FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPRO	DVAL
OMB Number:	3235-0287
Estimated average burd	den
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Kalra Sanjay</u>				2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director The property of the control								
(Last) (First) (Middle) 4300 NORTH FIRST STREET						3. Date of Earliest Transaction (Month/Day/Year) 08/06/2019									below)			below)	респу	
(Street) SAN JOS (City)			95134 (Zip)		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								i. Indi ⁱ ine) <u>X</u>	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tab	le I - No	n-Deriv	ative	e Sec	curiti	ies Ac	quired,	Dis	osed c	of, or Be	nefici	ally	Owned	l				
Date					2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 5)					Beneficially Owned Follow		Form: (D) or	m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount	(A) o (D)	r Price	Reported Transaction(s) (Instr. 3 and 4)		tion(s)			(Instr. 4)		
Common Stock 08/06/3				5/2019	2019		M		6,250	(1) A	\$0.	.00	0 115,369			D				
Common Stock 08/06/				5/2019	/2019		F		2,161 ⁽²⁾		\$7.	.26	113,208			D				
		1	able II -									, or Ben ble secu			wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,		ransaction ode (Instr.		າ of E		6. Date Exercisai 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)	erivative ecurity	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owner Form: Direct or Indi (I) (Insi	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)) (D)	Date Exercisab		xpiration ate	Title	Amour or Number of Shares	er						
Restricted Stock Units	\$0.00	06/08/2019			М			6,250	06/08/201	7 0	3/15/2020	Common Stock	6,250		\$0.00	18,750		D		

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of performance-based restricted stock units on 8/6/2019. These performance-based restricted stock units were initially granted to the Reporting Person on 6/8/2017, and were identified on a Form 4 filed by the Reporting Person on 6/12/2017.

 $2. \ Shares \ of \ Harmonic \ Inc. \ to \ satisfy \ tax \ withholding \ obligation \ upon \ vesting \ of \ restricted \ stock \ units.$

Remarks:

/s/ Laura Donovan By

Attorney-in-Fact: Laura 08/08/2019

Donovan

** 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.