

Ben-Natan Nimrod
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Ben-Natan Nimrod

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4300 NORTH FIRST STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and GM, Edge Business

SAN JOSE, CA 95134

(City) (State) (Zip)

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

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 (A) or (D) Price		
Common Stock	08/15/2017		M		4,100 (1)	A \$ 0	66,021 D
Common Stock	08/15/2017		M		4,012 (2)	A \$ 0	70,033 D

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

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SEC 1474
(9-02)

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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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	08/15/2017		M	4,100	02/15/2016 02/15/2018	Common Stock	4,100
Restricted Stock Unit	\$ 0	08/15/2017		M	4,012	02/15/2017 02/15/2018	Common Stock	4,012

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
Date: 08/17/2017

__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).

(1) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2017. 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 8/15/2017. 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.

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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