

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>Graham Ian</u> _____ (Last) (First) (Middle) <u>2590 ORCHARD PARKWAY</u> _____ (Street) <u>SAN JOSE CA 95131</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLIT]</u>	
		4. 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, Intl Sales & Video Svcs</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>66,027</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Restricted Stock Units⁽¹⁾</u>	<u>02/15/2019⁽²⁾</u>	<u>02/15/2021</u>	<u>Common Stock</u>	<u>12,500</u>	<u>0.00</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>02/15/2020⁽³⁾</u>	<u>02/15/2022</u>	<u>Common Stock</u>	<u>32,084</u>	<u>0.00</u>	<u>D</u>	
<u>Restricted Stock Units⁽¹⁾</u>	<u>02/15/2021⁽⁴⁾</u>	<u>02/15/2023</u>	<u>Common Stock</u>	<u>49,100</u>	<u>0.00</u>	<u>D</u>	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- Thirty three percent of the Shares subject to the Restricted Stock Unit (RSU) Grant vested February 15, 2019, and equal increments of the Shares are subject to the RSU scheduled to vest quarterly thereafter, until 100% vested as of February 15, 2021.
- Thirty three percent of the Shares subject to the Restricted Stock Unit (RSU) Grant vested February 15, 2020, and equal increments of the Shares subject to the RSU are scheduled to vest quarterly thereafter, until 100% vested as of February 15, 2022.
- Thirty three percent of the Shares subject to the Restricted Stock Unit (RSU) Grant are scheduled to vest February 15, 2021, and equal increments of the Shares subject to the RSU are scheduled to vest quarterly thereafter, until 100% vested as of February 15, 2023.

Remarks:

/s/ Laura Donovan By
Attorney-in-Fact: Laura Donovan 08/07/2020

** 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 5 (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.