Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPROVAL | | | | | | | | |
|---|--------------------|-----------|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | |
| | Estimated average | burden | | | | | | | |
| - | houre per reenonee | . 0.5 | | | | | | | |

| | | | | | or Se | ction 3 | 30(h) of the Ir | vestme | nt Cor | npany Act o | f 1940 | | | | | | | | |
|--|---|--|----------|---|--|--|--|--|---------------------------------------|--|--------------------------------------|---|---|--|--------------------|--|--|---|--|
| 1. Name and Address of Reporting Person* KRALL DAVID | | | | | 2. Issuer Name and Ticker or Trading Symbol HARMONIC INC [HLIT] | | | | | | | | | o of Reporting Person(s) to Iss licable) | | | | | |
| KKALL DAVID | | | | | | | | | - | | | | X | Direct | tor | | 10% O | vner | |
| (Last) | (Fii | , | /liddle) | | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2020 | | | | | | | | Officer (give title below) b | | | | specify | | |
| 2000 OROMAND FINITE MATERIAL | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | <u> </u> | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | | | | 4. Il Alliendinent, Date of Original Filed (Month/Day/Teal) | | | | | | | Line) | | | | | | | | |
| SAN JO | SE CA | A 9 | 5131 | | | | | | | | | X Form filed by One Reporting Person | | | | | | | |
| | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| (City) | (St | ate) (Z | ľip) | | | | | | | | | | | | | | | | |
| | | Table | I - No | n-Deriva | tive S | ecui | rities Acq | uired, | Dis | posed of | , or Be | nefic | ially | Own | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day | | | | | ay/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Disposed (Code (Instr. 5) | | ies Acquired (A Of (D) (Instr. 3, | | and | 5. Amount of Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Pric | . | Transa | ction(s) and 4) | | | (Instr. 4) | |
| Common Stock 09/01/2 | | | | | 2020 | | P ⁽¹⁾ | | 10,000 | A | \$5 | \$5.88 | | ,284 | D | | | | |
| Common Stock 09/02/2 | | | | | 2020 | | P ⁽¹⁾ | | 10,000 | A | \$5 | 5.94 7 | | 1,284 | | D | | | |
| | | Tal | | | | | ies Acqu varrants, | | | | | | | wne | t | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | if any | emed on Date, /Day/Year) | Transaction Code (Instr. 8) Securitie Acquired (A) or Disposec of (D) | | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | 0. ovmership orm: irect (D) r Indirect) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Date Exercisable

Explanation of Responses:

1. These shares were acquired by Mr. Krall in an open market purchase of Harmonic Inc. Common Stock.

Remarks:

/s/ Laura Donovan By

Amount

of Shares

Title

Attorney-in-Fact Laura 09/03/2020

Donovan

Expiration

** 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).

Code

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.

(D)

(A)