

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|---|
| 1. Name and Address of Reporting Person* <u>Vasudevan Suresh</u> <hr/> (Last) (First) (Middle) 4300 NORTH FIRST STREET <hr/> (Street) SAN JOSE CA 95134 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/29/2010 | 3. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLT]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President of Omneon | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 311,730 | D | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Units | (1) | (1) | Common Stock | 315,678 | 0.00 ⁽²⁾ | D |

Explanation of Responses:

- These Restricted Stock Units converted from Omneon, Inc. Restricted Stock Units to Harmonic Inc. Restricted Stock Units in connection with Harmonic's acquisition of Omneon, which was consummated on September 15, 2010. 24,283 shares vest on the 26th of each month.
- Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.

Remarks:

/s/ Laura Donovan Attorney-in-Fact for Suresh Vasudevan 11/01/2010

** 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 5 (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.