HARMONIC INC Form 4 August 18, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Stock

(Print or Type Responses)

HARSHMAN PATRICK

1. Name and Address of Reporting Person \*

See Instruction

			HARMONIC INC [HLIT]					(Check all applicable)		
(Last) (First) (Middle) 4300 NORTH FIRST STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2015					_X_ Director 10% OwnerX_ Officer (give title Other (specify below) President and CEO		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  SAN JOSE, CA 95134						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  (Day/Year) (Instr. 8)  (A) or		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)			
Common Stock	08/15/2015			Code V M	Amount 13,750 (1)	(D)	Price \$ 0	423,201	D	
Common Stock	08/15/2015			F	5,167 (2)	D	\$ 5.84	418,034	D	
Common Stock	08/15/2015			M	13,125 (3)	A	\$0	431,159	D	
Common	08/15/2015			F	4,932	D	\$ 5.84	426,227	D	

5.84

(2)

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

#### Edgar Filing: HARMONIC INC - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date ies (Month/Day/Year) ed (A) posed of		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 Units	\$ 0	08/15/2015		M		13,750	02/15/2013	02/15/2016	Common Stock	13,750
Restricted Stock Units	\$ 0	08/15/2015		M		13,125	02/15/2015	02/15/2016	Common Stock	13,125

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting 6 wher runne / runne 65	Director	10% Owner	Officer	Other				
HARSHMAN PATRICK 4300 NORTH FIRST STREET SAN JOSE, CA 95134	X		President and CEO					

# **Signatures**

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

08/18/2015

\*\*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 8/15/2015. These restricted stock units were initially granted to the Reporting Person on 2/28/2012, and were identified on a Form 4 filed by the Reporting Person on 3/1/2012.
- (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 vesting of restricted stock units on 8/15/2015. These restricted stock units were initially granted to the recipient on 3/14/2014, and were identified on a Form 4 filed 3/18/2014.

Reporting Owners 2

### Edgar Filing: HARMONIC INC - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.