

Ben-Natan Nimrod
Form 4
February 20, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ben-Natan Nimrod

(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
__X__ Officer (give title below) ____ Other (specify
below)

SVP and GM, Edge Business

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/15/2018		M	(A) or (D) Amount (1) 4,099 A \$ 0	95,286	D	
Common Stock	02/15/2018		M	(A) or (D) Amount (2) 4,012 A \$ 0	99,298	D	
Common Stock	02/15/2018		M	(A) or (D) Amount (3) 28,000 A \$ 0	127,298	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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		4,012		02/15/2017	02/15/2018	Common Stock	4,012
Restricted Stock Unit	\$ 0	02/15/2018		M		28,000		02/15/2018	02/15/2020	Common Stock	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ben-Natan Nimrod 4300 NORTH FIRST STREET SAN JOSE, CA 95134			SVP and GM, Edge Business	

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) 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.
- (2) 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.
- (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 3/20/2017, 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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