

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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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 *
 McNaughton Thomas

2. Issuer Name and Ticker or Trading Symbol
 Harvard Apparatus Regenerative Technology, Inc. [HART]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/01/2013

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

C/O HARVARD APPARATUS REGENERATIVE TECH., 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2013		J		16,732 (1) A \$ 0	D	
Common Stock	11/01/2013		J		4,396 (2) A \$ 0	D	
					21,128 (3)		

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

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SEC 1474 (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)	\$ 2.9	11/01/2013		J	5,544 (2)	(4) 11/14/2018	Common Stock, par value \$0.01 per share	5,544
Stock option (right to buy)	\$ 3.27	11/01/2013		J	11,108 (2)	(5) 05/21/2019	Common Stock, par value \$0.01 per share	11,108
Stock option (right to buy)	\$ 5.79	11/01/2013		J	2,769 (2)	(6) 06/02/2021	Common Stock, par value \$0.01 per share	2,769
Stock option (right to buy)	\$ 3.67	11/01/2013		J	4,383 (2)	(7) 06/01/2022	Common Stock, par value \$0.01 per share	4,383
Stock option (right to buy)	\$ 5.22	11/01/2013		J	2,061 (2)	(8) 05/31/2023	Common Stock, par value \$0.01 per share	2,061

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

HOLLISTON, MA 01746

Signatures

/s/ Thomas

McNaughton

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 66,929 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 924 restricted stock units which vest on Jan 1, 2014; (b) a deferred stock award of 691 restricted stock units which vest in equal installments on Jan 1, 2014 and Jan 1, 2015; (c) a deferred stock award of 1,712 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 1,069 stock units which vest in equal installments on Jan 1, 2014, Jan 1, 2015, Jan 1, 2016, and Jan 1, 2017; and (e) 16,732 shares of common stock held by the Reporting Person.
- (4) The options shares vested in four equal installments on September 16, 2009, 2010, 2011 and 2012.
- (5) The option shares vested in four equal installments on January 1, 2010, 2011, 2012 and 2013
- (6) The unvested shares become exercisable in equal installments on January 1 of each of 2014 and 2015.
- (7) The unvested shares become exercisable in equal installments on January 1 of each of 2014, 2015 and 2016.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.