

Harvard Apparatus Regenerative Technology, Inc.

Form 4

April 02, 2015

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY JOHN F

(Last) (First) (Middle)

**C/O HARVARD APPARATUS
REGENERATIVE TECH., 84
OCTOBER HILL ROAD, SUITE 11**

(Street)

HOLLISTON, MA 01746

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**Harvard Apparatus Regenerative
Technology, Inc. [HART]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2014

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)

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 (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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	05/29/2014		M		139	A	\$ 4.75
					2,724 ⁽¹⁾	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
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SEC 1474
(9-02)

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

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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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy)	\$ 4.75	05/29/2014		M	139 (2)	(3)	06/04/2014	Common Stock, par value \$0.01 per share	139	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENNEDY JOHN F C/O HARVARD APPARATUS REGENERATIVE TECH. 84 OCTOBER HILL ROAD, SUITE 11 HOLLISTON, MA 01746	X

Signatures

/s/ John F.
Kennedy 04/02/2015

__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).

Following the exercise of the stock options on May 29, 2014, this amount included (a) a deferred stock award of 309 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; (b) a deferred stock award of 326 restricted stock units which fully
(1) vested on May 31, 2014; and (c) 2,089 shares of common stock held by the Reporting Person. As of April 2, 2015, this amount includes (a) a deferred stock award of 154 restricted stock units which vest on June 1, 2015; and (b) 2,570 shares of common stock held by the Reporting Person.

Represents exercise of stock options acquired by the Reporting Person in connection with the adjustment to the existing options and restricted stock units held by the Reporting Person and issued by Harvard Bioscience, Inc. These issuances by the Issuer to the Reporting Person were required in connection with the spin-off of the Issuer by Harvard Bioscience. The share amounts and exercise prices of these
(2) options and restricted stock units issued by the Issuer were set in a manner to ensure the intrinsic value held by the Reporting Person pertaining to the existing awards issued by Harvard Bioscience was maintained immediately following the spin-off. In addition to these grants by the Issuer, to maintain such intrinsic value, adjustments to the existing equity awards issued by Harvard Bioscience were also made in favor of the Reporting Person.

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(3) The option shares vested in three equal installments on June 4, 2005, 2006 and 2007.

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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