

HARMAN INTERNATIONAL INDUSTRIES INC /DE/  
Form 11-K  
June 25, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-09764

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Harman International Industries, Incorporated**

**Retirement Savings Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Harman International Industries, Incorporated**

**400 Atlantic Street, 15<sup>th</sup> Floor**

**Stamford, CT 06901**

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**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**

**RETIREMENT SAVINGS PLAN**

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| All other supplemental schedules omitted are not applicable or are not required based on disclosure requirements of the Employee Retirement Income Security Act of 1974 and regulations issued by the Department of Labor. |             |
| <b>Exhibit</b>   |             |
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**Report of Independent Registered Public Accounting Firm**

The Plan Administrator

Harman International Industries, Incorporated

Retirement Savings Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Harman International Industries, Incorporated Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for plan benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Schedule H, Line 4i schedule of assets (held at end of year) as of December 31, 2009 and Schedule H, Line 4a schedule of delinquent participant contributions as of December 31, 2009, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Los Angeles, California  
June 25, 2010

**Table of Contents****HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED****RETIREMENT SAVINGS PLAN****Statements of Net Assets Available for Plan Benefits****December 31, 2009 and 2008**

|  | <b>2009</b>           | <b>2008</b>           |
|--|-----------------------|-----------------------|
| <b>Assets:</b>   |                       |                       |
| Investments, at fair value:  |                       |                       |
| Money market fund  | \$ 340,734            | \$ 401,296            |
| Mutual funds   | 96,675,422            | 95,432,160            |
| Commingled funds   | 23,149,250            |                       |
| Collective trusts  | 57,877,987            | 73,543,729            |
| Common stock   | 21,590,473            | 9,333,255             |
| Participant loans  | 2,391,884             |                       |
| <b>Total investments</b>   | <b>202,025,750</b>    | <b>178,710,440</b>    |
| Contributions receivable:  |                       |                       |
| Participant  | 263,611               | 114,350               |
| Employer   |                       | 5,781,914             |
| <b>Total contributions receivable</b>  | <b>263,611</b>        | <b>5,896,264</b>      |
| Cash   | 17,809                | 535                   |
| <b>Total assets</b>  | <b>202,307,170</b>    | <b>184,607,239</b>    |
| <b>Liabilities:</b>  |                       |                       |
| Accrued expenses   | 45,000                | 36,750                |
| Excess contributions payable   | 653,154               |                       |
| <b>Total liabilities</b>   | <b>698,154</b>        | <b>36,750</b>         |
| Net assets available for plan benefits at fair value   | 201,609,016           | 184,570,489           |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (2,399,606)           | 4,704,222             |
| <b>Net assets available for plan benefits</b>  | <b>\$ 199,209,410</b> | <b>\$ 189,274,711</b> |

See accompanying Notes to Financial Statements.

**Table of Contents****HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED****RETIREMENT SAVINGS PLAN****Statements of Changes in Net Assets Available for Plan Benefits****Years ended December 31, 2009 and 2008**

|  | <b>2009</b>    | <b>2008</b>     |
|--|----------------|-----------------|
| Changes to net assets attributed to:                         |                |                 |
| Investment income (loss):                                    |                |                 |
| Net appreciation (depreciation) in fair value of investments | \$ 37,457,174  | \$ (92,250,839) |
| Interest and dividends                                       | 3,337,385      | 6,839,998       |
| Total investment income (loss)                               | 40,794,559     | (85,410,841)    |
| Contributions:   |                |                 |
| Employer   | 12,811         | 8,774,641       |
| Participant  | 8,736,077      | 12,772,040      |
| Rollovers  | 186,496        | 995,603         |
| Total contributions  | 8,935,384      | 22,542,284      |
| Deductions:  |                |                 |
| Benefit payments   | 39,713,684     | 33,628,881      |
| Administrative expenses                                      | 81,560         | 43,944          |
| Total deductions   | 39,795,244     | 33,672,825      |
| Net increase (decrease)                                      | 9,934,699      | (96,541,382)    |
| Net assets available for plan benefits:                      |                |                 |
| Beginning of year  | 189,274,711    | 285,816,093     |
| End of year  | \$ 199,209,410 | \$ 189,274,711  |

See accompanying Notes to Financial Statements.

