## SEC Form 4

## 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

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
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1. Name and Addres	ss of Reporting Persor	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HARMONIC INC</u> [ HLIT ]	(Check	ionship of Reporting Persor all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify	
(Last) (First) (Middle) 4300 NORTH FIRST STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019	X	below) SVP Sales NA & .	below)	
(Street) SAN JOSE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			Person		

## 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/15/2019		М		1,250	A	\$0.00	53,702	D	
Common Stock	02/15/2019		F		507	D	\$5.49	53,195	D	
Common Stock	02/15/2019		М		16,667	A	\$0.00	69,862	D	
Common Stock	02/15/2019		F		6,116	D	\$5.49	63,746	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. Transa Code ( 8)		of		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	\$0.00	02/15/2019		М			1,250	02/15/2018 <sup>(1)</sup>	02/15/2019	Common Stock	1,250	\$0.00	0	D	
Restricted Stock Units	\$0.00	02/15/2019		М			16,667	02/15/2019 <sup>(2)</sup>	02/15/2021	Common Stock	16,667	\$0.00	33,333	D	

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of restricted stock units on February 15, 2019. These restricted stock units were initially granted to the Reporting Person on May 12, 2017, and were identified on a Form 3 filed by the Reporting Person on February 6, 2019.

2. These shares of common stock were acquired upon the vesting of restricted stock units on February 15, 2019. These restricted stock units were initially granted to the Reporting Person on March 20, 2018, and were identified on a Form 3 filed by the Reporting Person on February 6, 2019.

**Remarks:** 

<u>/s/ Laura Donovan By</u> <u>Attorney-in-Fact: Laura</u>

02/20/2019

Donovan

Date

\*\* 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.