

HARMONIC INC

Form 4

August 19, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AVER CAROLYN V

(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)  
08/15/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/15/2014		M	(A) or (D) Amount (1) 5,000 A	\$ 0 117,431	D	
Common Stock	08/15/2014		F	(2) 1,879 D	\$ 6.15 115,552	D	
Common Stock	08/15/2014		M	(3) 6,875 A	\$ 0 122,427	D	
Common Stock	08/15/2014		F	(2) 2,583 D	\$ 6.15 119,844	D	
Common Stock	08/15/2014		M	(4) 6,875 A	\$ 0 126,719	D	

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Common Stock      08/15/2014      F      2,583      D      \$ 6.15      124,136      D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/15/2014		M	5,000	02/15/2012 02/15/2015	Common Stock	5,000
Restricted Stock Units	\$ 0	08/15/2014		M	6,875	02/15/2013 02/16/2016	Common Stock	6,875
Restricted Stock Units	\$ 0	08/15/2014		M	6,875	02/15/2014 02/15/2015	Common Stock	6,875

## Reporting Owners

Reporting Owner Name / Address	Relationships
AVER CAROLYN V 4300 NORTH FIRST STREET SAN JOSE, CA 95134	Director    10% Owner    Officer    Other  Chief Financial Officer

## Signatures

/s/ Laura Donovan By Attorney-in-Fact: Laura Donovan      08/19/2014

                     \*\*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 8/15/2014. These restricted stock units were initially granted to the Reporting Person on 3/4/2011, and were identified on a Form 4 filed by the Reporting Person on 3/8/2011.
- (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 8/15/2014. 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.
- (4) These shares of common stock were acquired upon the vesting of restricted stock units on 8/15/2014. These restricted stock units were initially granted to the Reporting Person on 3/15/2013, and were identified on a Form 4 filed by the Reporting Person on 3/19/2013.

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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