

KENNEDY JOHN F  
Form 4  
June 05, 2018

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

OMB APPROVAL

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**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 \*  
KENNEDY JOHN F

2. Issuer Name and Ticker or Trading Symbol  
HARVARD BIOSCIENCE INC  
[HBIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/17/2018

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

C/O HARVARD BIOSCIENCE, INC., 84 OCTOBER HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOLLISTON, MA 01746

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/17/2018                           |  | D                              | 1,650 (1)   | \$ 0  | (2)  | D                                 |
| Common Stock                    | 06/01/2018                           |  | A                              | 2,400 (3)   | \$ 0  | (4)  | 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)

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KENNEDY JOHN F<br>C/O HARVARD BIOSCIENCE, INC.<br>84 OCTOBER HILL ROAD<br>HOLLISTON, MA 01746 | X             |           |         |       |

## Signatures

/s/ Chad Porter, by power of attorney  
Date: 06/05/2018

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) The subject restricted stock units were granted to the reporting person on January 1, 2018 and were forfeited as a result of the reporting person no longer being the Chairman of the Compensation Committee of the Issuer.  
Includes (a) a deferred stock award of 18,100 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 17, 2018, immediately prior to the commencement of such meeting, and (ii) May 17, 2019; (b) a deferred stock award of 10,425 restricted stock units which vest quarterly in equal installments on June 30, 2018, September 30, 2018 and December 31, 2018; and (c) 279,555 shares of common stock held by the Reporting Person.
- (3) Represents a deferred stock award of 2,400 restricted stock units which vest quarterly in equal installments on June 30, 2018, September 30, 2018 and December 31, 2018. This retainer award was granted in lieu and satisfaction of the annual cash retainer compensation to be earned by the director for his service on a committee of the Issuer's Board of Directors that the reporting person was appointed to following the 2018 Annual Meeting of Stockholders. The number of shares of common stock subject to such retainer award is equal to the amount of cash that would have been received had the applicable retainer all been paid in cash, divided by the average daily closing market price of the Issuer's common stock for the month of March, rounded to the nearest 100 shares.
- (4) Includes (a) a deferred stock award of 2,400 restricted stock units which vest quarterly in equal installments on June 30, 2018, September 30, 2018 and December 31, 2018 as described in footnote 3 above; (b) a deferred stock award of 18,100 restricted stock units which fully vest on the earlier of (i) the date of the Issuer's next Annual Meeting of Stockholders after May 17, 2018, immediately prior to the

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commencement of such meeting, and (ii) May 17, 2019; (c) a deferred stock award of 10,425 restricted stock units which vest quarterly in equal installments on June 30, 2018, September 30, 2018 and December 31, 2018; and (d) 279,555 shares of common stock held by the Reporting Person.

### **Remarks:**

This form has been signed under power of attorney.

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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