

| OMB APPROVAL                                 |           |
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**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*<br><u>Ben-Natan Nimrod</u><br><br>(Last) (First) (Middle)<br><u>2590 ORCHARD PARKWAY</u><br><br>(Street)<br><u>SAN JOSE CA 95131</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HARMONIC INC [ HLIT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP &amp; GM, Cable Access</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/15/2021</u>       |  |
|   | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock                    | 02/15/2021                           |  | M                              |   | 10,000 <sup>(1)</sup>   | A          | \$0.00 | 398,466   | D  |   |
| Common Stock                    | 02/15/2021                           |  | M                              |   | 8,334 <sup>(2)</sup>  | A          | \$0.00 | 406,800   | D  |   |
| Common Stock                    | 02/15/2021                           |  | M                              |   | 29,600 <sup>(3)</sup>   | A          | \$0.00 | 436,400   | 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   | 02/15/2021                           |  | M                              |   |  | 10,000  | 02/15/2019   | 02/15/2021      | Common Stock  | 10,000                     | \$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   |  |
| Restricted Stock <sup>(4)</sup>            | \$0.00   | 02/16/2021                           |  | A                              |   |  | 108,557 | 02/15/2022 <sup>(5)</sup>                                | 02/15/2024      | Common Stock  | 108,557                    | \$0.00                                     | 108,557  | 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.
- 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.
- Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- One third (33.33%) of the Shares subject to the Restricted Stock Units are scheduled to vest on February 15, 2022, and approximately 8.33% of the remaining Restricted Stock Units will vest each three months thereafter, so as to be 100% vested on the third anniversary of the RSU Vesting Commencement Date.

**Remarks:**

/s/ Laura Donovan By Attorney- 02/17/2021  
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.