

HARMONIC INC

Form 3

February 17, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

Ben-Natan Nimrod

(Last) (First) (Middle)

4300 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/04/2015

3. Issuer Name and Ticker or Trading Symbol
HARMONIC INC [HLIT]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

X Officer ____ Other

(give title below) (specify below)

SVP and GM, Edge Business

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

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 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

A

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Right to buy/stock option	04/01/2009 ⁽¹⁾	05/15/2015	Common Stock	29,168	\$ 8.17	D	Â
Right to buy/stock option	02/15/2011 ⁽¹⁾	02/19/2017	Common Stock	11,375	\$ 6.14	D	Â
Right to buy/stock option	02/15/2012 ⁽²⁾	03/04/2018	Common Stock	60,000	\$ 9.69	D	Â
Right to buy/stock option	02/15/2013 ⁽¹⁾	02/28/2019	Common Stock	65,000	\$ 6.14	D	Â
Restricted stock units ⁽³⁾	02/15/2013 ⁽⁴⁾	02/15/2016	Common Stock	10,000	\$ 0	D	Â
Right to buy/stock option	02/15/2014 ⁽²⁾	03/15/2020	Common Stock	97,500	\$ 5.78	D	Â
Right to buy/stock option	02/15/2015 ⁽²⁾	03/14/2021	Common Stock	100,000	\$ 6.49	D	Â
Restricted stock units ⁽³⁾	02/15/2015 ⁽⁴⁾	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.

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