
 OMB APPROVAL

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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. 1)*

 Harmonic Lightwaves, Inc.

(NAME OF ISSUER)

 Common Stock, par value \$0.01 per share

(TITLE OF CLASS OF SECURITIES)

 413160102

(CUSIP NUMBER)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

The information required in 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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1745 (3-98)

(1) NAMES OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

N. M. New Media Entertainment Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 400,369
	(6)	SHARED VOTING POWER 0
	(7)	SOLE DISPOSITIVE POWER 400,369
	(8)	SHARED DISPOSITIVE POWER 0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
400,369

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
3.4%

(12) TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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(1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Effi Atad

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER 31,702

	(6) SHARED VOTING POWER 0 shares - But may be deemed to have shared power to vote a total of 400,369 shares by reason of being President and a director of N.M. New Media Entertainment Ltd. Mr. Atad expressly disclaims beneficial ownership of such additional shares.

	(7) SOLE DISPOSITIVE POWER 31,702

	(8) SHARED DISPOSITIVE POWER 0 shares - But may be deemed to have shared power to vote a total of 400,369 shares by reason of being President and a director of N.M. New Media Entertainment Ltd. Mr. Atad expressly disclaims beneficial ownership of such additional shares.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,702 shares, except that Mr. Atad may be deemed to have shared power to vote a total of 400,369 shares by reason of being President and a director of N.M. New Media Entertainment Ltd. Mr. Atad expressly disclaims beneficial ownership of such additional shares.

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES* [X]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

(12) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1.

(a) Name of Issuer

HARMONIC LIGHTWAVES, INC.

(b) Address of Issuer's Principal Executive Offices

549 BALTIC WAY
SUNNYVALE, CALIFORNIA 94089

ITEM 2.

(a) Name of Person Filing

(i) N. M. NEW MEDIA ENTERTAINMENT

- (ii) EFFI ATAD
- (b) Address of Principal Business Office or, if none, Residence
 - (i) 10 BEIT SHAMAI ST., TEL AVIV, 67018, ISRAEL
 - (ii) 10 BEIT SHAMAI ST., TEL AVIV, 67018, ISRAEL
- (c) Citizenship
 - (i) STATE OF ISRAEL
 - (ii) STATE OF ISRAEL
- (d) Title of Class of Securities
COMMON STOCK, PAR VALUE \$0.01 PER SHARE
- (e) CUSIP Number
413160102

ITEM 3.

N/A

ITEM 4. OWNERSHIP

- (a) Amount Beneficially Owned
 - (i) 400,369
 - (ii) 31,702

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- (b) Percent of Class
 - (i) 3.4%
 - (ii) 0.3%

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

- (i)
 - (i) sole power to vote or to direct the vote 400,369
 - (ii) shared power to vote or to direct the vote 0
 - (iii) sole power to dispose or direct the disposition of 400,369
 - (iv) shared power to dispose or direct the disposition of 0
- (ii)
 - (i) sole power to vote or to direct the vote 31,702
 - (ii) shared power to vote or to direct the vote 0 SHARES - BUT MAY BE DEEMED TO HAVE SHARED POWER TO VOTE A TOTAL OF 400,369 SHARES BY REASON OF BEING PRESIDENT AND A DIRECTOR OF N.M. NEW MEDIA ENTERTAINMENT LTD. MR. ATAD EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF SUCH ADDITIONAL SHARES.
- (iii) sole power to dispose or direct the disposition of 31,702
- (iv) shared power to dispose or direct the disposition of 0 SHARES - BUT MAY BE DEEMED

TO HAVE SHARED POWER TO VOTE A
TOTAL OF 400,369 SHARES BY
REASON OF BEING PRESIDENT AND
A DIRECTOR OF N.M. NEW MEDIA
ENTERTAINMENT LTD. MR. ATAD
EXPRESSLY DISCLAIMS BENEFICIAL
OWNERSHIP OF SUCH ADDITIONAL
SHARES.

ITEM 5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. N/A

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10.

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

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 1999

N.M. NEW MEDIA ENTERTAINMENT LTD.
A corporation organized under
the laws of Israel

By: /s/ Effi Atad

Name: Effi Atad
Title: President and Director

EFFI ATAD

By: /s/ Effi Atad
