

# HARVARD BIOSCIENCE INC

Reported by  
**SUN YONG**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/01/18

|             |  |
|-------------|--|
| 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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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>1/1/2018</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                       | 1/1/2018       |   | F                            |   | 19378<br>(1)  | D             | \$3.30 | 198509 (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 |   |  |   |  |

### Explanation of Responses:

- The shares were disposed to satisfy the Reporting Person's tax withholding obligation in connection with deferred stock awards previously granted to the Reporting Person which vested in part on January 1, 2018.
- Includes (a) a deferred stock award of 81,847 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (b) a deferred stock award of 44,503 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (c) a deferred stock award of 4,306 restricted stock units which shall vest in full on January 1, 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) 53,795 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>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, under power of attorney**

**1/4/2018**

\*\*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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