

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 (1)	A	\$ 0 73,349	D
Common Stock	02/15/2018		S(2)		1,759 (2)	D	\$ 3.0538 71,590	D
Common Stock	02/15/2018		M		3,417 (3)	A	\$ 0 75,007	D
Common Stock	02/15/2018		S(2)		1,467 (2)	D	\$ 3.0538 73,540	D
Common Stock	02/15/2018		M		19,833 (4)	A	\$ 0 93,373	D



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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.

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.