

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Kalra Sanjay</u> <hr/> (Last) (First) (Middle) 4300 NORTH FIRST STREET <hr/> (Street) SAN JOSE CA 95134 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/06/2017	3. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [HLT]</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>Chief Financial Officer</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 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)
Common Stock	0	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				
Restricted Stock Units	11/01/2017 ⁽¹⁾	11/01/2019	Common Stock	30,000	0.00	D
Stock Options/Right to buy	11/01/2017 ⁽²⁾	11/21/2023	Common Stock	30,000	4.65	D
Restricted Stock Units	02/15/2018 ⁽³⁾	02/15/2019	Common Stock	11,000	0.00	D

Explanation of Responses:

- Thirty three percent of the Shares subject to the Restricted Stock Unit (RSU) Grant are scheduled to vest twelve months after the Vesting Commencement Date, and equal increments of the Shares subject to the RSU are scheduled to vest each six months thereafter, until fully vested on the third anniversary of the Vesting Commencement Date.
- Thirty three percent of the Shares subject to the Option are scheduled to vest twelve months after the Vesting Commencement Date, and one thirty sixth of the Shares subject to the Option are scheduled to vest monthly thereafter.
- Fifty percent of the Shares subject to the Restricted Stock Unit (RSU) Grant are scheduled to vest twelve months after the Vesting Commencement Date, and equal increments of the Shares subject to the RSU are scheduled to vest quarterly thereafter, until fully vested on the second anniversary of the Vesting Commencement Date.

Remarks:

/s/ Laura Donovan By
Attorney-in-Fact Laura 06/12/2017
Donovan

** 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.