

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) C/O HARVARD BIOSCIENCE 84 OCTOBER HILL ROAD  (Street) HOLLISTON MA  (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) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/18/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/18/2020		A		23,877 <sup>(1)</sup>	A	\$0.00	157,814 <sup>(2)</sup>	D	
Common Stock	07/18/2020		F		6,794 <sup>(3)</sup>	D	\$3.42	151,020 <sup>(4)</sup>	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					

**Explanation of Responses:**

1. On July 18, 2019, the Reporting Person was granted an award of 47,753 restricted stock units with performance based vesting conditions based on the achievement of a relative total shareholder return of the Issuer's common stock from July 18, 2019 to the earlier of (i) July 18, 2020 or (ii) upon a change of control (measured relative to the NASDAQ Biotechnology index). The target number of the restricted stock units that may be earned was reported on the date of grant; the maximum amount is 150% of the number then reported. As a result of the Issuer's performance based on such performance targets, the Reporting Person earned 150% of the target amount, subject to continuation of employment through the remaining vesting dates. