

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>Haltmayer Neven</u>			2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLIT ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>SVP, Video R&amp;D</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
2590 ORCHARD PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	CA	95131				
(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	02/15/2021		M		8,334 <sup>(1)</sup>	A	\$0.00	147,960	D	
Common Stock	02/15/2021		F		4,892 <sup>(2)</sup>	D	\$7.605	143,068	D	
Common Stock	02/15/2021		M		8,334 <sup>(3)</sup>	A	\$0.00	151,402	D	
Common Stock	02/15/2021		F		4,671 <sup>(2)</sup>	D	\$7.605	146,731	D	
Common Stock	02/15/2021		M		29,600 <sup>(4)</sup>	A	\$0.00	176,331	D	
Common Stock	02/15/2021		F		15,542 <sup>(2)</sup>	D	\$7.605	160,789	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
Restricted Stock Units	\$0.00	02/15/2021		M		8,334		02/15/2019	02/15/2021	Common Stock	8,334	\$0.00	0	D	
Restricted Stock Units	\$0.00	02/15/2021		M		8,334		02/15/2020	02/15/2022	Common Stock	8,334	\$0.00	33,333	D	
Restricted Stock Units	\$0.00	02/15/2021		M		29,600		02/15/2021	02/15/2023	Common Stock	29,600	\$0.00	59,200	D	

**Explanation of Responses:**

- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2021. 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.
- Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2021. 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.
- These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2021. These restricted stock units were initially granted to the Reporting Person on 2/24/2020, and were identified on a Form 4 filed by the Reporting Person on 2/26/2020.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact Laura 02/16/2021  
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.