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**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**

**RETIREMENT SAVINGS PLAN**

**Notes to Financial Statements**

**December 31, 2009 and 2008**

**(1) Description of the Plan**

The following description of the Harman International Industries, Incorporated (the Company or the Plan Sponsor) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

***(a) General***

The Plan is a defined contribution savings and profit-sharing plan sponsored by the Company. The Plan covers all eligible employees, as defined by the Plan, provided they have completed six months of consecutive service and have worked 500 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During 2009, the Company met the minimum funding requirements as defined by ERISA.

***(b) Contributions***

Participants in the Plan may contribute up to 50 percent of their pre-tax compensation, as defined by the Plan. Participants may change their deferral percentage as of the first payroll period following receipt of notice to the Plan Administrator. The Company may make annual basic contributions equal to 3 percent of the compensation paid to all eligible participants, and a matching contribution equal to 50 percent of the eligible participant's pre-tax contribution percentage for each payroll period up to a maximum election of 6 percent per payroll period. Effective January 1, 2009, the Company suspended both the employer annual basic contribution and the employer matching contribution. In addition, the Company may make discretionary profit-sharing contributions to the Plan in an amount determined by the Company's Board of Directors. For the years ended December 31, 2009 and 2008, the Board of Directors did not approve a profit-sharing contribution.

***(c) Excess Contributions***

In order to satisfy the relevant non-discriminatory provisions of the Plan, the Plan refunds any excess deferral contributions and related net gains or losses of certain active participants. Refundable contributions at December 31, 2009 and 2008 were \$653,154 and \$0, respectively. Refunds were issued to participants in the month of March subsequent to the end of the plan year. The excess contributions have been recorded as excess contributions payable in the Statements of Net Assets Available for Plan Benefits. Contributions received from participants have been reduced by the excess contributions payable in the Statements of Changes in Net Assets Available for Plan Benefits.

***(d) Participant Account Balances***

Separate accounts are maintained for each participant's salary deferral, rollover, employer profit sharing, basic, and matching contribution balances. Earnings or losses of the Plan are allocated to participant account balances by investment fund on a daily basis according to the number of shares in the participant account balances. Company profit-sharing and basic contributions are allocated based on participant compensation. Company matching contributions are allocated based upon each participant's tax-deferred contribution percentage.

***(e) Vesting***

Participants are 100 percent vested in their salary deferral contribution, employer's basic contribution, and rollover contribution accounts, and become vested in profit-sharing and matching contributions at the rate of 25 percent per year after the completion of two years of service, or 100 percent after reaching age 65, death, or disability.





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***(f) Investment Options***

Plan participants direct contributions in any increment in any of the investment options. The options consist of the Company's common stock, the Putnam Stable Value Fund, the Putnam Money Market Fund, 19 mutual funds and 11 commingled funds.

***(g) Participant Loans***

Beginning July 1, 2009, loans were permitted by the Plan. Participants are permitted to borrow from their accounts subject to limitations set forth in the Plan document. The loans are generally payable up to 5 years, except for loans to secure a private residence which can be payable up to 15 years and bear interest at an interest rate equal to the prime rate as published in the Wall Street Journal in effect on the 1st business day of the month in which the loan is issued, plus 2 percent. Principal and interest payments on the loans are re-deposited into the participants' accounts, primarily made through payroll deductions, based on their current investment allocation elections. Participants may not have more than one loan outstanding at any one time and the balance of outstanding loans for any one individual cannot exceed \$50,000 or 50 percent of their vested account balance. Loans are secured by the vested portion of a participant's account balance. Upon a participant's termination of employment, the balance of any outstanding loan must be repaid within 90 days or the unpaid loan balance will be deemed a distribution. The interest rate was 5.25 percent for all loans outstanding at December 31, 2009, with loans maturing at various dates through 2024.

