SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

rst)	I	06/01/2010			3. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HILIT]						
A ate)	(Middle) 94089 (Zip)	- 06/01/2010		4. Relationship of Reporting Pe (Check all applicable) Director X Officer (give title below) Chief Financial		10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Table I - Non-Deriv 1. Title of Security (Instr. 4)						:t(D) (4. Nature of Indirect Beneficial Ownership (Instr. 5)				
Security (Ins	•	g., puts, cal	ls, warra	ants, o	rities Beneficially (ptions, convertible	Owned securities	,		5.	6. Nature of Indirect	
		Expiration Date (Month/Day/Year) Date Expiration		Unde 4)		ity (Instr. Amount or Number of	Conversion or Exercise Price of Derivative Security	sion se f ive		Beneficial Ownership (Instr. 5)	
4	ate) nstr. 4)	A 94089 ate) (Zip)	A 94089 ate) (Zip) Table I - Nor nstr. 4) Table II - D (e.g., puts, cal Security (Instr. 4) 2. Date Exer Expiration Da (Month/Day/Y	A 94089 ate) (Zip) Table I - Non-Derivation nstr. 4) Table II - Derivative (e.g., puts, calls, warran Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration	Y A 94089 ate) (Zip) Table I - Non-Derivative Se Instr. 4) 2. Amour Beneficial Table II - Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration	Y A 94089 ate) (Zip) Chief Financial O Table I - Non-Derivative Securities Beneficially nstr. 4) 2. Amount of Securities Beneficially Table II - Derivative Securities Beneficially Owned (Instr. 4) Table II - Derivative Securities Beneficially Owned (Instr. 4) Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Security (Instr. 4) Date Expiration 3. Title and Amount of Security (Instr. 4)	Y A 94089 ate) (Zip) Chief Financial Officer Table I - Non-Derivative Securities Beneficially Owned nstr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownersh Form: Direc or Indirect ((Instr. 5) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Date Expiration Amount or Number of	Y A 94089 ate) (Zip) Chief Financial Officer Table I - Non-Derivative Securities Beneficially Owned nstr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (I) (Instr. 5) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conver or Exercise Price o Derivat Security	Y A 94089 A 94089 Chief Financial Officer X A 94089 A Chief Financial Officer X ate) (Zip) Table I - Non-Derivative Securities Beneficially Owned 3. Ownership nstr. 4) 2. Amount of Securities 3. Ownership 4. Natu mstr. 4) 2. Amount of Securities 3. Ownership 4. Natu Table II - Derivative Securities Beneficially Owned (Instr. 4) 3. Ownership 4. Natu Table II - Derivative Securities Beneficially Owned Securities 4. Natu (Instr. 4) 4. Natu Security (Instr. 4) 2. Date Exercisable and 3. Title and Amount of Securities 4. Conversion 0 Security (Instr. 4) 2. Date Exercisable and 3. Title and Amount of Securities 4. Conversion 0 Date Expiration 3. Title and Amount of Securities 4. Conversion 0 0 Date Expiration 4. Conversion 0 0 0 0	Y A 94089 A 94089 Chief Financial Officer Form filed b A 94089 Chief Financial Officer Form filed b Person ate) (Zip) Table I - Non-Derivative Securities Beneficially Owned Sownership Form filed b nstr. 4) 2. Amount of Securities Sownership 4. Nature of Indirect (I) Instr. 5) Table II - Derivative Securities Beneficially Owned (Instr. 4) Sownership 4. Nature of Indirect (I) Instr. 4) Z. Amount of Securities Beneficially Owned (Instr. 4) Sownership 4. Nature of Indirect (I) Instr. 4) Z. Date Exercisable and Expiration Date (Month/Day/Year) Sourities Beneficially Owned 4. Conversion or or Securities Security (Instr. 4) Z. Date Exercisable and Expiration Date (Month/Day/Year) Sourity of Amount of Securities Sourity (Instr. 4) Date Expiration Amount or Number of Amount or Security Security (Instr. 5) Sourity (Instr. 5)	

Explanation of Responses:

No securities are beneficially owned.

/s/ Laura Donovan, Attorney-	
in-fact Laura Donovan for	06/03/2010
Carolyn V. Aver	

** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Harmonic Inc. (the "Company"), hereby constitutes and appoints Laura Donovan and Wilson Sonsini Goodrich & Rosati, P.C., and each of them, the undersigned's true and lawful attorney-in-fact to:

- 1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorney-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of June, 2010.

Signature: <u>/s/Carolyn V. Aver</u> Carolyn V. Aver