FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-028								
Estimated average burden								
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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)

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* Ben-Natan Nimrod						2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]									(Ch	eck all applic	•		son(s) to Issi 10% Ow Other (s	ner
(Last) 4300 NO	(Fi	*	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/15/2020									below)	below) below) SVP & GM, Cable Access			posity	
(Street)	SE C	A	95134		4. 1	If Ame	endme	nt, Date o	of Origir	al File	ed (I	Month/Da	ay/Year	r)	Line	!)	·		(Check Apporting Person	
(City)	(S	tate)	(Zip)			Form t Person											led by More than One Reporting			
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Trans Date (Month/					2A. Deemed Execution Date, if any (Month/Day/Year)			Cod	Transaction Dis		Disposed	Securities Acquired (A) sposed Of (D) (Instr. 3, 4				es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership	
									Cod	e V		Amount	(A) or D)	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 05				05/1	5/202	2020		М		İ	10,000 ⁽¹⁾ A		Α	\$0.0	306	306,897		D		
Common Stock			05/1	5/202	5/2020			М			8,333(2)		A	\$0.0	315	5,230		D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,		ransaction Code (Instr.		n of E		6. Date Exercisa Expiration Date (Month/Day/Yea			of Se Unde Deriv	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ov Fo Dii or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Ex Da	piration ate	Title	0 N 0	lumber					
Restricted Stock Units	\$0.00	05/15/2020			M			10,000	02/15/	2019	02	/15/2021	Comr		0,000	\$0.00	30,000	0	D	
Restricted Stock Units	\$0.00	05/15/2020			М			8,333	02/15/	2020	02	/15/2022	Comr		3,333	\$0.00	58,333	3	D	

Explanation of Responses:

- 1. These shares of common stock were acquired upon the vesting of restricted stock units on 5/15/2020. These restricted stock units were initially granted to the Reporting Person on 3/20/2018, and were identified on a Form 4 filed by the Reporting Person on 3/22/2018.
- 2. These shares of common stock were acquired upon the vesting of restricted stock units on 5/15/2020. These restricted stock units were initially granted to the Reporting Person on 4/15/2019, and were identified on a Form 4 filed by the Reporting Person on 4/17/2019.

Remarks:

/s/ Laura Donovan By

05/19/2020 Attorney-in-Fact: Laura

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.