

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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

1. Name and Address of Reporting Person* <u>Ben-Natan Nimrod</u>  (Last) (First) (Middle) 2590 ORCHARD PARKWAY  (Street) SAN JOSE CA 95131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; GM, Cable Access</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/04/2021		M		25,336 <sup>(1)</sup>	A	\$7.58	393,202	D	
Common Stock	11/04/2021		S		25,336	D	\$10.8448	367,866	D	
Common Stock	11/05/2021		M		22,148 <sup>(1)</sup>	A	\$7.58	390,014	D	
Common Stock	11/05/2021		S		22,148	D	\$10.8357	367,866	D	
Common Stock	11/08/2021		M		32,516 <sup>(1)</sup>	A	\$7.58	400,382	D	
Common Stock	11/08/2021		S		32,516	D	\$10.8735	367,866	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option/Right to buy	\$7.58	11/04/2021		M		25,336		02/15/2016	03/13/2022	Common Stock	25,336	\$7.58	54,664	D	
Stock Option/Right to buy	\$7.58	11/05/2021		M		22,148		02/15/2016	03/13/2022	Common Stock	22,148	\$7.58	32,516	D	
Stock Option/Right to buy	\$7.58	11/08/2021		M		32,516		02/15/2016	03/13/2022	Common Stock	32,516	\$7.58	0	D	

**Explanation of Responses:**

1. Shares acquired pursuant to exercise of stock option scheduled to expire on March 13, 2022.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact: Laura Donovan 11/08/2021

\*\* 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.