

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rossi Michael A.</u> (Last) (First) (Middle) <u>C/O HARVARD BIOSCIENCE</u> <u>84 OCTOBER HILL ROAD</u> (Street) <u>HOLLISTON MA</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARVARD BIOSCIENCE INC [HBIO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2020		A		43,092 ⁽¹⁾	A	\$0.00	90,845 ⁽²⁾	D	
Common Stock	06/11/2020		A		43,092 ⁽³⁾	A	\$0.00	133,937 ⁽⁴⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$2.63	06/11/2020		A		92,896		(5)	06/11/2027	Common Stock	92,896	\$0.00	92,896	D	

Explanation of Responses:

- Represents an award of 43,092 restricted stock units that will vest in four equal installments on December 31, 2020, 2021, 2022 and 2023.
- Includes (a) the award described in footnote (1) above, and (b) 47,753 restricted stock units with performance based vesting conditions tied to relative total shareholder return.
- Represents an award of 43,092 restricted stock units with performance based vesting conditions. These restricted stock units will vest in equal installments on June 11, 2021, 2022 and 2023, and are linked to the achievement of a relative total shareholder return of the Issuer's common stock from June 11, 2020 to the earlier of (i) June 11, 2021 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.
- Includes (a) the shares and awards described in footnote (2) above, and (b) the award described in footnote (3) above.
- The options vest in four equal installments on December 31, 2020, 2021, 2022 and 2023.

Remarks:

This form has been signed under power of attorney.

/s/ David Sirois, by power of attorney. 06/15/2020

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.