

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

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* COVERT HAROLD L (Last) (First) (Middle) 4300 NORTH FIRST STREET (Street) SAN JOSE CA 95134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2015	
	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			

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 ⁽¹⁾	\$0.00	11/02/2015		A		110,000		10/27/2016 ⁽²⁾	10/27/2018	Common Stock	110,000	\$0.00	110,000	D	
Stock Option ⁽³⁾	\$5.8	11/02/2015		A		220,000		10/27/2016 ⁽⁴⁾	11/02/2022	Common Stock	220,000	\$5.8	220,000	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.

2. One third (33.33%) of the Shares subject to the Restricted Stock Units are scheduled to vest twelve months after the Vesting Commencement Date of October 27, 2015; approximately 16.66% of the remaining Restricted Stock Units will vest each six months thereafter.

3. Stock Option/Right to Buy

4. One third (33.33%) of the Shares subject to the Options are scheduled to vest twelve months after the Vesting Commencement Date of October 27, 2015; the remaining balance of the options will vest over the next two year period with vesting occurring in equal monthly installments.

Remarks:

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

11/03/2015

** 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.

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