SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amend	lment No. 1)*	
Harmon	ic Lightwaves	
(Name	of Issuer)	
Com	mon Stock	
(Title of Cl	ass of Securities	5)
41	3160 10 2	
(CUS	IP Number)	
Check the following box if a fee is be not required if the filing person reporting beneficial ownership of securities described in Item 1; and thereto reporting beneficial owners (See Rule 13d-7).	more than five d (2) has filed	revious statement on file percent of the class of no amendment subsequent
*The remainder of this cover page sh initial filing on this form with resp for any subsequent amendment co disclosures provided in a prior cover	ect to the subject ntaining inform	ct class of securities, and
The information required on the remains to be "filed" for the purpose of Sect 1934 ("Act") or otherwise subject to but shall be subject to all other Notes).	ion 18 of the Set the liabilities	ecurities Exchange Act of of that section of the Act
(Continued o	n following pages	5)
	of Pages 17 Contained on Page	e 15
CUSIP NO. 413160 10 2	13G	Page 2 of 17 Pages

CUSIP NO. 413160 10 2		13G	Page	2	of	17	Pages
		_					
1	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO.	OF ABOVE PERSON					
	Kleiner Perkins Caufield & Limited Partnership ("KPCB 77-0211539		a Cali	form	nia		
2	CHECK THE APPROPRIATE BOX IF A N		P* (a)	[]		(b)	[X]
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZA California Limited Partnersh						

		5	SOLE VOTING POWER	
	NUMBER OF			- 0 -
	SHARES BENEFICIALLY OWNED BY EACH		SHARED VOTING POWER	6,390
	REPORTING PERSON		SOLE DISPOSITIVE POWER	- 0 -
	WITH	8	SHARED DISPOSITIVE POWER	6,390
9	AGGREGATE AMOUNT BENEFICI	ALLY OWN	ED BY EACH	
	REPORTING PERSON			6,390
10	CHECK BOX IF THE AGGREGAT EXCLUDES CERTAIN SHARES*		IN ROW (9)	
				[]
11	PERCENT OF CLASS REPRESEN		MOUNT IN ROW (9)	0.06%
12	TYPE OR REPORTING PERSON*			PN
	* SEE INSTRU	JCTIONS B	EFORE FILLING OUT!	
CUSIP	NO. 413160 10 2		13G Page 3 of 1	 7 Pages
1	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION	ON NO. O	F ABOVE PERSON	
			a California Limited Partner:	ship
2	CHECK THE APPROPRIATE BOX	C IF A ME	MBER OF A GROUP*	(b) [X]
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF (California Limited Par			
		5	SOLE VOTING POWER	- 0 -
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		SHARED VOTING POWER shares which are directly owned by KPCB V. KPC Associates is the general partner of KPCB V.	6,390 ectly CB V neral
	PERSON WITH	7	SOLE DISPOSITIVE POWER	- 0 -
		8	SHARED DISPOSITIVE POWER shares which are directly owned by KPCB V. KPC Associates is the general partner of KPCB V.	6,390 ectly CB V

