

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> Ben-Natan Nimrod <hr/> (Last) (First) (Middle) 4300 NORTH FIRST STREET <hr/> (Street) SAN JOSE CA 95134 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 02/04/2015	<b>3. Issuer Name and Ticker or Trading Symbol</b> HARMONIC INC [HLIT]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) SVP and GM, Edge Business	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person 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 Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,250	D	

**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 <sup>M</sup>			
Right to buy/stock option	04/01/2009 <sup>(1)</sup>	05/15/2015	Common Stock	29,168	\$ 8.17	D	
Right to buy/stock option	02/15/2011 <sup>(1)</sup>	02/19/2017	Common Stock	11,375	\$ 6.14	D	
Right to buy/stock option	02/15/2012 <sup>(2)</sup>	03/04/2018	Common Stock	60,000	\$ 9.69	D	
Right to buy/stock option	02/15/2013 <sup>(1)</sup>	02/28/2019	Common Stock	65,000	\$ 6.14	D	
Restricted stock units <sup>(3)</sup>	02/15/2013 <sup>(4)</sup>	02/15/2016	Common Stock	10,000	\$ 0	D	
Right to buy/stock option	02/15/2014 <sup>(2)</sup>	03/15/2020	Common Stock	97,500	\$ 5.78	D	
Right to buy/stock option	02/15/2015 <sup>(2)</sup>	03/14/2021	Common Stock	100,000	\$ 6.49	D	
Restricted stock units <sup>(3)</sup>	02/15/2015 <sup>(4)</sup>	02/15/2016	Common Stock	12,500	\$ 0	D	

**Explanation of Responses:**

- Twenty-five percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option vested monthly thereafter.
- Twenty-five percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option vests monthly thereafter.
- Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- The shares subject to the restricted stock units are scheduled to vest in equal parts on August 15, 2015 and February 15, 2016.

/s/ Laura Donovan By:  
Attorney-in-fact Laura                      02/17/2015  
Donovan

\*\* Signature of Reporting                      Date  
Person

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.

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