SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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)
HARSHMAN PATRICK	HARMONIC INC [HLIT]	X Director — 10% Owner

(Last)	(First)	(Middle)		
4300 NORTH FIRST STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019	X Officer (give title below) — Other (specify below)
				President and CEO

(Street)			
SAN JOSE CA 95134	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)		X Form filed by One Reporting Person	Form filed by More than One Reporting Person

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	02/15/2019		M		16,334	A	$0.00	820,543	D	
Common Stock	02/15/2019		F		12,457	D	$5.49	808,086	D	
Common Stock	02/15/2019		M		66,668	A	$0.00	874,754	D	
Common Stock	02/15/2019		F		37,208	D	$5.49	837,546	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	Amount or Number of Shares				
Restricted Stock Units	$0.00	02/15/2019		M			16,334	02/15/2018[1]	02/15/2020	Common Stock	16,334	$0.00	65,333	D	
Restricted Stock Units	$0.00	02/15/2019		M			66,668	02/15/2019[2]	02/15/2021	Common Stock	66,668	$0.00	133,332	D	

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2019. These restricted stock units were initially granted to the Reporting Person on 7/11/2017, and were identified on a Form 4 filed by the Reporting Person on 7/12/2017.

2. These shares of common stock were acquired upon the vesting of restricted stock units on February 15, 2019. These restricted stock units were initially granted to the Reporting Person on March 20, 2018, and were identified on a Form 4 filed by the Reporting Person on March 22, 2018.

Remarks:

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan | 02/20/2019

** Signature of Reporting Person | Date