

Duchemin Jeffrey  
Form 4  
August 09, 2018

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Duchemin Jeffrey

(Last) (First) (Middle)

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

(Street)

HOLLISTON, MA 01746

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/07/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 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)
Common Stock	08/07/2018		M <sup>(1)</sup>	V Amount (A) or (D) Price	\$ 890,742 <sup>(2)</sup> 4.31 <sup>(3)</sup>	D	
Common Stock	08/07/2018		S <sup>(1)</sup>	V Amount (A) or (D) Price	\$ 790,742 <sup>(5)</sup> 6.07 <sup>(4)</sup>	D	
Common Stock	08/08/2018		M <sup>(1)</sup>	V Amount (A) or (D) Price	\$ 796,242 <sup>(6)</sup> 4.31	D	
Common Stock	08/08/2018		S <sup>(1)</sup>	V Amount (A) or (D) Price	\$ 790,742 <sup>(5)</sup> 6.35 <sup>(7)</sup>	D	

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Common Stock	08/09/2018	M <sup>(1)</sup>	44,500	A	\$ 4.31	835,242 <sup>(8)</sup>	D
Common Stock	08/09/2018	S <sup>(1)</sup>	44,500	D	\$ 6.41 <sup>(9)</sup>	790,742 <sup>(5)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock option (right to buy)	\$ 4.31	08/07/2018		M <sup>(1)</sup>	100,000	11/18/2016 11/18/2023	Common Stock, par value \$0.01 per share 500,000
Stock option (right to buy)	\$ 4.31	08/08/2018		M <sup>(1)</sup>	5,500	11/18/2016 11/18/2013	Common Stock, par value \$0.01 per share 400,000
Stock option (right to buy)	\$ 4.31	08/09/2018		M <sup>(1)</sup>	44,500	11/18/2016 11/18/2023	Common Stock, par value \$0.01 per share 394,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Duchemin Jeffrey C/O HARVARD BIOSCIENCE, INC.	X Chief Executive Officer

84 OCTOBER HILL ROAD  
HOLLISTON, MA 01746

## Signatures

/s/ Chad Porter, by power of  
attorney

08/09/2018

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Includes (a) a deferred stock award of 94,444 restricted stock units with performance based vesting conditions, which shall vest in three equal installments on May 24, 2019, May 24, 2020 and May 24, 2021, contingent upon achievement of a performance condition tied to relative total shareholder return; (b) a deferred stock award of 94,444 restricted stock units which shall vest in four equal installments on

(2) January 1, 2019, 2020, 2021 and 2022; (c) a deferred stock award of 268,206 restricted stock units which shall vest in three equal installments on January 1, 2019, 2020 and 2021; (d) a deferred stock award of 145,833 restricted stock units which shall vest in two equal installments on January 1, 2019 and 2020; (e) a deferred stock award of 17,225 restricted stock units which shall vest in full on January 1, 2019; (continued in footnote 3 below)

(3) (continuation of footnote 3 above) (f) a deferred stock award of 71,748 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) 198,842 shares of common stock held by the Reporting Person.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.15 to \$6.23, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4).

(5) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 98,842 shares of common stock held by the Reporting Person.

(6) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 104,342 shares of common stock held by the Reporting Person.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.35 to \$6.40, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).

(8) Includes the awards referenced in clauses (a) through (f) of footnotes (2) and (3) above plus 143,342 shares of common stock held by the Reporting Person.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.35 to \$6.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (9).

## 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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