



**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (1)	\$ 0	03/13/2015		A		17,333		02/15/2016 <sup>(2)</sup>	02/15/2018	Common Stock	17,333	\$ 0	17,333	D	
Stock Option/Right to buy	\$ 7.58	03/13/2015		A		53,333		02/15/2016 <sup>(3)</sup>	03/13/2022	Common Stock	53,333	\$ 7.58	53,333	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Harmonic common stock.
- Forty percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2016, and fifteen percent of the restricted stock units are scheduled to vest semi-annually thereafter so as to be 100% vested on February 15, 2018.
- Twenty-five percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option are scheduled to vest monthly thereafter.

/s/ [Laura Donovan By](#)  
[Attorney-in-Fact: Laura Donovan](#)      03/17/2015

\*\* 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.**