

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>Haltmayer Neven</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 [ HLIT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>SVP, Video R&D |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/10/2019              |   |

**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                    | 12/10/2019                           |  | M                              |   | 30,000 <sup>(1)</sup>   | A          | \$5.78   | 203,008   | D  |   |
| Common Stock                    | 12/10/2019                           |  | S                              |   | 30,000  | D          | \$8.1712 | 173,008   | D  |   |
| Common Stock                    | 12/10/2019                           |  | M                              |   | 10,000 <sup>(2)</sup>   | A          | \$6.49   | 183,008   | D  |   |
| Common Stock                    | 12/10/2019                           |  | S                              |   | 10,000  | D          | \$8.1712 | 173,008   | D  |   |
| Common Stock                    | 12/10/2019                           |  | M                              |   | 30,000 <sup>(2)</sup>   | A          | \$6.49   | 203,008   | D  |   |
| Common Stock                    | 12/10/2019                           |  | S                              |   | 30,000  | D          | \$8.192  | 173,008   | D  |   |
| Common Stock                    | 12/11/2019                           |  | M                              |   | 60,000 <sup>(2)</sup>   | A          | \$6.49   | 233,008   | D  |   |
| Common Stock                    | 12/11/2019                           |  | S                              |   | 60,000  | D          | \$8.173  | 173,008   | 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 |
| Stock option/right to buy                  | \$5.78   | 12/10/2019                           |  | M                              |   |  | 30,000 | 02/15/2014   | 03/15/2020      | Common Stock  | 30,000                                     | \$5.78   | 0   | D  |       |
| Stock option/right to buy                  | \$6.49   | 12/10/2019                           |  | M                              |   |  | 10,000 | 02/15/2015   | 03/14/2021      | Common Stock  | 10,000                                     | \$6.49   | 90,000  | D  |       |
| Stock option/right to buy                  | \$6.49   | 12/10/2019                           |  | M                              |   |  | 30,000 | 02/15/2015   | 03/14/2021      | Common Stock  | 30,000                                     | \$6.49   | 60,000  | D  |       |
| Stock option/right to buy                  | \$6.49   | 12/11/2019                           |  | M                              |   |  | 60,000 | 02/15/2015   | 03/14/2021      | Common Stock  | 60,000                                     | \$6.49   | 0   | D  |       |

**Explanation of Responses:**

- These shares of common stock were acquired upon the exercise of a stock option/right to buy on December 10, 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 December 10, 2019. The option was initially granted to the Reporting Person on 3/14/2014, and was identified on a Form 4 filed by the Reporting Person on 3/18/2014.

**Remarks:**

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

12/12/2019

\*\* 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.**