SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addre	ess of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]		tionship of Reporting Perso all applicable)	n(s) to Issuer	
	MAINICK			X	Director	10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)	
4300 NORTH I	FIRST STREET	. ,	08/15/2019		President and C	CEO	
(Street)	(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ividual or Joint/Group Filing (Check Applicable		
SAN JOSE				X	Form filed by One Reporting Person		
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	08/15/2019		М		16,333(1)	Α	\$0.00	902,275	D	
Common Stock	08/15/2019		F		8,09 7 ⁽²⁾	D	\$0.00	894,178	D	
Common Stock	08/15/2019		М		16,667 ⁽³⁾	Α	\$0.00	910,845	D	
Common Stock	08/15/2019		F		8,263 ⁽²⁾	D	\$0.00	902,582	D	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00	08/15/2019		М			16,333	02/15/2018	02/15/2020	Common Stock	16,333	\$0.00	32,667	D	
Restricted Stock Units	\$0.00	08/15/2019		М			16,667	02/15/2019	02/15/2021	Common Stock	16,667	\$0.00	99,999	D	

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2019. These restricted stock units were initially granted to the Reporting Person on 7/11/2017, and were identified on a Form 4 filed by the Reporting Person on 7/12/2017.

2. Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.

3. These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2019. These restricted stock units were initially granted to the Reporting Person on 3/20/2018, and were identified on a Form 4 filed by the Reporting Person on 3/22/2018.

Remarks:

<u>/s/ Laura Donovan By</u> Attorney-in-Fact: Laura

08/19/2019

Donovan
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.