2008.

The initiatives comprised by our STEP Change program include facility and headcount reductions and other expense controls. We cannot assure you that we will be able to implement these cost reduction initiatives successfully, or at a reasonable cost. For the nine months ended March 31, 2009, we incurred \$47.2 million of restructuring and related costs associated with these initiatives, and we anticipate incurring further expenses throughout the upcoming years, some of which may be material in the period in which they are incurred.

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Even if we are successful in these initiatives, we may face other risks associated with our plans, including, among other things, declines in employee morale and increased labor relations issues or other interruptions in our operations. Any of these risks could have an adverse impact on our results of operations. In addition, as a result of pricing pressures on our products, we may not be able to translate all of the cost savings from these initiatives into increased earnings.

***Failure to maintain relationships with our largest customers and failure by our customers to continue to purchase expected quantities of our products due to changes in market conditions would have an adverse effect on our operations.***

We anticipate that our automotive customers, including Audi/Volkswagen, BMW, Daimler and Toyota/Lexus, will continue to account for a significant portion of our sales for the foreseeable future. However, none of Audi/Volkswagen, BMW, Daimler and Toyota/Lexus or our other automotive customers are obligated to any long-term purchases of our products. The loss of sales to Audi/Volkswagen, BMW, Daimler and Toyota/Lexus or to any of our other significant automotive customers would have a material adverse effect on our consolidated sales, earnings and financial position. In recent years, we held a majority of Daimler's infotainment and audio system business. Automakers customarily maintain dual sourcing arrangements, so our supply relationship with Daimler exceeded expectations. Daimler made strategic decisions in 2006 and 2007 to move to dual sourcing, and as a result, our share of Mercedes business has declined in fiscal 2008 and will further decline in fiscal 2009. We cannot assure you that our customers will not further expand dual sourcing arrangements in the future.

***Failure to deliver products on time to our automotive customers could adversely affect our financial results.***

We have products in various stages of development for our automotive customers. If we do not complete our development efforts in time to meet our customers' vehicle production requirements, we could be subject to monetary penalties and damage our customer relationships, which could have a material adverse effect on our consolidated sales, earnings and financial condition.

***Bankruptcy of a significant customer could have a material adverse effect on our liquidity, financial position and results of operations.***

A significant portion of our revenues are derived from sales to customers in the automotive industry, where companies have experienced financial difficulties. As part of the bankruptcy process, our pre-petition receivables may not be realized, customer manufacturing sites may be closed or contracts voided. The bankruptcy of a major customer could have a material adverse effect on our liquidity, financial condition and results of operations.

***Chrysler, one of our significant customers, has filed for bankruptcy, which may adversely affect our results of operations.***

On April 30, 2009, Chrysler filed a petition in bankruptcy court. The nature of the negative impact could be a reduction in future sales. We might also incur additional expenses related to the idling of one of our facilities. The Chrysler bankruptcy may adversely affect our results of operations.

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### ***The financial distress of our suppliers could harm our results of operations.***

Automotive industry conditions have adversely affected our supplier base. Lower production levels for some of our key customers and increases in certain raw material, commodity and energy costs have resulted in severe financial distress among many companies within the automotive supply base. Several large suppliers have filed for bankruptcy protection or ceased operations. The continuation of financial distress within the supplier base may lead to increased commercial disputes and possible supply chain interruptions. The continuation or worsening of these industry conditions may have a negative effect on our business.

### ***We may lose market share if we are unable to compete successfully against our current and future competitors.***

The audio and video product markets that we serve are fragmented, highly competitive, rapidly changing and characterized by intense price competition.

Many manufacturers, large and small, domestic and foreign, offer audio and video systems that vary widely in price and quality and are marketed through a variety of channels, including audio and video specialty stores, discount stores, department stores, mail order firms and the Internet. Some of our competitors have financial and other resources greater than ours. We cannot assure you that we will continue to compete effectively against existing or new competitors that may enter our markets. We also compete indirectly with automobile manufacturers that may improve the quality of original equipment audio and electronic systems, reducing demand for our aftermarket mobile audio products, or change the designs of their cars to make installation of our aftermarket products more difficult or expensive.