***(h) Benefits***

On separation from service or termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum distribution.

***(i) Forfeitures***

All distributions from the Plan shall commence as soon as practicable after the participant's termination date, and all unvested amounts shall be forfeited as of the date of distribution. Amounts provisionally forfeited will be restored if the participant returns to service prior to the occurrence of a 60-consecutive-month period of separation. Amounts forfeited by Plan participants are used to reduce employer match contributions and pay expenses of the Plan. At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$333,913 and \$436,580, respectively. During 2009 and 2008, employer contributions were reduced by \$0 and \$1,182,942, respectively, from forfeited nonvested accounts.

***(j) Interest and Penalties***

If any interest and penalties are incurred by the Plan, they are required to be paid by the Plan Sponsor.

**(2) Summary of Significant Accounting Policies**

***(a) Basis of Accounting***

The accompanying financial statements of the Plan have been presented on an accrual basis and present the net assets available for plan benefits as of December 31, 2009 and 2008, and changes in those net assets for the years then ended.



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***(b) Adoption of New Accounting Standards***

**Codification:** In June 2009, the FASB issued ASC 105, Generally Accepted Accounting Principles (ASC 105). The issuance of ASC 105 confirmed that the FASB ASC (the Codification) is the single official source of authoritative GAAP, other than guidance issued by the SEC, and supersedes existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and related literature for nongovernmental entities. The Codification does not change GAAP. Instead, it introduces a new structure that is organized in an easily accessible, user-friendly online research system. The Codification, which changes the referencing of financial standards, is effective for interim and annual periods ending on or after September 15, 2009. Thereafter, only one level of authoritative GAAP exists. All other literature is considered non-authoritative. The Plan adopted the Codification on July 1, 2009. The adoption of the Codification did not have a significant impact on the Plan's financial statements.

Following the Codification, the FASB will not issue new standards in the form of Statements, FASB Staff Positions or Emerging Issues Task Force Abstracts. Instead, it will issue Accounting Standards Updates (ASU) which will serve to update the Codification, provide background information about the guidance and provide the basis for conclusions on the changes to the Codification.

**Fair Value:** The Plan adopted ASC 820, Fair Value Measurements and Disclosures which defines fair value, establishes a market-based framework or hierarchy for measuring fair value and expands disclosures about fair value measurements in two steps. The Plan adopted this guidance for financial assets and liabilities effective January 1, 2008 and for non-financial assets and liabilities effective January 1, 2009. This guidance is applicable whenever another accounting pronouncement requires or permits assets and liabilities to be measured at fair value. It does not expand or require any new fair value measures; however the application of this statement may change current practice.

Accounting guidance allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on an instrument-by-instrument basis. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The Plan did not elect the fair value measurement for any financial assets and liabilities.

On January 1, 2009, the Plan adopted the updated provisions for determining fair value when the volume and level of activity for the asset or liability have significantly decreased and for identifying transactions that are not orderly, issued by the FASB within ASC 820-10-35-51. The new provisions provide additional guidance for estimating fair value, when the volume and level of activity for the asset or liability have significantly decreased when compared with normal market activity for the asset or liability. The new approach is designed to address whether a market is inactive, and if so whether a market should be considered distressed. The objective of the new guidance is to remain consistent with the principles of fair value accounting, yet provide additional guidance on how fair value measurements might be determined in an inactive market. The new guidance also requires additional disclosures relating to an entity's valuation techniques and its major categories of investments in debt and equity securities. The adoption of the new provisions did not have any impact on the Plan's financial statements.