)	AGGREGATE AMOUNT BENEFIC REPORTING PERSON	ZIZIBBI OWNE			
					6,390
0	CHECK BOX IF THE AGGREGA EXCLUDES CERTAIN SHARES*		IN ROW (9)		[]
1	PERCENT OF CLASS REPRESE	INTED BY AMO	WOR NI TNUC	(9)	0.1%
2	TYPE OR REPORTING PERSON	1*			PN
	* SEE INSTR	RUCTIONS BE	FORE FILLING	G OUT!	
 JSIE	P NO. 413160 10 2		3G	Page 4 of	 17 Pages
	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICAT		ABOVE PERSO	ON	
	Thomas J. Perki	ns			
	CHECK MHE ADDDODDIAME DO				
	CHECK THE APPROPRIATE BC	OX IF A MEMI	BER OF A GRO	OUP* (a) []	(b) [X]
	SEC USE ONLY	X IF A MEMI	BER OF A GRO		(b) [X]
					(b) [X]
	SEC USE ONLY CITIZENSHIP OR PLACE OF			(a) []	(b) [X]
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES	ORGANIZATIO	ON SOLE VOT	(a) []	
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	ORGANIZATIO 5	SOLE VOT	(a) []	14
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	ORGANIZATIO 5 6 7	SOLE VOT: SHARED VO SOLE DISI	(a) [] ING POWER OTING POWER POSITIVE POWER ISPOSITIVE POWER	14 - 0 - 14 - 0 -
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFIC REPORTING PERSON	ORGANIZATIO 5 6 7 8 CIALLY OWNE	SOLE VOT: SHARED VO SOLE DISS	(a) [] ING POWER OTING POWER POSITIVE POWER ISPOSITIVE POWER	14 - 0 - 14
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFIC REPORTING PERSON	ORGANIZATIO 5 6 7 8 CIALLY OWNER	SOLE VOT: SHARED VO SOLE DISI SHARED D: D BY EACH	(a) [] ING POWER OTING POWER POSITIVE POWER ISPOSITIVE POWER	14 - 0 - 14 - 0 -
	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFIC REPORTING PERSON CHECK BOX IF THE AGGREGA EXCLUDES CERTAIN SHARES*	ORGANIZATIO 5 6 7 8 CIALLY OWNER	SOLE VOT: SHARED VO SOLE DISI SHARED D: D BY EACH IN ROW (9)	(a) [] ING POWER OTING POWER POSITIVE POWER ISPOSITIVE POWER	14 - 0 - - 14 - 0 - - 14
 0	SEC USE ONLY CITIZENSHIP OR PLACE OF United States NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFIC REPORTING PERSON CHECK BOX IF THE AGGREGA EXCLUDES CERTAIN SHARES*	ORGANIZATIO 5 6 7 8 CIALLY OWNER ATE AMOUNT :	SOLE VOT: SHARED VO SOLE DISI SHARED D: D BY EACH IN ROW (9)	(a) [] ING POWER OTING POWER POSITIVE POWER ISPOSITIVE POWER	14 - 0 - 14 - 0 - 14 - 0 -

CUSII	P NO. 413160 10 2		13G	-	f 17 Pages
1	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICA		. OF ABOVE PERSO	N	
	Frank J. Caufie	eld 			
2	CHECK THE APPROPRIATE BO	OX IF A		UP* (a) []	(b) [X]
	CEC HCE ONLY				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF United States	ORGANIZ	ZATION		
		5	SOLE VOTING P		5,718
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	6		directly own ates is the CB V. Mr. Co er of KPCB V	aufield is a Associates.
	PERSON WITH	7	SOLE DISPOSIT		5,718
		8	SHARED DISPOS 6,390 shares KPCB V Associ partner of KP general partn	directly own ates is the CB V. Mr. C er of KPCB V	general aufield is a Associates.
9	AGGREGATE AMOUNT BENEFIC				12,108
10	CHECK BOX IF THE AGGREGATION SHARES		` ,		[]
 11	PERCENT OF CLASS REPRES				0.0%
	TYPE OR REPORTING PERSO	N*			IN
	* SEE INST		S BEFORE FILLING		
CUSII	P NO. 413160 10 2		13G		f 17 Pages
1	NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICA	N	. OF ABOVE PERSO		
	Brook H. Byers				
2	CHECK THE APPROPRIATE BO	OX IF A	MEMBER OF A GRO		
3	SEC USE ONLY				

4 C	ITIZENSHIP OR PLACE United States	OF ORGANIZAT	ION	
			SOLE VOT	19,509
BE OW	NUMBER OF SHARES NEFICIALLY NED BY EACH REPORTING PERSON WITH	6	SHARED shares, ov. KPCB general pagers is KPCB addition,	VOTING POWER 6,390 directly owned by KPCB V Associates is the partner of KPCB V. Mr. a general partner of V Associates. In Mr. Byers indirectly 845 shares through
		7		POSITIVE POWER 19,509
		8	SHARED Di shares, o V. KPCB general p Byers is KPCB V addition,	ISPOSITIVE POWER 6,390 directly owned by KPCB V Associates is the partner of KPCB V. Mr. a general partner of V Associates. In Mr. Byers indirectly 845 shares through
R	GGREGATE AMOUNT BENE EPORTING PERSON			30,744
	HECK BOX IF THE AGGR XCLUDES CERTAIN SHAR		IN ROW (9)	[]
l P	ERCENT OF CLASS REPR	ESENTED BY A	MOUNT IN ROW	(9)
 2 T	YPE OR REPORTING PER	SON*		IN
	* SEE IN	STRUCTIONS B	EFORE FILLING	G OUT!
CUSIP NO.	413160 10 2		13G	Page 7 of 17 Pages
	NAME OF REPORTIN SS OR I.R.S. IDE	NTIFICATION	NO. OF ABOVE	PERSON
 2	CHECK THE APPROP		A MEMBER OF	A GROUP*
·				(a) [] (b) [X]
3	SEC USE ONLY			

