

Unninayar Kamalam
 Form 4
 April 02, 2019

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Unninayar Kamalam

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

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

(Street)

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

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

HOLLISTON, MA 01746

(City) (State) (Zip)

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 (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 Ownership (Instr. 4)
Common Stock	03/07/2019		A	(A) V Amount 37,995 (1)	\$ 0 54,861 (2)	D	
Common Stock	03/07/2019		A	(A) V Amount 18,997 (3)	\$ 0 73,858 (4)	D	

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

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 (9-02)

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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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 3.79	03/07/2019		A	91,139	<u>(5)</u> 03/07/2029	Common Stock, par value \$0.01 per share	91,139

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Unninayar Kamalam C/O HARVARD BIOSCIENCE, INC. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746			Chief Financial Officer	

Signatures

/s/ Chad Porter, by power of attorney
Date: 04/02/2019

**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) Represents a deferred stock award of 37,995 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.
Includes (a) a deferred stock award of 37,995 restricted stock units which shall vest in four equal installments on January 1, 2020, 2021, 2022 and 2023; (b) a deferred stock award of 13,852 restricted stock units which vest in equal installments on January 1, 2020, 2021 and 2022; and (c) 3,014 shares of common stock held by the Reporting Person.
- (3) Represents a deferred stock award of 18,997 restricted stock units with performance based vesting conditions. These restricted stock units shall vest in equal installments on March 7, 2020, 2021 and 2022, and are linked to the achievement of a relative total shareholder return of the Issuer's common stock from March 7, 2019 to the earlier of (i) March 7, 2020 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index and based on the 20-day trading average price before each such date). The target number of these restricted stock units that may be earned is reported above; the maximum amount is 150% of the number reported.
- (4) Includes (a) the shares and awards described in footnote (2) above, and (b) the award described in footnote (3) above.

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(5) The options vest in four equal installments on January 1, 2020, 2021, 2022 and 2023.

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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