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In August 2009, FASB issued ASU No. 2009-05, *Measuring Liabilities at Fair Value* which provides updated guidance on the fair value measurement of liabilities. This update provides clarification for circumstances in which a quoted price in an active market for the identical liability is not available. In such instances, a reporting entity is required to measure fair value using one or more of the following techniques: 1) a valuation technique that uses either the quoted price of the identical liability when traded as an asset or quoted prices for similar liabilities when traded as an asset; or 2) another valuation technique that is consistent with the principles in ASC 820, such as the income and market approach to valuation. The amendments in this update also clarify that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. This update further clarifies that if the fair value of a liability is determined by reference to a quoted price in an active market for an identical liability, that price would be considered a Level 1 measurement in the fair value hierarchy. Similarly, if the identical liability has a quoted price when traded as an asset in an active market, it is also a Level 1 fair value measurement if no adjustments to the quoted price of the asset are required. This update was effective for us on September 1, 2009. The Plan adopted the updated provisions relating to fair value measurements and disclosures. The adoption of the new guidance did not have a material impact on the Plan's financial statements.

In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which amends the Fair Value Measurements and Disclosures Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the Financial Services Investment Companies Topic of the FASB ASC and can be used by investors in investments such as hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the amendments require enhanced disclosure for the investments within the scope of this accounting update. The accounting guidance is effective for periods ending after December 15, 2009, and early adoption is permitted. The Plan adopted these amendments effective January 1, 2009. The adoption did not have an impact the Plan's financial statements.

**Subsequent Events:** In May 2009, the FASB issued a statement which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. In February 2010, the FASB issued ASU 2010-09, *Subsequent Events*, which amends the previous guidance on subsequent events and no longer requires SEC filers to disclose the date through which subsequent events have been evaluated. The subsequent event provisions are effective for interim and annual reporting periods ending after June 15, 2009 and were effective for us beginning in the second quarter of fiscal 2009. The amendments were effective in February 2010. The Plan adopted the new guidance prospectively, as of December 31, 2009, and as a result of the adoption the Plan no longer disclose the date through which subsequent events have been evaluated. The adoption of the new provisions did not have any impact on the Plan's financial statements.

***(c) Recently Issued Accounting Standards***

**Fair Value:** In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements*, which primarily requires new disclosures related to the levels within the fair value hierarchy. An entity will be required to disclose significant

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transfers in and out of Levels 1 and 2 of the fair value hierarchy, and separately present information related to purchases, sales, issuances and settlements in the reconciliation of fair value measurements classified as Level 3. In addition, the guidance will amend the fair value disclosure requirement for pension and postretirement benefit plan assets to require this disclosure at the investment class level. The guidance will be effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements, which are effective for reporting periods beginning after December 15, 2010. The Plan will include the disclosures as required in the notes to the Plan's financial statements effective January 1, 2010, except for the disclosures related to Level 3 fair value measurements, which the Plan will include in the notes to the Plan's financial statements effective January 1, 2011. The adoption of the new guidance will not have a material impact on the Plan's financial statements.

***(d) Investment Valuation and Income Recognition***

All investments are measured at fair value. Refer to Note 4 for further details related to the Plan's valuation.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

***(e) Use of Estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the statements of net assets available for plan benefits and the additions and deductions in the statements of changes in net assets available for plan benefits, as well as the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

***(f) Payment of Benefits***

Benefits are recorded when paid.

***(g) Administrative Expenses***

Administrative expenses are paid by the Plan, unless paid by the Plan Sponsor.

***(h) Risks and Uncertainties***

The Plan provides for various investment options in a money market fund, mutual funds, common stock, commingled funds, and collective trusts. Investment securities are exposed to various risk factors such as interest rate, market, and credit risks. Due to the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the various risk factors, in the near term, could materially affect participants' account balances and the amounts reported in the financial statements.

***(i) Concentration of Credit Risk***

Investment in the common stock of the Company comprises approximately 11 percent and 5 percent of the Plan's investments as of December 31, 2009 and 2008, respectively.

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Investments that represent 5 percent or more of the fair value of the Plan's net assets are as follows:

| Description  | 2009           | 2008        |
|--|----------------|-------------|
| Putnam Stable Value Fund                                   | \$ 57,877,987  | 67,970,305  |
| Harman International Industries, Incorporated common stock | 21,590,473     | 9,333,255   |
| Putnam Voyager Fund  | **             | 15,037,573  |
| The Putnam Fund for Growth and Income                      | **             | 11,394,170  |
| Lord Abbett Small Cap Value Fund                           | 10,233,989     | 8,882,384*  |
| American Europacific Growth Fund                           | 18,234,271     | 8,199,050*  |
| Pimco Total Return Fund                                    | 10,266,731     | 11,518,096  |
| Loomis Sayles Value Fund Y Class                           | 11,132,878     |             |
| Mainstay Large Cap Growth Fund                             | 17,602,490     |             |
| All other investments less than 5%                         | 55,086,931     | 46,375,607  |
|  | \$ 202,025,750 | 178,710,440 |

\*\* Less than 5% in 2009, included for comparative purposes.

\* Less than 5% in 2008, included for comparative purposes.

During the years ended December 31, 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

|  | 2009          | 2008         |
|--|---------------|--------------|
| Mutual funds   | \$ 20,688,950 | (60,556,068) |
| Common stock   | 11,344,953    | (28,422,979) |
| Commingled funds   | 6,011,120     |              |
| Collective trusts  | (587,849)     | (3,271,792)  |
| Net appreciation (depreciation) in fair value of investments | \$ 37,457,174 | (92,250,839) |

**(4) Fair Value Measurements**

As discussed in Note 2, on January 1, 2008, the Plan adopted ASC 820 which establishes a framework for measuring fair value and expands the disclosure requirements about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Observable inputs, such as unadjusted quoted market prices in active markets for the identical asset or liability.

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Level 2 Inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument which include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs that reflect the entity's own assumptions in measuring the asset or liability at fair value.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan did not have any assets or liabilities measured at fair value on a nonrecurring basis as of December 31, 2009 or 2008.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

***Money Market Funds, Mutual Funds and Equity Securities***

The fair value of money market funds, mutual funds and the Company's common stock are determined by obtaining quoted prices on nationally recognized securities exchanges, which are generally classified within Level 1 of the fair value hierarchy.

***Commingled Funds***

The fair value of commingled funds is valued at the net asset value (NAV) of the units provided by the fund issuer. NAV for these funds represents the quoted price in a non-active market and as such these investments are classified within Level 2 of the fair value hierarchy. NAV is used as a practical expedient for fair value.

***Collective Trusts***

The fair value of investments in common collective trusts are valued as determined by the custodian based on their NAV and supported by the value of the underlying securities. Short-term investments consist of a common collective trust with principal preservation as its primary objective. The fair value of common collective trusts invest primarily in securities traded on nationally recognized securities exchanges and active dealer markets and are classified within Level 2 of the fair value hierarchy. NAV is used as a practical expedient for fair value.

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The Putnam Stable Value Fund, a collective trust, is valued by Putnam Fiduciary Trust Company based on the unit values of the fund. Unit values are determined by dividing the fund's net assets, which represents the fair market value of the underlying investments, by its units outstanding at the valuation date. The collective trust has underlying investments in investment contracts which are valued at the estimated fair market value of the underlying investments and then adjusted by Putnam Fiduciary Trust Company to contract value.

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Investment contracts held in a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in fully benefit-responsive investment contracts held in this fund including a variety of investment contracts such as traditional guaranteed investment contracts (GICs) issued by insurance companies and other financial institutions and other investment products with similar characteristics. GICs are investment contracts in which the Plan owns the underlying assets and purchases fully benefit-responsive wrapper contracts from third parties that provide market value and cash flow risk protection to the Plan. These investment contracts are measured at fair value. The fair value of the fully benefit-responsive wrapper contracts is the replacement cost of these contracts. The GIC's contract value represents the sum of the participant's contributions, gains and losses on the underlying assets, participant's withdrawals and administrative expenses. The statement of net assets available for plan benefits presents the fair value of these investment contracts as well as their adjustment from fair value to contract value. The statement of changes in net assets available for plan benefits is prepared on a contract value basis.

