

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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>Graham Ian</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLIT]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Global Sales & Video Svcs</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2020</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 | | |
| <u>2590 ORCHARD PARKWAY</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>SAN JOSE CA 95131</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 11/15/2020 | | M | | 4,167 ⁽¹⁾ | A | \$0.00 | 74,168 | D | |
| Common Stock | 11/15/2020 | | F | | 2,274 ⁽²⁾ | D | \$6.26 | 71,894 | D | |
| Common Stock | 11/15/2020 | | M | | 4,584 ⁽³⁾ | A | \$0.00 | 76,478 | D | |
| Common Stock | 11/15/2020 | | F | | 2,502 ⁽²⁾ | D | \$6.26 | 73,976 | 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 ⁽⁴⁾ | \$0.00 | 11/15/2020 | | M | | 4,167 | | 02/15/2019 | 02/15/2021 | Common Stock | 4,167 | \$0.00 | 4,167 | D | |
| Restricted Stock Units ⁽⁴⁾ | \$0.00 | 11/15/2020 | | M | | 4,584 | | 02/15/2020 | 02/15/2022 | Common Stock | 4,584 | \$0.00 | 22,917 | D | |

Explanation of Responses:

- These shares of common stock were acquired upon the vesting of restricted stock units on November 15, 2020. These restricted stock units were initially granted to the Reporting Person on March 20, 2018, and were identified on a Form 3 filed by the Reporting Person on August 7, 2020.
- Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
- These shares of common stock were acquired upon the vesting of restricted stock units on November 15, 2020. These restricted stock units were initially granted to the Reporting Person on June 22, 2019, and were identified on a Form 3 filed by the Reporting Person on August 7, 2020.
- Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.

Remarks:

Laura Donovan By Attorney- 11/17/2020
in-Fact: Laura 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.