

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* <b>HARSHMAN PATRICK</b>			2. Issuer Name and Ticker or Trading Symbol <b>HARMONIC INC [ HLT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2024</b>					
<b>2590 ORCHARD PARKWAY</b>			4. 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 Form filed by More than One Reporting Person		
(Street)	(City)	(State)	Zip					
<b>SAN JOSE CA 95131</b>								

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2024		M		297,989 <sup>(1)</sup>	A	\$0	937,734	D	
Common Stock	02/15/2024		F		159,199	D	\$13.67	778,535	D	
Common Stock	02/15/2024		M		80,147	A	\$0	858,682	D	
Common Stock	02/15/2024		F		42,757	D	\$13.67	780,393 <sup>(2)</sup>	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 <sup>(3)</sup>	\$0	02/15/2024		M		16,555		02/15/2022	02/15/2024	Common Stock	16,555	\$0	0	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/15/2024		M		13,684		02/15/2023	02/15/2025	Common Stock	13,684	\$0	54,735	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/15/2024		M		49,908		02/15/2024	02/15/2026	Common Stock	49,908	\$0	99,814	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/16/2024		A		221,953		02/15/2025 <sup>(4)</sup>	02/15/2027	Common Stock	221,953	\$0	221,953	D	

**Explanation of Responses:**

- These performance-based restricted stock units ("RSUs") were granted on February 16, 2021, with vesting based on the total stockholder return ("TSR") to holders of Company common stock during a three-year performance period that concluded on February 14, 2023. Based on the TSR over the performance period, 150% of the shares underlying the RSUs, or 297,989 shares, vested in accordance with the terms set forth in DEF 14A filed by the Company with the U.S. Securities and Exchange Commission on April 29, 2022, upon the approval of the Compensation Committee of the Board of Directors of the Company on February 15, 2024.
- Reflects an adjustment of 35,532 shares of common stock transferred to the reporting person's former spouse pursuant to a marital settlement agreement. The reporting person no longer reports as beneficially owned any securities owned by his former spouse.
- Each restricted stock unit represents a contingent right to receive one share of HLT common stock.
- One third (33.33%) of the Shares subject to the Restricted Stock Units are scheduled to vest on February 15, 2025, and approximately 8.33% of the remaining Restricted Stock Units will vest each three months thereafter, so as to be 100% vested on the third anniversary of the RSU Vesting Commencement Date.

/s/ Wendi Ninh, Attorney-in-Fact 02/20/2024

\*\* 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.