SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 (Last) (First) (Middle) 4300 NORTH FIRST STREET (Street) SAN JOSE CA 95134 (City) (State) (Zip)	HARMONIC INC [HLIT] 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner X Officer (give title below); Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) 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	05/15/2019		M		16,333(1)	A	$0.00	853,879	D	
Common Stock	05/15/2019		F		8,097(2)	D	$5.56	845,782	D	
Common Stock	05/15/2019		M		16,666(3)	A	$0.00	862,448	D	
Common Stock	05/15/2019		F		8,263(2)	D	$5.56	854,185	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	05/15/2019		M			16,333	02/15/2018	02/15/2020	Common Stock	16,333	$0.00	49,000	D	
Restricted Stock Units	$0.00	05/15/2019		M			16,666	02/15/2019	02/15/2021	Common Stock	16,666	$0.00	116,666	D	

Explanation of Responses:

1. These shares of common stock were acquired upon the vesting of restricted stock units on 5/15/2019. 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. Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.

3. These shares of common stock were acquired upon the vesting of restricted stock units on 5/15/2019. 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.

Remarks:

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan — 05/17/2019

** 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.

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