

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<br>(1)  | A  | \$ 0 73,349                       | D |
| Common Stock                    | 02/15/2018                           |  | S(2)                           |   | 1,759<br>(2)  | D  | \$ 3.0538 71,590                  | D |
| Common Stock                    | 02/15/2018                           |  | M                              |   | 3,417<br>(3)  | A  | \$ 0 75,007                       | D |
| Common Stock                    | 02/15/2018                           |  | S(2)                           |   | 1,467<br>(2)  | D  | \$ 3.0538 73,540                  | D |
| Common Stock                    | 02/15/2018                           |  | M                              |   | 19,833<br>(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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(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 Securities (Instr. 3 and 4) | 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  |
|--|--|
| Haltmayer Neven<br>4300 NORTH FIRST STREET<br>SAN JOSE, CA 95134 | Director    10% Owner    Officer    Other<br><br>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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