

Louvet Eric
 Form 4
 February 20, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Louvet Eric

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

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

SVP Sales NA & APAC

(Street)

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

SAN JOSE, CA 95134

(City) (State) (Zip)

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 | 02/15/2019 | | M | | 1,250 | A | \$ 0 |
| Common Stock | 02/15/2019 | | F | | 507 | D | \$ 5.49 |
| Common Stock | 02/15/2019 | | M | | 16,667 | A | \$ 0 |
| Common Stock | 02/15/2019 | | F | | 6,116 | D | \$ 5.49 |
| | | | | | | | 53,702 |
| | | | | | | | 53,195 |
| | | | | | | | 69,862 |
| | | | | | | | 63,746 |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 1,250 | 02/15/2018 ⁽¹⁾ 02/15/2019 | Common Stock | 1,250 |
| Restricted Stock Units | \$ 0 | 02/15/2019 | | M | 16,667 | 02/15/2019 ⁽²⁾ 02/15/2021 | Common Stock | 16,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Louvet Eric 4300 NORTH FIRST STREET SAN JOSE, CA 95134 | | | SVP Sales NA & APAC | |

Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan
Date: 02/20/2019

__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 February 15, 2019. These restricted stock units were initially granted to the Reporting Person on May 12, 2017, and were identified on a Form 3 filed by the Reporting Person on February 6, 2019.

(2) These shares of common stock were acquired upon the vesting of restricted stock units on February 15, 2019. These restricted stock units were initially granted to the Reporting Person on March 20, 2018, and were identified on a Form 3 filed by the Reporting Person on February 6, 2019.

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