

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

**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

|                                                                                                                                                                                            |                                                                            |                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Kalra Sanjay</u><br><br>(Last) (First) (Middle)<br>4300 NORTH FIRST STREET<br><br>(Street)<br>SAN JOSE CA 95134<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HARMONIC INC [ HLT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br><u>SVP and CFO</u> |
|                                                                                                                                                                                            | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/15/2020</u>      |                                                                                                                                                                                                                     |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                   |                                                                            |                                                                                                                                                                                                                     |

**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                    | 05/15/2020                           |                                                    | M                              |   | 8,333 <sup>(1)</sup>                                              | A          | \$0.00 | 151,962                                                                                       | D                                                        |                                                       |
| Common Stock                    | 05/15/2020                           |                                                    | F                              |   | 3,670 <sup>(2)</sup>                                              | D          | \$5.15 | 148,292                                                                                       | D                                                        |                                                       |
| Common Stock                    | 05/15/2020                           |                                                    | M                              |   | 9,583 <sup>(3)</sup>                                              | A          | \$0.00 | 157,875                                                                                       | D                                                        |                                                       |
| Common Stock                    | 05/15/2020                           |                                                    | F                              |   | 4,272 <sup>(2)</sup>                                              | D          | \$5.15 | 153,603                                                                                       | 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 |                                            |                                                                                                    |                                                           |                                                        |
| Restricted Stock Units                     | \$0.00                                                 | 05/15/2020                           |                                                    | M                              |   | 8,333                                                                                  |     | 02/15/2019                                               | 02/15/2021      | Common Stock                                                                      | 8,333                      | \$0.00                                     | 25,000                                                                                             | D                                                         |                                                        |
| Restricted Stock Units                     | \$0.00                                                 | 05/15/2020                           |                                                    | M                              |   | 9,583                                                                                  |     | 02/15/2020                                               | 02/15/2022      | Common Stock                                                                      | 9,583                      | \$0.00                                     | 67,083                                                                                             | D                                                         |                                                        |

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting of restricted stock units on 5/15/2020. 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.
- 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 vesting of restricted stock units on 5/15/2020. These restricted stock units were initially granted to the Reporting Person on 4/15/2019, and were identified on a Form 4 filed by the Reporting Person on 4/17/2019.

**Remarks:**

/s/ Laura Donovan By:  
Attorney-in-Fact: Laura Donovan      05/19/2020

\*\* 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.