

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Haltmayer Neven</u>			<u>HARMONIC INC [HLT]</u>			<input type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Video R&D</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					
			<u>12/10/2019</u>					
4300 NORTH FIRST STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
<u>SAN JOSE</u>	<u>CA</u>	<u>95134</u>				<input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/10/2019		M		30,000 ⁽¹⁾	A	\$5.78	203,008	D	
Common Stock	12/10/2019		S		30,000	D	\$8.1712	173,008	D	
Common Stock	12/10/2019		M		10,000 ⁽²⁾	A	\$6.49	183,008	D	
Common Stock	12/10/2019		S		10,000	D	\$8.1712	173,008	D	
Common Stock	12/10/2019		M		30,000 ⁽²⁾	A	\$6.49	203,008	D	
Common Stock	12/10/2019		S		30,000	D	\$8.192	173,008	D	
Common Stock	12/11/2019		M		60,000 ⁽²⁾	A	\$6.49	233,008	D	
Common Stock	12/11/2019		S		60,000	D	\$8.173	173,008	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
						Date Exercisable	Expiration Date					
Stock option/right to buy	\$5.78	12/10/2019		M	30,000	02/15/2014	03/15/2020	Common Stock 30,000	\$5.78	0	D	
Stock option/right to buy	\$6.49	12/10/2019		M	10,000	02/15/2015	03/14/2021	Common Stock 10,000	\$6.49	90,000	D	
Stock option/right to buy	\$6.49	12/10/2019		M	30,000	02/15/2015	03/14/2021	Common Stock 30,000	\$6.49	60,000	D	
Stock option/right to buy	\$6.49	12/11/2019		M	60,000	02/15/2015	03/14/2021	Common Stock 60,000	\$6.49	0	D	

Explanation of Responses:

- These shares of common stock were acquired upon the exercise of a stock option/right to buy on December 10, 2019. The option was initially granted to the Reporting Person on 3/15/2013, and was identified on a Form 4 filed by the Reporting Person on 3/19/2013.
- These shares of common stock were acquired upon the exercise of a stock option/right to buy on December 10, 2019. The option was initially granted to the Reporting Person on 3/14/2014, and was identified on a Form 4 filed by the Reporting Person on 3/18/2014.

Remarks:

/s/ Laura Donovan By
Attorney-in-Fact Laura
Donovan

12/12/2019

** 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.