

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Haltmayer Neven</u>			2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLIT ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP, Video R&amp;D</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/06/2019</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
4300 NORTH FIRST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	95134						
(City)	(State)	(Zip)						

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	08/06/2019		M		6,375 <sup>(1)</sup>	A	\$0.00	159,813	D	
Common Stock	08/06/2019		F		2,204 <sup>(2)</sup>	D	\$7.26	157,609	D	
Common Stock	08/06/2019		M		30,000 <sup>(3)</sup>	A	\$5.78	187,609	D	
Common Stock	08/06/2019		S		30,000	D	\$7.2762	157,609	D	
Common Stock	08/07/2019		M		30,000 <sup>(4)</sup>	A	\$5.78	187,609	D	
Common Stock	08/07/2019		S		30,000	D	\$7.204	157,609	D	
Common Stock	08/08/2019		M		30,000 <sup>(5)</sup>	A	\$0.00	187,609	D	
Common Stock	08/08/2019		S		30,000	D	\$7.23	157,609	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
Performance Restricted Stock Units	\$0.00	08/06/2019		M		6,375		03/20/2017	03/15/2020	Common Stock	6,375	\$0.00	19,125	D	
Stock Option/Right to Buy	\$5.78	08/06/2019		M		30,000		02/15/2014	03/15/2020	Common Stock	30,000	\$5.78	90,000	D	
Stock Option/Right to Buy	\$5.78	08/07/2019		M		30,000		02/15/2014	03/15/2020	Common Stock	30,000	\$5.78	60,000	D	
Stock Option/Right to Buy	\$5.78	08/08/2019		M		30,000		02/15/2014	03/15/2020	Common Stock	30,000	\$5.78	30,000	D	

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting of performance-based restricted stock units on 8/6/2019. These performance-based restricted stock units were initially granted to the Reporting Person on 3/20/2017, and were identified on a Form 4 filed by the Reporting Person on 3/22/2017.
- Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- These shares of common stock were acquired upon the exercise of a stock option/right to buy on August 6, 2019. The option was initially granted to the Reporting Person on 3/15/2013, and was identified on a Form 4 filed by the Reporting Person on 3/19/2013.
- These shares of common stock were acquired upon the exercise of a stock option/right to buy on August 7, 2019. The option was initially granted to the Reporting Person on 3/15/2013, and was identified on a Form 4 filed by the Reporting Person on 3/19/2013.
- These shares of common stock were acquired upon the exercise of a stock option/right to buy on August 8, 2019. The option was initially granted to the Reporting Person on 3/15/2013, and was identified on a Form 4 filed by the Reporting Person on 3/19/2013.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact Laura  
Donovan

08/08/2019

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.**