

HARVARD BIOSCIENCE INC

FORM 8-K (Current report filing)

Filed 10/25/17 for the Period Ending 10/24/17

Address	84 OCTOBER HILL RD HOLLISTON, MA, 01746
Telephone	5088938999
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Symbol	HBIO
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Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): October 24, 2017

HARVARD BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-33957
(Commission File Number)

04-3306140
(I.R.S. Employer Identification Number)

84 October Hill Road, Holliston, MA 01746
(Address of Principal Executive Offices) (Zip Code)

(508) 893-8999
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 24, 2017, the Board of Directors (the "Board") of Harvard Bioscience, Inc. (the "Company") increased the number of directors on the Board from six to eight and appointed Mr. Thomas Loewald and Ms. Katherine A. Eade as additional Class II directors of the Company. Mr. Loewald and Ms. Eade are each independent directors in accordance with the standards of the Securities and Exchange Commission and NASDAQ. Mr. Loewald and Ms. Eade will serve until the Company's 2020 annual meeting of stockholders and until their successors are duly elected and qualified, or until their resignation or removal.

In connection with the appointment of Mr. Loewald and Ms. Eade to the Board, in accordance with the Company's non-employee director compensation policy and its Third Amended and Restated 2000 Stock Option and Incentive Plan, as amended, on October 30, 2017, they will each be granted non-qualified stock options, to acquire shares of the Company's common stock, in an amount equal to the greater of (i) options having an aggregate Black-Scholes cash value of \$120,000 at the time of grant, rounded to the nearest 100 shares, or (ii) options to acquire 25,000 shares. The options will have a term of ten years and an exercise price equal to the closing price for such common stock at the end of trading on October 30, 2017. The stock options will vest in three equal installments on October 30, 2018, 2019 and 2020.

On October 25, 2017, the Company issued a press release regarding the appointment of Mr. Loewald and Ms. Eade. The full text of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number **Title**

[99.1](#) Press release of Harvard Bioscience, Inc. issued on October 25, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARVARD BIOSCIENCE, INC.

Date: October 25, 2017

By: /s/ Robert E. Gagnon
Robert E. Gagnon
Chief Financial Officer

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>99.1</u>	Press release of Harvard Bioscience, Inc. issued on October 25, 2017.

Harvard Bioscience Appoints Katherine Eade and Thomas Loewald to the Board of Directors

HOLLISTON, Mass., Oct. 25, 2017 (GLOBE NEWSWIRE) -- Harvard Bioscience, Inc. (Nasdaq:HBIO) (the "Company"), a global developer, manufacturer and marketer of a broad range of solutions to advance life science, appointed Katherine Eade and Thomas Loewald as Class II directors of the Board of Directors, effective as of October 24, 2017.

Ms. Eade is Director, M&A Law and Transactions at Corning. Prior to joining Corning, she was an attorney at Cleary Gottlieb Steen & Hamilton LLP. Earlier in her career, she served as a law clerk for Judge Morton I. Greenberg of the U.S. Court of Appeals for the Third Circuit. Ms. Eade earned a B.A. in Government from Cornell University and a J.D. from Harvard Law School.

Mr. Loewald currently serves as President of the Extrusion and Laminations Division of ProAmpac, a leading flexible packaging manufacturer. Prior to joining ProAmpac, he spent over 14 years at Thermo Fisher Scientific, most recently as the company's Senior Vice President and Chief Commercial Officer. Mr. Loewald earned a B.A. in Economics from Middlebury College and an M.B.A. from The Amos Tuck School at Dartmouth College.

Jeffery A. Duchemin, President, CEO and Director of Harvard Bioscience, said, "We are pleased to announce this appointment of both Katherine and Tom to our Board. Their proven leadership and industry experience will enhance our Board. We are fortunate to have such high caliber individuals join us as we continue to transform all aspects of our business. We plan to draw heavily on Katherine's and Tom's expertise as we advance our global growth strategy through commercial excellence, acquisitions, product development, and operational efficiencies."

Ms. Eade said, "I am thrilled to join the Harvard Bioscience Board. I have tremendous respect for the work done by Jeff and his team, and the other members of the Board, to position the Company for growth. I look forward to contributing to Harvard Bioscience's success."

Mr. Loewald said, "Over the last 14 years I've been a part of the exciting transformation of the life science industry, and have seen first-hand how the advances in our field are dramatically improving global societal outcomes. I look forward to working with the Harvard Bioscience's management team and my fellow board members to support the continued growth of the company as a life sciences leader."

About Harvard Bioscience

Harvard Bioscience is a global developer, manufacturer and marketer of a broad range of solutions to advance life science. Our products are sold to thousands of researchers in over 100 countries through our global sales organization, websites, catalogs, and through distributors including Thermo Fisher Scientific Inc., VWR, and other specialized distributors. We have sales and manufacturing operations in the United States, the United Kingdom, Germany, Sweden, Spain, France, Canada and China. For more information, please visit our website at www.harvardbioscience.com.

Corey Manchester
Director, Finance and Investor Relations

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