## SEC Form 4

## 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 OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

| 1. Name and Addres      | s of Reporting Persor | )*       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>HARMONIC INC [ HLIT ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |                       |  |  |
|-------------------------|-----------------------|----------|---|---|---|-----------------------|--|--|
|                         | <u>immen</u>          |          |   | X   | Director  | 10% Owner             |  |  |
| (Last) (First) (N       |                       | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)                            | X   | Officer (give title below)                      | Other (specify below) |  |  |
| 4300 NORTH FIRST STREET |                       |          | 02/15/2019  |   | President and CEO                               |                       |  |  |
| (Street)                |                       |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Indiv<br>Line)   | idual or Joint/Group Filing (C                  | Check Applicable      |  |  |
| SAN JOSE                | CA                    | 95134    |   | X   | Form filed by One Reporti                       | ng Person             |  |  |
| (City)                  | (State)               | (Zip)    |   |   | Form filed by More than One Reporting<br>Person |                       |  |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      | 3. 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |   |            |
|---------------------------------|--|---|------|--|--------|---|---|---|---|------------|
|                                 |  |   | Code | v  | Amount | (A) or<br>(D)   | Price   | Reported<br>Transaction(s)<br>(Instr. 3 and 4)      |   | (Instr. 4) |
| Common Stock                    | 02/15/2019                                 |   | М    |  | 16,334 | Α   | \$0.00  | 820,543   | D |            |
| Common Stock                    | 02/15/2019                                 |   | F    |  | 12,457 | D   | \$5.49  | 808,086   | D |            |
| Common Stock                    | 02/15/2019                                 |   | М    |  | 66,668 | Α   | \$0.00  | 874,754   | D |            |
| Common Stock                    | 02/15/2019                                 |   | F    |  | 37,208 | D   | \$5.49  | 837,546   | D |            |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | \$0.00  | 02/15/2019                                 |   | м                            |   |     | 16,334 | 02/15/2018 <sup>(1)</sup>                                      | 02/15/2020         | Common<br>Stock   | 16,334                                 | \$0.00  | 65,333   | D  |  |
| Restricted<br>Stock<br>Units                        | \$0.00  | 02/15/2019                                 |   | М                            |   |     | 66,668 | 02/15/2019 <sup>(2)</sup>                                      | 02/15/2021         | Common<br>Stock   | 66,668                                 | \$0.00  | 133,332  | D  |  |

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2019. 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. These shares of common stock were acquired upon the vesting of restricted stock units on February 15, 2019. These restricted stock units were initially granted to the Reporting Person on March 20, 2018, and were identified on a Form 4 filed by the Reporting Person on March 22, 2018.

**Remarks:** 

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

02/20/2019

Donovan

\*\* Signature of Reporting Person

Date

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

 $^{\ast}$  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.