FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
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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					2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]									elationship eck all applic Directo	cable)	,		
(Last) 4300 NOF	(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 03/14/2016								below)			Other (s below) Officer	pecify
(Street) SAN JOSE (City)	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	S. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day.					Execution Date,					ties Acquired (A) i Of (D) (Instr. 3,		Securition Beneficition Owned	es For ally (D)		: Direct or E	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D)		Reporte Transac	Following Reported Transaction(s) (Instr. 3 and 4)		(. 4)	Instr. 4)				
	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)	of 2. 3. Transaction 3A. Deemed Execution Date, by or Exercise (Month/Day/Year) if any			eemed tion Date,	4. Transaction of Code (Instr. 8) S. Number Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and 7 Expiration Date (Month/Day/Year) S U D S			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownersh Form: Direct (D or Indire (I) (Instr.		Beneficial Ownership	
					Code	v	(A)	(D)	Date Exercisal	ole	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units ⁽¹⁾	\$0.00	03/14/2016			A		10,444		02/15/201	7 ⁽²⁾	02/15/2018	Common Stock	10,444	\$0.00	10,444		D	
Stock Option/Right to Buy	\$3.14	03/14/2016			A		31,111		02/15/201	7 ⁽³⁾	02/15/2023	Common Stock	31,111	\$3.14	31,111		D	

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- 2. Fifty percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2017, and twenty five percent of the restricted stock units are scheduled to vest quarterly thereafter so as to be 100% vested on February 15, 2018.
- 3. One third (33.33%) of the Shares subject to the Options are scheduled to vest twelve months after the Vesting Commencement Date of February 15, 2016; 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

03/16/2016

<u>Donovan</u>

** 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.

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.