		5	SOLE VOTING P	POWER	0.4. 0.40
	NUMBER OF -				24,342
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	KPCB V Associ partner of KP	FOWER directly owned ates is the gene CCB V. Mr. Doern er of KPCB V Ass	eral is a
	WIIN -	7	SOLE DISPOSIT	'IVE POWER	24,342
	-	8	KPCB V Associ partner of KP	SITIVE POWER directly owned ates is the gene CCB V. Mr. Doern er of KPCB V Ass	eral s is a
9	AGGREGATE AMOUNT REPORTING PERSON				30,732
10	CHECK BOX IF THE EXCLUDES CERTAIN	AGGREGATE .			[]
11	PERCENT OF CLASS	REPRESENTE			0.3%
12	TYPE OR REPORTING				IN
	* SEE INS		BEFORE FILLING		
CUSIP NO. 41	3160 10 2		13G	Page 8 of 17	
1	NAME OF REPORTING SS OR I.R.S. IDEN				
	E. Floyd	l Kvamme			
2	CHECK THE APPROPR			A GROUP* (a) [] (b) [
3	SEC USE ONLY				
4	CITIZENSHIP OR PI United States		ANIZATION		
			SOLE VOTING P		24,342
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING 6,390 shares, KPCB V Associ partner of KP		by KPCB V. eral ne is a
	WITH		SOLE DISPOSIT	'IVE POWER	24,342

KPCB V Associates is the general partner of KPCB V. Mr. Kvamme is a general partner of KPCB V Associates.

EXCLUDES CERTAIN SHARES* [1 11				general partner of kPC	D V ASSOCIACES.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [1] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.38 12 TYPE OR REPORTING PERSON* 1N * SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 413160 10 2 13G Page 9 of 17 Pages 1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [1] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER 34 NUMBER OF 6 SHARED VOTING POWER SHARES -0 - BENEFICIALLY OWNED BY RACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER -0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OR REPORTING PERSON* IN	9		NEFICIALI	Y OWNED BY EACH	20. 722
EXCLUDES CERTAIN SHARES* [1] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.34 12 TYPE OR REPORTING PERSON* * SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 413160 10 2 13G Page 9 of 17 Pages 1 NAME OF REPORTING PERSON SO T.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [1] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER ANABLE OF SHARES - 0 - DENERTICALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER REPORTING PERSON 9 AGGREGATE AMOUNT SENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [1] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%					
TYPE OR REPORTING PERSON* IN * SEE INSTRUCTIONS BEFORE FILLING OUT! COSIF NO. 413160 10 2 13G Fage 9 of 17 Pages 1 MAME OF REPORTING PERSON SO RI.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER AND HARES - 0 - 0 - 0 - 0 - 0 - 0 - 0 - 0 - 0 -	10			MOUNT IN ROW (9)	[]
** SEE INSTRUCTIONS BEFORE FILLING OUT!	11	PERCENT OF CLASS RE		, ,	
* SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 413160 10 2 13G Page 9 of 17 Pages 1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER SHARES SHARES BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER REPORTING 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [1] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OR REPORTING PERSON* IN	12		ERSON*		IN
CUSIP NO. 413160 10 2 13G Page 9 of 17 Pages 1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER 34 NUMBER OF 6 SHARED VOTING POWER SHARES - 0 - BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER - 0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%					
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Regis McKenna CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States SOLE VOTING POWER AND A SHARES SHARES SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARES SHARED DISPOSITIVE POWER REPORTING PERSON WITH SHARES SHARED DISPOSITIVE POWER - 0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	CUSIP			13G Page 9	of 17 Pages
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER SHARES - 0 - 0 - BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING - 34 PERSON - 34 PERSON - 0 - 0 - 0 - 0 - 0 - 0 - 0 - 0 - 0 -	1	SS OR I.R.S. IDENTIFICAT		F ABOVE PERSON	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER 34 NUMBER OF 6 SHARED VOTING POWER SHARES - 0 - BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING 34 PERSON 34 PERSON 0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OR REPORTING PERSON* IN	2	CHECK THE APPROPRIATE BO	X IF A ME	MBER OF A GROUP*	(b) [X]
United States 5 SOLE VOTING POWER 34 NUMBER OF 6 SHARED VOTING POWER SHARES - 0 - BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING 34 PERSON	3				
NUMBER OF 6 SHARED VOTING POWER SHARES -0 - BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING 34 PERSON WITH 8 SHARED DISPOSITIVE POWER -0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	4		ORGANIZAT		
SHARES BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER REPORTING 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%			5		
OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING 34 PERSON		SHARES	6	SHARED VOTING POWE	
WITH 8 SHARED DISPOSITIVE POWER - 0 - 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OR REPORTING PERSON* IN		OWNED BY EACH REPORTING	7	SOLE DISPOSITIVE F	34
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OR REPORTING PERSON* IN		WITH			POWER - 0 -
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OR REPORTING PERSON* IN	9	AGGREGATE AMOUNT BENEFIC			
EXCLUDES CERTAIN SHARES* [] 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OR REPORTING PERSON* IN					
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OR REPORTING PERSON* IN	10			'IN ROW (9)	[]
12 TYPE OR REPORTING PERSON*	11				
	12	TYPE OR REPORTING PERSON	*		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2		13G 	Page 10 of 17 Pages
	NAME OF REPORTING PER SS OR I.R.S. IDENTIFI Vinod Khosla	RSON CCATION NO. OF	
	CHECK THE APPROPRIATE	BOX IF A MEN	(a) [] (b) [X]
	SEC USE ONLY		
	CITIZENSHIP OR PLACE United States	OF ORGANIZATI	
		5	SOLE VOTING POWER
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 6,390 shares, directly owned by KPCE V. KPCB V Associates is the general partner of KPCB V. Mr. Khosla is a general partner of KPCB V Associates. In addition, Mr. Khosla indirectly holds 11,620 shares through a trust.
		7	SOLE DISPOSITIVE POWER 15,792
		8	SHARED DISPOSITIVE POWER 6,390 shares, directly owned by KPCE V. KPCB V Associates is the general partner of KPCB V. Mr. Khosla is a general partner of KPCB V Associates. In addition, Mr. Khosla indirectly holds 11,620 shares through a trust.
	AGGREGATE AMOUNT BENE REPORTING PERSON	FICIALLY OWN	ED BY EACH
0	CHECK BOX IF THE AGGF EXCLUDES CERTAIN SHAF		
 1	PERCENT OF CLASS REPF	RESENTED BY AN	[] MOUNT IN ROW (9) 0.3%
2	TYPE OR REPORTING PER		IN
	* SEE INSTRUC	CTIONS BEFORE	FILLING OUT!
	. 413160 10 2	 13G	 Page 11 of 17 Pages

NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

,	James P. Lall	У		
2 CHECK THE	APPROPRIATE	BOX IF A M	EMBER OF A GROUP* (a) [] (l	o) [X]
3 SEC USE O	NLY			
	IP OR PLACE O States	F ORGANIZA	 FION	
		5	SOLE VOTING POWER	14,862
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 6,390 shares are directly KPCB V. KPCB V Associates general partner of KPCB V is a general partner of KR Associates.	s is the and Mr. Lally
		7	SOLE DISPOSITIVE POWER	14,862
	-	8	SHARED DISPOSITIVE POWER 6,390 shares are directly KPCB V. KPCB V Associates partner of KPCB V and Mr. general partner of KPCB V	s is a general Lally is the
9 AGGREGATE REPORTING	AMOUNT BENEF PERSON	ICIALLY OW	NED BY EACH	21,252
	IF THE AGGRE	GATE AMOUN	 Г IN ROW (9)	[]
11 PERCENT O	F CLASS REPRE	SENTED BY	AMOUNT IN ROW (9)	0.2%
	EPORTING PERS	ON*		IN
			BEFORE FILLING OUT!	
TERM 1 (2)	NAME OF ICCU	ED		Page 12 of 17
ITEM 1(A).	NAME OF ISSU			
	Harmonic Lig	htwaves		
ITEM 1(B).			INCIPAL EXECUTIVE OFFICES	
	3005 Bunker Santa Clara,			
ITEM 2(A)-(C).	NAME, ADDRES	S AND CITI	ZENSHIP OF PERSONS FILING	

This amended statement is being filed by KPCB V Associates, L.P., a California limited partnership ("KPCB V Associates") whose principal business address is 2750 Sand Hill Road, Menlo Park, California 94025. The names, business addresses and citizenships of all the general partners of KPCB V Associates are set forth on Exhibit B hereto. Brook H. Byers, L. John Doerr, Frank J. Caufield, E. Floyd Kvamme and Vinod Khosla are each general partners of KPCB IV Associates, L.P., a California limited parnership ("KPCB IV Associates").

