

# HARVARD BIOSCIENCE INC

Reported by  
**GAGNON ROBERT E.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/17 for the Period Ending 05/25/17

Address	84 OCTOBER HILL RD 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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## 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 - <b>Gagnon Robert E.</b>		2. Issuer Name and Ticker or Trading Symbol <b>HARVARD BIOSCIENCE INC [ HBIO ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle) <b>C/O HARVARD BIOSCIENCE, INC., 84 OCTOBER HILL ROAD</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>5/25/2017</b>			
(Street) <b>HOLLISTON, MA 01746</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/25/2017		A		108696 (1)	A	\$0.00	365377 (2)	D	
Common Stock	5/25/2017		A		108696 (3)	A	\$0.00	474073 (4)	D	
Common Stock	5/26/2017		P		1000	A	\$2.33 (5)	475073 (6)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- Represents a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (b) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (c) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (d) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (e) a deferred stock award of 28,117 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 (f) 60,173 shares of common stock held by the Reporting Person.
- Represents a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021; (b) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (c) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (d) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (e) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (f) a deferred stock award of 28,117 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 (g) 60,173 shares of common stock held by the Reporting Person.
- This transaction was executed in multiple trades at prices ranging from \$2.33 to \$2.34. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes (a) a deferred stock award of 108,696 restricted stock units which shall vest in four equal installments on January 1, 2018, 2019, 2020 and 2021; (b) a deferred stock award of 108,696 restricted stock units which shall vest in full on May 25, 2019; (c) a deferred stock award of 88,652 restricted stock units which shall vest in full on May 6, 2018; (d) a deferred stock award of 66,489 restricted stock units which shall vest in three equal installments on January 1, 2018, 2019 and 2020; (e) a deferred stock award of 13,250 restricted stock units which shall vest in two equal installments on January 1, 2018 and 2019; (f) a deferred stock award of 28,117 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 (g) 61,173 shares of common stock held by the Reporting Person.

**Remarks:**

This form has been signed under power of attorney.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Gagnon Robert E. C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746</b>			<b>Chief Financial Officer</b>	

**Signatures**

/s/ Chad Porter, by power of attorney

5/30/2017

\*\*Signature of Reporting Person

Date

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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