**Participant Loans**

Participant loans are valued at the outstanding loan balances plus accrued interest, which approximates fair value and are classified within Level 3 of the fair value hierarchy.

The following table sets forth a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2009 and 2008, respectively:

| Description   | As of December 31, 2009 |                    |                   |                  |
|---|-------------------------|--------------------|-------------------|------------------|
|   | Total                   | Level 1            | Level 2           | Level 3          |
| Money market fund   | \$ 340,734              | 340,734            |                   |                  |
| Mutual funds  |                         |                    |                   |                  |
| Growth funds  | 39,175,774              | 39,175,774         |                   |                  |
| Blend funds   | 28,888,416              | 28,888,416         |                   |                  |
| Value funds   | 17,599,576              | 17,599,576         |                   |                  |
| Intermediate-term bond funds  | 11,011,656              | 11,011,656         |                   |                  |
| Harman International Industries, Incorporated common stock            | 21,590,473              | 21,590,473         |                   |                  |
| Commingled funds (blend of equity, fixed-income and short-term funds) | 23,149,250              |                    | 23,149,250        |                  |
| Collective trusts (1)   | 57,877,987              |                    | 57,877,987        |                  |
| Participant loans   | 2,391,884               |                    |                   | 2,391,884        |
| <b>Total</b>  | <b>\$ 202,025,750</b>   | <b>118,606,629</b> | <b>81,027,237</b> | <b>2,391,884</b> |

- (1) Although the amount reflected in the table represents the fair value of this investment, the contract value (the amount available for plan benefits) was \$55,478,381 as of December 31, 2009.

(Continued)



**Table of Contents****HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED****RETIREMENT SAVINGS PLAN****Notes to Financial Statements****December 31, 2009 and 2008**

| Description  | Total          | As of December 31, 2008 |            |         |
|--|----------------|-------------------------|------------|---------|
|  |                | Level 1                 | Level 2    | Level 3 |
| Money Market Fund  | \$ 401,296     | 401,296                 |            |         |
| Mutual funds   |                |                         |            |         |
| Growth funds   | 26,356,150     | 26,356,150              |            |         |
| Blend funds  | 30,910,787     | 30,910,787              |            |         |
| Intermediate-term bond funds                               | 11,518,096     | 11,518,096              |            |         |
| Value funds  | 16,449,371     | 16,449,371              |            |         |
| Allocation funds   | 10,197,756     | 10,197,756              |            |         |
| Harman International Industries, Incorporated common stock | 9,333,255      | 9,333,255               |            |         |
| Collective trusts (1)                                      | 73,543,729     |                         | 73,543,729 |         |
| Total  | \$ 178,710,440 | 105,166,711             | 73,543,729 |         |

(1) Although the amount reflected in the table represents the fair value of this investment, the contract value (the amount available for plan benefits) was \$78,247,951 as of December 31, 2008.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3):

|   | 2009         | 2008 |
|---|--------------|------|
| Beginning Balance, December 31,           | \$           |      |
| Purchases, issuances and settlements, net | 2,391,884    |      |
| Ending Balance, December 31,              | \$ 2,391,884 |      |

**(5) Related-Party Transactions**

Certain plan investments are shares of mutual funds managed by Mercer Trust Company and shares of common stock of the Company. Mercer Trust Company is the trustee and the Company is the Plan Sponsor as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

**(6) Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer profit-sharing and matching contributions.

**(7) Tax Status**

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The Internal Revenue Service has determined and informed the Company by a letter dated August 14, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(Continued)

**Table of Contents****HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED****RETIREMENT SAVINGS PLAN****Notes to Financial Statements****December 31, 2009 and 2008**

During 2009, the Plan Sponsor identified certain operational errors. The Plan Sponsor intends to correct such errors and management believes that such errors will not have a material effect on the Plan's financial position or an adverse effect on the Plan's qualified status.