KPCB V Associates is a general partner to Kleiner Perkins Caufield & Byers V, a California limited partnership ("KPCB V"). KPCB IV Associates is general partner to KPCB Zaibatsu Fund I, L.P., a California limited partnership ("KPCB ZFI"), which no longer holds any shares of the Issuer. With respect to KPCB V Associates and the general partners of KPCB V Associates, this statement relates only to KPCB V Associates' indirect, beneficial ownership of shares of Common Stock of Harmonic Lightwaves held directly by KPCB V (the "Shares") and, with respect to each individual general partner, to the extent applicable, each individual general partner's interest in the shares over which he has sole voting and dispositive control. The Shares are held directly by KPCB V. Management of the business affairs of KPCB V Associates, including decisions respecting disposition and/or voting of the Shares, is by majority decision of the general partners of KPCB V Associates listed on Exhibit B hereto.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 413160 10 2

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

Please see Item 5 hereof.

Page 13 of 17

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

This amended statement is being filed to report the fact that each reporting person has ceased to be the beneficial owner of more than five percent of the Common Stock of Harmonic Lightwaves.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF

ANOTHER PERSON.

Not applicable for any reporting party because the shares owned as of 12/31/96 do not exceed five percent of Harmonic Lightwaves' outstanding shares. Please see Item 5 hereof.

TITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY

WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY

THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

Page 14 of 17

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 1997

KPCB V ASSOCIATES, L.P., A CALIFORNIA LIMITED PARTNERSHIP

By:

A General Partner

KLEINER PERKINS CAUFIELD & BYERS V, L.P., A CALIFORNIA LIMITED PARTNERSHIP

By KPCB V Associates, L.P., a California Limited Partnership, its General Partner

By:

A General Partner

BROOK H. BYERS
E. FLOYD KVAMME
L. JOHN DOERR
FRANK J. CAUFIELD
JAMES P. LALLY
THOMAS J. PERKINS
REGIS MCKENNA
VINOD KHOSLA

Ву:

Michael S. Curry Attorney-in-Fact

Page 15 of 17

Found on Sequentially Numbered Page

Exhibit A: Agreement of Joint Filing

16 17

Exhibit B: List of General Partners of KPCB V Associates $\,$

Page 16 of 17

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Act the amended statement dated February 13, 1997, containing the information required by Schedule 13G, for the 6,390 Shares of the Common Stock of Harmonic Lightwaves held by Kleiner Perkins Caufield & Byers V, a California Limited Partnership ("KPCB V") and, with respect to each individual general partner, to the extent applicable, each individual general partner's interest in the shares over which he has sole voting and dispositive control. Each individual general partner disclaims beneficial ownership of shares of Harmonic Lightwaves Common Stock held directly by KPCB V.

Date: February 13, 1997

KPCB V ASSOCIATES, L.P. A CALIFORNIA LIMITED PARTNERSHIP

By:

A General Partner

KLEINER PERKINS CAUFIELD & BYERS V, L.P., A CALIFORNIA LIMITED PARTNERSHIP

By KPCB V Associates, L.P., a California Limited Partnership, its General Partner

By:

A General Partner

BROOK H. BYERS
E. FLOYD KVAMME
L. JOHN DOERR
FRANK J. CAUFIELD
JAMES P. LALLY
THOMAS J. PERKINS
REGIS MCKENNA
VINOD KHOSLA

By:

Michael S. Curry Attorney-in-Fact EXHIBIT B

General Partners of KPCB V Associates, a California Limited Partnership

V Assoc		Set forth below, with respect to each general partner of KPCB is the following: (a) name; (b) business address and (c)
1.	(a) (b)	Frank J. Caufield c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(C)	United States Citizen
2.	(a) (b)	Brook H. Byers c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(c)	United States Citizen
3.	(a) (b)	E. Floyd Kvamme c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(c)	United States Citizen
4.	(a) (b)	L. John Doerr c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(C)	United States Citizen
5.	(a) (b)	Vinod Khosla c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(C)	United States Citizen
6.	(a) (b)	James P. Lally c/o Kleiner Perkins Caufield & Byers 2750 Sand Hill Road Menlo Park, CA 94025
	(C)	United States Citizen