

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Bonasera Charles</b><br><br>(Last) (First) (Middle)<br><b>4300 NORTH FIRST STREET</b><br><br>(Street)<br><b>SAN JOSE CA 95134</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>HARMONIC INC [ HLT ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>SVP, Operations and Quality</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/03/2015</b>      |  |
| 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                    | 02/03/2015                           |  | M                              |   | 22,500 <sup>(1)</sup>   | A          | \$5.63   | 31,083  | D  |   |
| Common Stock                    | 02/03/2015                           |  | S                              |   | 22,500 <sup>(1)</sup>   | D          | \$7.7233 | 8,583   | D  |   |
| Common Stock                    | 02/03/2015                           |  | M                              |   | 7,697 <sup>(1)</sup>  | A          | \$5.78   | 16,280  | D  |   |
| Common Stock                    | 02/03/2015                           |  | S                              |   | 7,697 <sup>(1)</sup>  | D          | \$7.78   | 8,583   | D  |   |
| Common Stock                    | 02/04/2015                           |  | M                              |   | 15,662 <sup>(1)</sup>   | A          | \$5.78   | 24,245  | D  |   |
| Common Stock                    | 02/04/2015                           |  | S                              |   | 15,662 <sup>(1)</sup>   | D          | \$7.78   | 8,583   | 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 |
| Right to buy                               | \$5.63   | 02/03/2015                           |  | M                              |   | 22,500   |     | 02/15/2010 <sup>(2)</sup>                                | 02/24/2016      | Common Stock  | 22,500                                     | \$5.63   | 22,500  | D  |       |
| Right to buy                               | \$5.78   | 02/03/2015                           |  | M                              |   | 7,697  |     | 02/15/2014 <sup>(3)</sup>                                | 03/15/2020      | Common Stock  | 7,697                                      | \$5.78   | 89,803  | D  |       |
| Right to buy                               | \$5.78   | 02/04/2015                           |  | M                              |   | 15,662   |     | 02/15/2014 <sup>(4)</sup>                                | 03/15/2020      | Common Stock  | 15,662                                     | \$5.78   | 74,141  | D  |       |

**Explanation of Responses:**

- Per 10b5-1 Plan dated December 12, 2014.
- These shares of common stock were acquired upon the exercise of stock options on 2/3/2015. These options were initially granted to the Reporting Person on 2/24/2009, and were identified on a Form 4 filed by the Reporting Person on 2/26/2009.
- These shares of common stock were acquired upon the exercise of stock options on 2/3/2015. These options were initially granted to the Reporting Person on 3/15/2013, and were identified on a Form 4 filed by the Reporting Person on 3/19/2013.
- These shares of common stock were acquired upon the exercise of stock options on 2/4/2015. These options were initially granted to the Reporting Person on 3/15/2013, and were identified on a Form 4 filed by the Reporting Person on 3/19/2013.

**Remarks:**

/s/ Laura A. Donovan By  
Attorney-in-Fact: Laura A. Donovan      02/04/2015

\*\* 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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