

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>Â Haltmayer Neven</p> <p>(Last) (First) (Middle)</p> <p>4300 NORTH FIRST STREET</p> <p>(Street)</p> <p>SAN JOSE,Â CAÂ 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 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>Sr. Vice President, R&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> |
|--|---|--|--|---|--|

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 | Â |

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) | |
|---------------------------------------|---------------------------|------------|--------------|---------|---------|-------------------|---|
| Stock Option/Right to buy | 02/15/2012 ⁽¹⁾ | 03/04/2018 | Common Stock | 65,000 | \$ 9.69 | D | Â |
| Stock Option/Right to buy | 02/15/2013 ⁽²⁾ | 02/28/2019 | Common Stock | 80,000 | \$ 6.14 | D | Â |
| Restricted Stock Units ⁽³⁾ | 02/15/2013 ⁽⁴⁾ | 02/15/2016 | Common Stock | 5,625 | \$ 0 | D | Â |
| Stock Option/Right to buy | 02/15/2014 ⁽²⁾ | 03/15/2020 | Common Stock | 120,000 | \$ 5.78 | D | Â |
| Stock Option/Right to buy | 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 | 6,250 | \$ 0 | D | Â |
| Stock Option/Right to buy | 02/15/2016 ⁽⁵⁾ | 03/13/2022 | Common Stock | 80,000 | \$ 7.58 | D | Â |
| Restricted Stock Units ⁽³⁾ | 02/15/2016 ⁽⁶⁾ | 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.