

Haltmayer Neven
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Haltmayer Neven

(Last) (First) (Middle)

4300 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HARMONIC INC [HLIT]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Sr. Vice President, R&D

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	02/15/2018		M		4,099 (1)	A	\$ 0 73,349	D
Common Stock	02/15/2018		S(2)		1,759 (2)	D	\$ 3.0538 71,590	D
Common Stock	02/15/2018		M		3,417 (3)	A	\$ 0 75,007	D
Common Stock	02/15/2018		S(2)		1,467 (2)	D	\$ 3.0538 73,540	D
Common Stock	02/15/2018		M		19,833 (4)	A	\$ 0 93,373	D

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Common Stock 02/15/2018 S(2) 8,484(2) D \$ 3.054 84,889 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/15/2018		M	4,099	02/15/2016 02/15/2018	Common Stock 4,099
Restricted Stock Unit	\$ 0	02/15/2018		M	3,417	02/15/2017 02/15/2018	Common Stock 3,417
Restricted Stock Unit	\$ 0	02/15/2018		M	19,833	02/15/2018 02/15/2020	Common Stock 19,833

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Haltmayer Neven
4300 NORTH FIRST STREET
SAN JOSE, CA 95134

Sr. Vice President, R&D

Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan

02/20/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2018. These restricted stock units were initially granted to the Reporting Person on 3/13/2015, and were identified on a Form 4 filed by the Reporting Person on 3/17/2015.

- Represents the number of shares automatically sold to cover tax withholding obligations in connection with the vesting of restricted stock
- (2) units. This sale is mandated by the Issuer's election under its 1995 Stock Plan to enable the satisfaction of tax withholding obligations with funding from a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
 - (3) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2018. These restricted stock units were initially granted to the Reporting Person on 3/14/2016, and were identified on a Form 4 filed by the Reporting Person on 3/16/2016.
 - (4) These shares of common stock were acquired upon the vesting of restricted stock units on 2/15/2018. These restricted stock units were initially granted to the Reporting Person on 3/20/2017, and were identified on a Form 4 filed by the Reporting Person on 3/22/2017.

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

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