

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Harmonic Lightwaves

(Name of Issuer)

Common Stock

(Title of Class of Securities)

413160 10 2

(CUSIP Number)

Check the following box if a fee is being paid with this statement. [] (A fee is not required if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of Pages 17
Exhibit Index Contained on Page 15

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 & Byers V, L.P., a California
Limited Partnership ("KPCB V")
77-0211539

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California Limited Partnership

	5	SOLE VOTING POWER	- 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	-----	-----
	6	SHARED VOTING POWER	6,390
	7	SOLE DISPOSITIVE POWER	- 0 -
	8	SHARED DISPOSITIVE POWER	6,390
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		6,390
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		0.06%
12	TYPE OR REPORTING PERSON*		PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2	13G	Page 3 of 17 Pages
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1 NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KPCB V Associates, L.P., a California Limited Partnership
77-021138

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California Limited Partnership

	5	SOLE VOTING POWER	- 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-----	-----	-----
	6	SHARED VOTING POWER	6,390
	7	SOLE DISPOSITIVE POWER	- 0 -
	8	SHARED DISPOSITIVE POWER	6,390

6,390 shares which are directly owned by KPCB V. KPCB V Associates is the general partner of KPCB V.

6,390 shares which are directly owned by KPCB V. KPCB V Associates is the general partner of KPCB V.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,390

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12 TYPE OR REPORTING PERSON* PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2 13G Page 4 of 17 Pages

1 NAME OF REPORTING PERSON SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas J. Perkins

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

Table with 4 rows: 5 SOLE VOTING POWER 14; 6 SHARED VOTING POWER - 0 -; 7 SOLE DISPOSITIVE POWER 14; 8 SHARED DISPOSITIVE POWER - 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14

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

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Frank J. Caufield

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
 5,718

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER
 6,390 shares, directly owned by KPCB V.
 KPCB V Associates is the general
 partner of KPCB V. Mr. Caufield is a
 general partner of KPCB V Associates.

7 SOLE DISPOSITIVE POWER
 5,718

8 SHARED DISPOSITIVE POWER
 6,390 shares directly owned by KPCB V.
 KPCB V Associates is the general
 partner of KPCB V. Mr. Caufield is a
 general partner of KPCB V Associates.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 12,108

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

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Brook H. Byers

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
19,509

6 SHARED VOTING POWER 6,390
shares, directly owned by KPCB
V. KPCB V Associates is the
general partner of KPCB V. Mr.
Byers is a general partner of
KPCB V Associates. In
addition, Mr. Byers indirectly
holds 4,845 shares through
trusts.

7 SOLE DISPOSITIVE POWER
19,509

8 SHARED DISPOSITIVE POWER 6,390
shares, directly owned by KPCB
V. KPCB V Associates is the
general partner of KPCB V. Mr.
Byers is a general partner of
KPCB V Associates. In
addition, Mr. Byers indirectly
holds 4,845 shares through
trusts.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
30,744

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.3%

12 TYPE OR REPORTING PERSON*
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2 13G Page 7 of 17 Pages

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

L. John Doerr

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 24,342

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER 6,390 shares, directly owned by KPCB V. KPCB V Associates is the general partner of KPCB V. Mr. Doerr is a general partner of KPCB V Associates.

7 SOLE DISPOSITIVE POWER 24,342

8 SHARED DISPOSITIVE POWER 6,390 shares, directly owned by KPCB V. KPCB V Associates is the general partner of KPCB V. Mr. Doerr is a general partner of KPCB V Associates.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,732

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12 TYPE OR REPORTING PERSON* IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2 13G Page 8 of 17 Pages

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

E. Floyd Kvamme

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 24,342

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER 6,390 shares, directly owned by KPCB V. KPCB V Associates is the general partner of KPCB V. Mr. Kvamme is a general partner of KPCB V Associates.

7 SOLE DISPOSITIVE POWER 24,342

8 SHARED DISPOSITIVE POWER 6,390 shares, directly owned by KPCB V.

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,732

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12 TYPE OR REPORTING PERSON* IN

* 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	34
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	- 0 -
	7	SOLE DISPOSITIVE POWER	34
	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

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2

13G

Page 10 of 17 Pages

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

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
15,792

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SHARED VOTING POWER 6,390 shares, directly owned by KPCB 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 KPCB 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.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
33,802

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.3%

12 TYPE OR REPORTING PERSON*
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 413160 10 2

13G

Page 11 of 17 Pages

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

James P. Lally

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
14,862

6 SHARED VOTING POWER
6,390 shares are directly owned by
KPCB V. KPCB V Associates is the
general partner of KPCB V and Mr. Lally
is a general partner of KPCB V
Associates.

7 SOLE DISPOSITIVE POWER
14,862

8 SHARED DISPOSITIVE POWER
6,390 shares are directly owned by
KPCB V. KPCB V Associates is a general
partner of KPCB V and Mr. Lally is the
general partner of KPCB V Associates.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
21,252

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12 TYPE OR REPORTING PERSON*
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 12 of 17

ITEM 1 (A) . NAME OF ISSUER

Harmonic Lightwaves

ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3005 Bunker Hill Lane
Santa Clara, CA 95054

ITEM 2 (A) - (C) . NAME, ADDRESS AND CITIZENSHIP 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 partnership ("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.

ITEM 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.

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

By: _____
Michael S. Curry
Attorney-in-Fact

EXHIBIT INDEX

Exhibit - - - - -	Found on Sequentially Numbered Page -----
Exhibit A: Agreement of Joint Filing	16
Exhibit B: List of General Partners of KPCB V Associates	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

Set forth below, with respect to each general partner of KPCB V Associates, is the following: (a) name; (b) business address and (c) citizenship.

1. (a) Frank J. Caufield
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen
2. (a) Brook H. Byers
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen
3. (a) E. Floyd Kvamme
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen
4. (a) L. John Doerr
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen
5. (a) Vinod Khosla
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen
6. (a) James P. Lally
(b) c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025
(c) United States Citizen