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. Name and Address of Reporting Person* Haltmayer Neven				2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT]									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last)	Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 03/20/2017								below)				pecify		
4300 NORTH FIRST STREET					If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) SAN JOSE CA 95134											- 1	X Form filed by One Reporting Person Form filed by More than One Reporting							
(City)	(Sta	ate) (Z	ľip)											Person					
		Tabl	e I - Non-D	eriva	ative S	есі	ırities	Ac	quired, Di	isp	osed of	, or Ber	eficial	ly Owned	ı				
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day				Execution Date,			Transaction Disposed Code (Instr. and 5)			ities Acquired (A) d Of (D) (Instr. 3, 4		5. Amou Securitie Benefici Owned Followin	es Form		Direct C	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A) or (D)	Price	Reporte Transac (Instr. 3	d tion(s)			Instr. 4)			
	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 Da if any (Month/Day/Y	te,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y [IO. Dwnership Form: Direct (D) or Indirect I) (Instr.	Beneficial Ownership	
					Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares						
Restricted Stock Units ⁽¹⁾	\$0.00	03/20/2017			Α		59,500		02/15/2018 ⁽²	0	02/15/2020	Common Stock	59,500	\$0.00	59,500		D		
Performance Restricted Stock Units ⁽³⁾	\$0.00	03/20/2017			A		25,500		03/20/2017 ⁽⁴	0	03/15/2020	Common Stock	25,500	\$0.00	25,500		D		

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- 2. One-third of the RSUs vest on February 15, 2018 and the remaining RSUs vest in eight equal quarterly installments thereafter.
- 3. Each performance restricted stock unit, or PRSU, represents a contingent right to receive one share of HLIT common stock.
- 4. If the closing price of HLIT's common stock, as quoted on the NASDAQ Stock Market, equals or exceeds certain stock price thresholds for at least 20 consecutive trading days (the "Minimum Trading Period"), then 25% of the PRSUs will vest on the final day of the Minimum Trading Period. If the stock price threshold for which the Minimum Trading Period has been satisfied exceeds one or more other stock price thresholds for which the PRSU award has not already vested, then the vesting associated with all such stock price thresholds shall occur as of the close of market on the final day of the Minimum Trading Period.

Remarks:

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

03/22/2017

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.

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