**(8) Reconciliation of Financial Statements to Form 5500**

Reconciliation of net assets available for plan benefits reported in the financial statements to the net assets reported on line 1(l) of Form 5500 Schedule H, Part I, as of December 31, 2009 and 2008, is presented below:

|  | <b>2009</b>           | <b>2008</b>        |
|--|-----------------------|--------------------|
| Net assets available for plan benefits reported in the financial statements                    | \$ 199,209,410        | 189,274,711        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 2,399,606             | (4,704,222)        |
| <b>Net assets available for plan benefits reported on Form 5500</b>                            | <b>\$ 201,609,016</b> | <b>184,570,489</b> |

Reconciliation of total investment income reported in the financial statements to earnings on investments reported on line 2(b) of Form 5500 Schedule H, Part II, as of December 31, 2009, is presented below:

|   | <b>2009</b>          | <b>2008</b>         |
|---|----------------------|---------------------|
| Total investment income reported in the financial statements  | \$ 40,794,559        | (85,410,841)        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts                        | 2,399,606            | (4,704,222)         |
| Reversal of prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts | 4,704,222            | (1,295,593)         |
| <b>Total investment income reported on Form 5500</b>  | <b>\$ 47,898,387</b> | <b>(91,410,656)</b> |

**(9) Nonexempt Party-in-Interest Transaction**

For the year ended December 31, 2009, the Company identified employee contributions totaling \$2,262 that the Company failed to remit to the Plan's trustee within the period prescribed by the Department of Labor Regulations. The Company deposited the late contributions, along with full restorative earnings of \$2,363, to the participants in June 2010. During the year ended December 31, 2008, the Company identified employee contributions totaling \$247 that the Company failed to remit to the Plan's trustee within the period prescribed by the Department of Labor Regulations. The Company deposited the late contributions in 2008 and made full restorative earnings of \$53 to participants in December 2008.

**(10) Subsequent Events**

Effective January 1, 2010, the Plan has reinstated both the future employer annual basic contributions and the employer matching contributions.





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Schedule 1

**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED****RETIREMENT SAVINGS PLAN****Schedule H, Line 4i Schedule of Assets (Held at End of Year)****December 31, 2009**

