

# HARVARD BIOSCIENCE INC

Reported by  
**SUN YONG**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/17 for the Period Ending 02/06/17

|             |   |
|-------------|---|
| Address     | 84 OCTOBER HILL RD<br>HOLLISTON, MA 01746 |
| Telephone   | 5088938999                                |
| CIK         | 0001123494                                |
| Symbol      | HBIO                                      |
| SIC Code    | 3826 - Laboratory Analytical Instruments  |
| Industry    | Advanced Medical Equipment & Technology   |
| Sector      | Healthcare                                |
| Fiscal Year | 12/31                                     |

# FORM 4

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

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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person *  |  | 2. Issuer Name and Ticker or Trading Symbol                     |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| <b>Sun Yong</b>  |  | <b>HARVARD BIOSCIENCE INC [ HBIO</b>                            |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP - Commercial Operations</b> |  |
| (Last) (First) (Middle)<br><b>C/O HARVARD BIOSCIENCE,<br/>INC., 84 OCTOBER HILL ROAD</b> |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>2/6/2017</b> |  |   |  |
| (Street)<br><b>HOLLISTON, MA 01746</b>   |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY)               |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| (City) (State) (Zip)   |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |        | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|--------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price  |   |   |   |
| Common Stock                       | 5/25/2017      |   | A                            |   | 109130<br>(1)   | A             | \$0.00 | 217887 (2)  | D   |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Stock option<br>(right to buy)                 | \$3.25   | 2/6/2017          |   | A                            |   | 10000  |     | (3)  | 2/6/2027           | Common Stock,<br>par value \$0.01<br>per share   | 10000                            | \$0.00  | 10000  | D   |  |

**Explanation of Responses:**

- (1) Represents a deferred stock award of 109,130 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021.
- (2) Includes (a) a deferred stock award of 109,130 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021; (b) a deferred stock award of 66,755 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (c) a deferred stock award of 8,612 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (d) a deferred stock award of 14,058 restricted stock units with performance based vesting conditions, which shall vest on August 3, 2018 contingent upon achievement of a performance condition tied to relative total shareholder return; and (e) 19,332 shares of common stock held by the Reporting Person.
- (3) The options vest in four equal installments on February 6, 2018, 2019, 2020 and 2021.

**Remarks:**

The form is signed under power of attorney.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| <b>Sun Yong</b><br><b>C/O HARVARD BIOSCIENCE, INC.</b><br><b>84 OCTOBER HILL ROAD</b><br><b>HOLLISTON, MA 01746</b> |               |           | <b>VP - Commercial Operations</b> |       |

**Signatures**

/s/ Chad Porter, by power of attorney

5/30/2017

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

\* 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).

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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