SEC Form 4

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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							
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Jankovic Walter												Directo			10% Ow			
(Last) (First) (Middle) 2590 ORCHARD PARKWAY					3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024								below)	(give title		Other (s below)	pecify	
					02/10/2027								C	Chief Financial Officer				
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street)					- 4.1		enument, i	Date 0	i Onginai i	riieu	(wonth/Day	y/rear)	Line)				
SAN JOS	SE C	Δ	95131											X Form fi	led by One	Repo	orting Person	
,		n	95151											Form fi Person		e than	One Report	ing
(City)	(S	tate)	(Zip)		R	ule	10b5-	1(c)	Trans	acti	ion Indi	cation						
		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satist the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										to satisfy						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of S	Security (Inst	tr. 3)		2. Trans	action				3.			ies Acquired (A) or		5. Amou				. Nature of
			Date (Month/	ate Ionth/Day/Year)		Execution Date if any (Month/Day/Ye		Code (ction Disposed Instr. 5)		Of (D) (Ins	tr. 3, 4 and	Securitie Beneficia Owned F	ally	Form: Dir (D) or Inc (I) (Instr.	r Indirect E	ndirect Seneficial Ownership	
								Code	v	Amount	(A) oi (D)	Price	Reported Transact (Instr. 3 a	orted saction(s) tr. 3 and 4)			Instr. 4)	
						-		_						<u> </u>				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
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1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any			Date, T		ransaction of ode (Instr. Derivativ			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)
				c	Code	v	(A)		Date Exercisabl		Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units ⁽¹⁾	\$0	02/16/2024			Α		96,852		02/15/2025	(2)	02/15/2027	Common Stock	96,852	\$0	96,852	2	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 on 2/15/2025, and approximately 8.33% of the remaining Restricted Stock Units will vest each three months thereafter, so as to be 100% vested on the third anniversary of the RSU Vesting Commencement Date.

/s/ Wendi Ninh, Attorney-in-	02/20/2024				
Fact	02/20/2021				
** 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.