

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G-A  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Harmonic Lightwaves, Inc.  
-----  
(Name of Issuer)

Common Stock  
-----  
(Title of Class of Securities)

413160102  
-----  
(CUSIP Number)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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|-----| | |  
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Aeneas Venture Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ] (b) [ ]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 0 shares

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER --
		7	SOLE DISPOSITIVE POWER 0 shares
		8	SHARED DISPOSITIVE POWER --
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN [ ] SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%		
12	TYPE OF REPORTING PERSON * EP		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13G  
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Item 1(a) Name of Issuer:  
Harmonic Lightwaves, Inc.

1(b) Address of Issuer's Principal Executive Offices:  
3005 Bunker Hill Lane  
Santa Clara, CA 95054

Item 2(a) Name of Person Filing:  
Aeneas Venture Corporation

2(b) Address of Principal Business Office or, if none,  
Residence:  
c/o Harvard Management Company, Inc.  
600 Atlantic Avenue  
Boston, MA 02210

2(c) Citizenship:  
Delaware

2(d) Title of Class of Securities:  
Common

2(e) CUSIP Number:  
413160102

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b):

The entity filing is a wholly-owned subsidiary of the endowment fund of Harvard University.

Item 4(a) Amount beneficially owned:  
0 shares

4(b) Percent of Class:  
0%

4(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:  
0 shares

(ii) shared power to vote or to direct the vote:  
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(iii) sole power to dispose or to direct the disposition of:  
0 shares

(iv) shared power to dispose or to direct the disposition of:  
-----

Item 5 Ownership of Five Percent or less of a Class:  
This statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6 Ownership of more than Five Percent on behalf of another person:  
Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:  
Not Applicable.

Item 8 Identification and Classification of Members of the Group:  
Not Applicable.

Item 9 Notice of Dissolution of Group:  
Not Applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

AENEAS VENTURE CORPORATION

By: /s/ Tami E. Nason

-----  
Name: Tami E. Nason  
Title: Authorized Signatory

February 12, 1997

Pursuant to Rule 101(a)(2)(ii) of Regulation S-T, attached hereto as Exhibit A

to this Schedule 13G-A is a copy of the initial Schedule 13G.

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Exhibit A  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Harmonic Lightwaves Inc.  
-----  
(Name of Issuer)

Common Stock  
-----  
(Title of Class of Securities)

413160102  
-----  
(CUSIP Number)

Check the following box if a fee is being paid with the statement [x] (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

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|-----|  
| 1 | NAME OF REPORTING PERSON |  
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |  
| | Aeneas Venture Corporation |  
|-----|  
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] |  
|-----|

3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	5   SOLE VOTING POWER 935,927 shares
	6   SHARED VOTING POWER --
	7   SOLE DISPOSITIVE POWER 935,927 shares
	8   SHARED DISPOSITIVE POWER --
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 935,927 shares
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN [ ] SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.5%
12	TYPE OF REPORTING PERSON * CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13G

Item 1(a) Name of Issuer:

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Aeneas Venture Corporation

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Residence:

c/o Harvard Management Company, Inc.  
600 Atlantic Avenue  
Boston, MA 02210

2(c) Citizenship:

Delaware

2(d) Title of Class of Securities:

Common

2(e) CUSIP Number:

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The entity filing is a wholly-owned subsidiary of the endowment  
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Item 4(a) Amount beneficially owned:  
935,927 shares

4(b) Percent of Class:  
9.5%

4(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:  
935,927 shares

(ii) shared power to vote or to direct the vote:  
-----

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(iii) sole power to dispose or to direct the disposition of:  
935,927 shares

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Item 8 Identification and Classification of Members of the Group:  
Not Applicable.

Item 9 Notice of Dissolution of Group:  
Not Applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of  
its knowledge and belief, the securities referred to above were  
acquired in the ordinary course of business and were not acquired  
for the purpose of and do not have the effect of changing or  
influencing the control of the issuer of such securities and were  
not acquired in connection with or as a participant in any  
transaction having such purposes or effect.

After reasonable inquiry and to the best of its knowledge and  
belief, the undersigned certifies that the information set forth  
in this statement is true, complete and correct.

AENEAS VENTURE CORPORATION

By: /s/ Verne O. Sedlacek  
-----  
Name: Verne O. Sedlacek  
Title: Authorized Signatory

February 13, 1996

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