

Harvard Apparatus Regenerative Technology, Inc.
 Form 4
 November 05, 2013

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 *
GREEN DAVID

(Last) (First) (Middle)

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

(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)
 11/01/2013

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 (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)
				(A) or (D)	Price		
Common Stock	11/01/2013		J	A	372,526 ⁽¹⁾	\$ 0	372,526 D
Common Stock	11/01/2013		J	A	9,317 ⁽²⁾	\$ 0	381,843 ⁽³⁾ D

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

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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)	\$ 8.2	11/01/2013		J	12,261 (2)	(4) 03/25/2014	Common Stock, par value \$0.01 per share	12,261
Stock option (right to buy)	\$ 5.72	11/01/2013		J	11,100 (2)	(5) 05/01/2017	Common Stock, par value \$0.01 per share	11,100
Stock option (right to buy)	\$ 2.05	11/01/2013		J	4,173 (2)	(6) 12/04/2018	Common Stock, par value \$0.01 per share	4,173
Stock option (right to buy)	\$ 3.27	11/01/2013		J	22,217 (2)	(7) 05/21/2019	Common Stock, par value \$0.01 per share	22,217
Stock option (right to buy)	\$ 5.79	11/01/2013		J	5,954 (2)	(8) 06/02/2021	Common Stock, par value \$0.01 per share	5,954
Stock option (right to buy)	\$ 3.67	11/01/2013		J	9,424 (2)	(9) 06/01/2022	Common Stock, par value \$0.01 per share	9,424
Stock option (right to buy)	\$ 5.22	11/01/2013		J	4,434 (2)	(10) 05/31/2023	Common Stock, par value \$0.01 per	4,434

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN DAVID C/O HARVARD APPARATUS REGENERATIVE TECH. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X	X	Chief Executive Officer	

Signatures

/s/ David Green 11/05/2013

**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) Reflects the shares of the Issuer's common stock issued to the reporting person from Harvard Bioscience, Inc. pursuant to the common stock dividend distributed by Harvard Bioscience on November 1, 2013 to effectuate its spin-off of the Issuer. The Reporting Person was entitled to receive the dividend of the Issuer's common stock from Harvard Bioscience because Reporting Person held 1,490,107 shares of common stock of Harvard Bioscience on the record date for the spin-off, being October 21, 2013. Each holder of record was entitled to receive one share of the Issuer's common stock for every four shares of Harvard Bioscience common stock owned by such holder on such record date.

(2) These options and restricted stock units were 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 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.

(3) Includes (a) a deferred stock award of 1,848 restricted stock units which vest on Jan 1, 2014; (b) a deferred stock award of 1,487 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) a deferred stock award of 3,682 restricted stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, and Jan 1, 2016; (d) a deferred stock award of 2,300 stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017; and (e) 372,526 shares of common stock held by the Reporting Person.

(4) The option shares vested in four equal installments on January 1, 2005, 2006, 2007 and 2008.

(5) The option shares vested in four equal installments on January 1, 2008, 2009, 2010 and 2011.

(6) The option shares vested in four equal installments on January 1, 2009, 2010, 2011 and 2012.

(7) The option shares vested in four equal installments on January 1, 2010, 2011, 2012 and 2013

(8) The unvested shares become exercisable in equal installments on January 1 of each of 2014 and 2015.

(9) The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015 and 2016.

(10) The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015, 2016 and 2017.

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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