

**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>HARSHMAN PATRICK</u>  (Last) (First) (Middle) <u>2590 ORCHARD PARKWAY</u>  (Street) <u>SAN JOSE CA 95131</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</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
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**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	05/15/2022		M		31,789	A	\$0.00	644,544 <sup>(1)</sup>	D	
Common Stock	05/15/2022		F		16,736 <sup>(2)</sup>	D	\$8.88	627,808	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	05/15/2022		M			15,236	02/15/2021	02/15/2023	Common Stock	15,236	\$0.00	45,707	D	
Restricted Stock Units	\$0.00	05/15/2022		M			16,554	02/15/2022	02/15/2024	Common Stock	16,554	\$0.00	115,885	D	
Stock Option/Right to buy	\$3.14							02/15/2017	03/14/2023	Common Stock	30,000		30,000 <sup>(3)</sup>	D	

**Explanation of Responses:**

1. Reflects an adjustment of 612,795 shares of common stock to his ex-spouse pursuant to a marital settlement agreement. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse.
2. Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
3. Since the date of the reporting person's last ownership report, he transferred 30,000 fair market value non-qualified stock options to his ex-spouse pursuant to a marital settlement agreement. The reporting person no longer reports as beneficially owned any securities owned by his ex-spouse.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact Laura 05/17/2022  
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.