| <b>Identity of issuer, borrower, or similar party</b> | <b>Description of investment, including maturity date, rate of interest, par, or maturity value</b>   | <b>Current Value</b> |
|---|---|----------------------|
|   | Cash  | \$ 17,809            |
| Putnam Management Company, Inc.*                      | Money Market Fund (340,734 shares)  | 340,734              |
|   | Mutual funds:   |                      |
| Invesco Aim Investment Services, Inc.                 | AIM Small Cap Growth Fund (372,046 shares)  | 8,423,120            |
| American Funds Service Company                        | American Europacific Growth Fund (476,339 shares)   | 18,234,271           |
| Lord, Abnett & Co. LLC                                | Lord Abnett Small Cap Value Fund (411,004 shares)   | 10,233,989           |
| Pacific Investment Management Company LLC             | Pimco Total Return Fund (950,623 shares)  | 10,266,731           |
| T. Rowe Price Associates, Inc.                        | T. Rowe Price Blue Chip Growth Fund (181,980 shares)  | 5,963,489            |
| Prudential  | Prudential Jennison Mid-Cap Growth Fund Class Z (25,514 shares)   | 577,806              |
| AIM International                                     | AIM International Growth Fund Institutional Class (4,839 shares)  | 121,271              |
| Harbor  | Harbor International Fund (4,429 shares)  | 242,989              |
| Neuberger Berman                                      | Neuberger Berman Mid Cap Growth Fund (7,943 shares)   | 67,197               |
| Loomis Sayles   | Loomis Sayles Value Fund Y Class (660,313 shares)   | 11,132,878           |
| Vanguard  | Vanguard Total Bond Market Index Fund (71,973 shares)   | 744,925              |
| Perkins   | Perkins Mid Cap Value Fund Class J (13,926 shares)  | 275,736              |
| Mainstay  | Mainstay Large Cap Growth Fund (2,811,899 shares)   | 17,602,490           |
| The Vanguard Group, Inc.                              | Vanguard Windsor II Fund Admiral Shares (126,437 shares)  | 5,314,148            |
| Victory   | Victory Small Company Opportunity Fund (9,368 shares)   | 232,511              |
| Artisan   | Artisan Mid Cap Value Fund Investor Class (35,834 shares)   | 644,303              |
| The Vanguard Group, Inc.                              | Vanguard Institutional Index Fund (62,183 shares)   | 6,341,384            |
| Van Kampen  | Van Kampen Small Cap Growth Fund I Class (8,731 shares)   | 79,017               |
| The Vanguard Group, Inc.                              | Vanguard Extended Market Index Fund Investors (5,423 shares)  | 177,167              |
|   | Commingled funds:   |                      |
| Pyramis   | Pyramis Core Lifecycle 2000 Commingled Pool Fund (4,577 shares)   | 43,891               |
| Pyramis   | Pyramis Core Lifecycle 2005 Commingled Pool Fund (20,395 shares)  | 190,286              |
| Pyramis   | Pyramis Core Lifecycle 2010 Commingled Pool Fund (109,525 shares)   | 1,019,675            |
| Pyramis   | Pyramis Core Lifecycle 2015 Commingled Pool Fund (220,596 shares)   | 2,011,832            |
| Pyramis   | Pyramis Core Lifecycle 2020 Commingled Pool Fund (459,111 shares)   | 3,962,126            |
| Pyramis   | Pyramis Core Lifecycle 2025 Commingled Pool Fund (552,626 shares)   | 4,708,207            |
| Pyramis   | Pyramis Core Lifecycle 2030 Commingled Pool Fund (463,982 shares)   | 3,753,611            |
| Pyramis   | Pyramis Core Lifecycle 2035 Commingled Pool Fund (536,314 shares)   | 4,311,967            |
| Pyramis   | Pyramis Core Lifecycle 2040 Commingled Pool Fund (247,597 shares)   | 1,956,020            |
| Pyramis   | Pyramis Core Lifecycle 2045 Commingled Pool Fund (120,550 shares)   | 952,342              |
| Pyramis   | Pyramis Core Lifecycle 2050 Commingled Pool Fund (30,718 shares)  | 239,293              |
|   | Collective trusts:  |                      |
| Putnam Management Company, Inc.*                      | Putnam Stable Value Fund invested in contracts with various companies, with various maturity dates and interest rates ranging from .41% to 5.91% (55,478,382 units) | 57,877,987           |
| Harman International Industries, Incorporated*        | Common stock: (611,975 shares)  | 21,590,473           |
|   | Participant loans:  |                      |
|   | Interest rate of 5.25%, maturing through September 2024   | 2,391,884            |

|                   |                |
|-------------------|----------------|
| Total investments | 202,025,750    |
|                   | \$ 202,043,559 |

\* Party-in-interest  
See accompanying report of independent registered public accounting firm.

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Schedule 2

**HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**

**RETIREMENT SAVINGS PLAN**

**Schedule H, Line 4a Schedule of Delinquent Participant Contributions**

**Year ended December 31, 2009**

| (a)   | (b)  | (c)  | (d)                       | (e)              |
|---|--|--|---------------------------|------------------|
| Identity of Party Involved                    | Relationship to<br>Plan, Employer,<br>or Other | Description of<br>Transaction, Including<br>Rate of Interest             | Amount<br>on Line<br>4(a) | Lost<br>Interest |
| Harman International Industries, Incorporated | Party-in-Interest<br>Plan Sponsor              | Employee deferrals in 2009 not deposited to the Plan in a timely manner. | \$ 2,262                  | \$ 2,363         |

See accompanying report of independent registered public accounting firm.

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**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Harman International Industries, Incorporated Retirement Savings Plan**

Date: June 25, 2010

By: /s/ MICHAEL SCARPA  
Michael Scarpa

**Vice President, Corporate Human Resources and Global Rewards**