

Harvard Apparatus Regenerative Technology, Inc.

Form 4/A

February 12, 2014

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 *
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)
01/09/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/09/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/09/2014		F	(A) or (D) D	Amount 1,478 (1) Price \$ 4.75	335,402 (2)	D
Common Stock					75,000	I	David Green 2013 Annuity Trust

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

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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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Chief Executive Officer

Signatures

/s/ David Green 02/12/2014

__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 shares were disposed to satisfy the Reporting Person's tax withholding obligation in connection with deferred stock awards granted to the Reporting Person on November 1, 2013 all of which vested in part on January 1, 2014.
- (2) Includes (a) a deferred stock award of 743 restricted stock units which vest on January 1, 2015; (b) a deferred stock award of 2,454 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (c) a deferred stock award of 1,725 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (d) 330,480 shares of common stock held by the Reporting Person.

Remarks:

This form is filed to amend and restate the Form 4 filed by the Reporting Person on January 9, 2014 to correct a clerical error

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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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