

Warren Timothy  
 Form 3  
 February 15, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Warren Timothy                          |         | (Month/Day/Year)                     | HARMONIC INC [HLIT]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 02/06/2018                           |  |  |
| 4300 NORTH FIRST STREET                   |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>SVP, Video Products |  |
| SAN JOSE,Â CAÂ 95134                      |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 239,581  | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                           |                           |            |              | Shares |         | (I)<br>(Instr. 5) |   |
|---------------------------|---------------------------|------------|--------------|--------|---------|-------------------|---|
| Stock Option/Right to Buy | 12/13/2014 <sup>(1)</sup> | 12/13/2020 | Common Stock | 25,000 | \$ 6.67 | D                 | Â |
| Stock Option/Right to Buy | 02/15/2015 <sup>(2)</sup> | 03/14/2021 | Common Stock | 30,000 | \$ 6.49 | D                 | Â |
| Stock Option/Right to Buy | 02/15/2016 <sup>(2)</sup> | 03/13/2022 | Common Stock | 12,000 | \$ 7.58 | D                 | Â |
| Restricted Stock Units    | 02/15/2016 <sup>(3)</sup> | 02/15/2018 | Common Stock | 2,400  | \$ 0    | D                 | Â |
| Stock Option/Right to Buy | 02/15/2017 <sup>(4)</sup> | 03/24/2023 | Common Stock | 45,000 | \$ 3.23 | D                 | Â |
| Restricted Stock Units    | 02/15/2017 <sup>(5)</sup> | 02/15/2018 | Common Stock | 2,250  | \$ 0    | D                 | Â |
| Restricted Stock Units    | 08/01/2017 <sup>(6)</sup> | 08/01/2018 | Common Stock | 6,250  | \$ 0    | D                 | Â |
| Restricted Stock Units    | 02/15/2018 <sup>(7)</sup> | 02/15/2019 | Common Stock | 50,000 | \$ 0    | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Warren Timothy<br>4300 NORTH FIRST STREET<br>SAN JOSE, CA 95134 | Â             | Â         | Â SVP, Video Products | Â     |

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan 02/15/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Fifty percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one twenty fourth of the Shares subject to the Option vested monthly thereafter.
- (2) 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.
- (3) Forty percent of the shares subject to the restricted stock units vested 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.
- (4) Thirty three percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one thirty sixth of the Shares subject to the Option are scheduled to vest monthly thereafter.
- (5)

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Fifty percent of the shares subject to the restricted stock units vested on February 15, 2017, and twenty five percent of the restricted stock units are scheduled to vest quarterly thereafter so as to be 100% vested on February 15, 2018.

- (6) Fifty percent of the shares subject to the restricted stock units vested on August 1, 2017, and twenty five percent of the restricted stock units are scheduled to vest quarterly thereafter so as to be 100% vested on August 1, 2018.
- (7) Fifty percent of the Shares subject to the Restricted Stock Units are scheduled to vest on February 15, 2018, and twenty five percent of the remaining Restricted Stock Units will vest each three months thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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 number.