### ***If we do not continue to develop, introduce and achieve market acceptance of new and enhanced products, our sales may decrease.***

In order to increase sales in current markets and gain entry into new markets, we must maintain and improve existing products, while successfully developing and introducing new products. Our new and enhanced products must respond to technological developments and changing consumer preferences. We may experience difficulties that delay or prevent the development, introduction or market acceptance of new or enhanced products. Furthermore, we may be unable to detect and correct defects in some of our products before we ship them. Delays or defects in new product introduction may result in loss of sales or delays in market acceptance. Even after introduction, our new or enhanced products may not satisfy consumer preferences and product failures may cause consumers to reject our products. As a result, these products may not achieve market acceptance. In addition, our competitors' new products and product enhancements may cause consumers to defer or forego purchases of our products.

### ***Our business could be adversely affected if we are unable to obtain raw materials and components from our suppliers on favorable terms.***

We are dependent upon third party suppliers, both in the United States and other countries, for various components, parts, raw materials and finished products. Some of our suppliers may produce products that compete with our products. We use externally sourced microchips in many of our products. A significant disruption in our supply chain and an inability to obtain alternative sources could have a material impact on our results of operations.

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### ***Covenants in our existing debt agreements restrict our operations.***

Our recently amended revolving credit facility and the indenture for our convertible senior notes contain provisions that restrict our operating and financing activities. Together, they restrict our ability to, among other things:

incur debt for working capital, capital expenditures, debt service requirements or other corporate purposes;

use a substantial portion of proceeds from sales of debt, equity or assets to fund working capital, capital expenditures, product development and other corporate requirements;

create or assume liens;

enter into sale-leaseback transactions;

engage in mergers or consolidations;

make capital expenditures or investments;

sell assets; and

modify or prepay certain material debt.

Because of the restrictions in these debt agreements, we may have difficulty securing additional financing in the form of additional indebtedness. In addition, our revolving credit facility contains other and more restrictive covenants, including financial covenants that will require us to achieve specified financial and operating results and maintain compliance with specified financial ratios. We may have to curtail some of our operations to maintain compliance with these covenants. A violation of any of these covenants could result in a default under these debt agreements, which could permit the lenders to accelerate the repayment of any borrowings outstanding at that time, and the lenders under the revolving credit facility could act on the collateral package granted in connection with the recently amended credit facility. A default or acceleration under our debt agreements would result in increased capital costs and adversely affect our ability to operate our business, our subsidiaries and guarantors' ability to operate their business and our results of operations and financial condition.

***If we fail to comply with the covenants contained in our existing debt agreements, the related debt incurred under those agreements could be declared immediately due and payable, which could also trigger a default under other agreements.***

Our ability to meet the covenants or requirements in our credit facility and the indenture for our Convertible Senior Notes may be affected by events beyond our control, and we cannot assure you that we will satisfy these covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions could result in an event of default under the applicable agreement. Upon the occurrence of an event of default under the applicable agreement, the lenders could elect to declare all amounts outstanding under the applicable agreement, together with accrued interest, to be immediately due and payable. If the payment of our indebtedness is accelerated, we cannot assure you that we will be able to make those payments or borrow sufficient funds from alternative sources to make those payments. Even if we were to obtain additional financing, that financing may be on unfavorable terms.





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***Currency fluctuations may reduce profits on our foreign sales or increase our costs, either of which could adversely affect our financial results.***

A significant amount of our assets and operations are located, and the majority of our revenue is derived from, outside the United States. Consequently, we are subject to fluctuations in foreign currency exchange rates, especially the Euro. Translation losses resulting from currency fluctuations may adversely affect the profits from our foreign operations and have a negative impact on our financial results. In addition, we purchase certain foreign-made products. Although we hedge a portion of our foreign currency exposure and, due to the multiple currencies involved in our business, foreign currency positions partially offset and are netted against one another to reduce exposure, we cannot assure you that fluctuations in foreign currency exchange rates will not make these products more expensive to purchase. Increases in our cost of purchasing these products could negatively impact our financial results if we are not able to pass those increased costs on to our customers.

***Our operations could be harmed by factors including political instability, natural disasters, fluctuations in currency exchange rates and changes in regulations that govern international transactions.***

The risks inherent in international trade may reduce our international sales and harm our business and the businesses of our distributors and suppliers. These risks include:

changes in tariff regulations;