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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* <u>Ben-Natan Nimrod</u>						2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]									eck all applic Directo	or		10% Ow	ner
(Last) (First) (Middle) 4300 NORTH FIRST STREET						3. Date of Earliest Transaction (Month/Day/Year) 08/15/2019									below)	(give title P & GM,	Cabl	Other (s below) le Access	респу
(Street) SAN JOSE CA 95134					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)) 【 Form fi Form fi	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(S		(Zip)			- 0-				D:-		D							
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transa Date (Month/Date)					saction	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transac Code (I	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amou Securitie Beneficie Owned F	nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) (D)	or F	Price		Transaction(s) (Instr. 3 and 4)			Instr. 4)
Common Stock 08/15/						9			М		7,000	(1) <i>A</i>	1	\$0.00	283	283,452		D	
Common Stock 08/15/						2019			М		10,000) ⁽²⁾ A	1	\$0.00	293,452			D	
			Table II -						uired, D s, option						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,		ransaction Code (Instr.		umber vative urities uired or oosed O) (Instr. and 5)	6. Date Exercisa Expiration Date (Month/Day/Yea		•	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		urity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	or Nui of	nount mber ares					
Restricted Stock Units	\$0.00	08/15/2019			M			7,000	02/15/201	8 0	02/15/2020	Common Stock	7,	000	\$0.00	14,000	0	D	
Restricted Stock	\$0.00	08/15/2019			M			10,000	02/15/201	9 0	02/15/2021	Common	10	,000	\$0.00	60,000	0	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 3/20/2017, and were identified on a Form 4 filed by the Reporting Person on 3/22/2017.
- 2. 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:

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

08/19/2019

Donovan

** Signature of Reporting Person

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.