

HARMONIC INC  
Form 3  
February 12, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>Å Haltmayer Neven</b></p> <p>(Last) (First) (Middle)</p> <p>4300 NORTH FIRST STREET</p> <p>(Street)</p> <p>SAN JOSE, Å CA Å 95134</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/02/2016</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>HARMONIC INC [HLIT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr. Vice President, R&amp;D</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Holding	39,935	D	Å

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option/Right to buy	02/15/2012 <sup>(1)</sup>	03/04/2018	Common Stock	65,000	\$ 9.69	D	Â
Stock Option/Right to buy	02/15/2013 <sup>(2)</sup>	02/28/2019	Common Stock	80,000	\$ 6.14	D	Â
Restricted Stock Units <sup>(3)</sup>	02/15/2013 <sup>(4)</sup>	02/15/2016	Common Stock	5,625	\$ 0	D	Â
Stock Option/Right to buy	02/15/2014 <sup>(2)</sup>	03/15/2020	Common Stock	120,000	\$ 5.78	D	Â
Stock Option/Right to buy	02/15/2015 <sup>(2)</sup>	03/14/2021	Common Stock	100,000	\$ 6.49	D	Â
Restricted Stock Units <sup>(3)</sup>	02/15/2015 <sup>(4)</sup>	02/15/2016	Common Stock	6,250	\$ 0	D	Â
Stock Option/Right to buy	02/15/2016 <sup>(5)</sup>	03/13/2022	Common Stock	80,000	\$ 7.58	D	Â
Restricted Stock Units <sup>(3)</sup>	02/15/2016 <sup>(6)</sup>	02/15/2018	Common Stock	27,333	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haltmayer Neven 4300 NORTH FIRST STREET SAN JOSE, CA 95134	Â	Â	Â Sr. Vice President, R&D	Â

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan 02/12/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Twenty-five percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option vested monthly thereafter.
- (2) Twenty-five percent of the Shares subject to the Option vested twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option vests monthly thereafter.
- (3) Each restricted stock unit represents a contingent right to receive one share of HLIT common stock.
- (4) The shares subject to the restricted stock units are scheduled to vest in full on February 15, 2016.
- (5) Twenty-five percent of the Shares subject to the Option will vest twelve months after the Vesting Commencement Date, and one forty eighth of the Shares subject to the Option vests monthly thereafter.
- (6)

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Forty percent of the shares subject to the restricted stock units are scheduled to vest on February 15, 2016, and fifteen percent of the restricted stock units are scheduled to vest semi-annually thereafter so as to be 100% vested on February 15, 2018.

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.