

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 23, 2013

HARVARD BIOSCIENCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33957
(Commission
File Number)

04-3306140
(IRS Employer
Identification No.)

84 October Hill Road, Holliston, MA
(Address of principal executive offices)

01746
(Zip Code)

Registrant's telephone number, including area code: (508) 893-8999

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 23, 2013, Harvard Bioscience, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following proposals: (i) the election of two Class I Directors for three-year terms, such terms to continue until the annual meeting of stockholders in 2016 and until such Directors’ successors are duly elected and qualified or until their earlier resignation or removal, (ii) the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013, (iii) the amendment of the Employee Stock Purchase Plan to increase the number of authorized shares by 250,000 shares of common stock, and (iv) the approval, by a non-binding advisory vote, of the compensation of the Company’s named executive officers. The voting results are reported below.

Proposal 1 - Election of Directors

Robert Dishman and Neal J. Harte were elected as Class I Directors for three-year terms, such terms to continue until the annual meeting of stockholders in 2016 and until such Directors’ successors are duly elected and qualified or until their earlier resignation or removal. The results of the election were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Robert Dishman	14,969,401	3,989,145	5,871,990
Neal J. Harte	16,263,804	2,694,742	5,871,990

Proposal 2 - Ratification of the Appointment of KPMG LLP

The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified. The results of the ratification were as follows:

Votes For	Votes Against	Votes Abstained
24,757,166	66,932	6,438

Proposal 3 – Approval to Amend the Employee Stock Purchase Plan to Increase the Number of Authorized Shares

The amendment of the Company’s Employee Stock Purchase Plan to increase the number of authorized shares by 250,000 shares of common stock was approved. The results of the amendment were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
18,744,989	178,143	35,414	5,871,990

Proposal 4 – Approval, by Non-Binding Advisory Vote, of the Compensation of the Named Executive Officers

The compensation of the Company’s named executive officers was approved, by a non-binding advisory vote, as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
13,939,719	4,969,160	49,667	5,871,990

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HARVARD BIOSCIENCE, INC.

(Registrant)

May 29, 2013

(Date)

/s/ THOMAS MCNAUGHTON

Thomas McNaughton

Chief Financial Officer & Principal Accounting Officer