

HARMONIC INC  
Form 4  
March 03, 2017

**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 \*  
**COVERT HAROLD L**

(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)  
03/01/2017

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)  
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2017		M		19,689 (1)	A	\$ 0 133,979 D
Common Stock	03/01/2017		F		7,639 (2)	D	\$ 5.9 126,340 D
Common Stock	03/02/2017		M		10,369 (3)	A	\$ 3.14 136,709 D
Common Stock	03/02/2017		S		10,369	D	\$ 5.7167 126,340 D
Common Stock	03/02/2017		S		104,631	D	\$ 5.7226 21,709 D

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Common Stock	03/03/2017	S	10,000	D	\$ 5.7215	11,709	D
Common Stock	03/03/2017	S	11,709	D	\$ 5.6784	0	D

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

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(9-02)

**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 Security (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	03/01/2017	03/01/2017	M	19,689	11/15/2016 03/01/2017	Common Stock
Stock Option/Right to buy	\$ 3.14	03/02/2017	03/02/2017	M	10,369	02/15/2016 <sup>(3)</sup> 03/14/2023	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COVERT HAROLD L 4300 NORTH FIRST STREET SAN JOSE, CA 95134			Chief Financial Officer	

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan  
03/03/2017

\_\_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).

- These shares of common stock were acquired upon the vesting of performance-based restricted stock units on 3/1/2017. These
- (1) performance-based restricted stock units were initially granted to the Reporting Person on 8/19/2016, and were identified on a Form 4 filed by the Reporting Person on 8/23/2016.
  - (2) Shares of Harmonic Inc. common stock withheld by Harmonic Inc. to satisfy tax withholding obligation upon vesting of restricted stock units.
  - (3) These shares of common stock were acquired upon the exercise of stock options on 3/2/2017. These options 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.

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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