

HARMONIC INC  
Form 3  
February 17, 2015

**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>Ben-Natan Nimrod</p> <p>(Last) (First) (Middle)</p> <p>4300 NORTH FIRST STREET</p> <p>(Street)</p> <p>SAN JOSE, CA 95134</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/04/2015</p>	<p>3. Issuer Name and 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>SVP and GM, Edge Business</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)
Common Stock	26,250	D	

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

SEC 1473 (7-02)

**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.**

**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	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Right to buy/stock option	04/01/2009 <sup>(1)</sup>	05/15/2015	Common Stock	29,168	\$ 8.17	D	Â
Right to buy/stock option	02/15/2011 <sup>(1)</sup>	02/19/2017	Common Stock	11,375	\$ 6.14	D	Â
Right to buy/stock option	02/15/2012 <sup>(2)</sup>	03/04/2018	Common Stock	60,000	\$ 9.69	D	Â
Right to buy/stock option	02/15/2013 <sup>(1)</sup>	02/28/2019	Common Stock	65,000	\$ 6.14	D	Â
Restricted stock units <sup>(3)</sup>	02/15/2013 <sup>(4)</sup>	02/15/2016	Common Stock	10,000	\$ 0	D	Â
Right to buy/stock option	02/15/2014 <sup>(2)</sup>	03/15/2020	Common Stock	97,500	\$ 5.78	D	Â
Right to buy/stock option	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	12,500	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ben-Natan Nimrod 4300 NORTH FIRST STREET SAN JOSE, CA 95134	Â	Â	Â SVP and GM, Edge Business	Â

## Signatures

/s/ Laura Donovan By: Attorney-in-fact Laura Donovan 02/17/2015

\_\_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 equal parts on August 15, 2015 and February 15, 2016.

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.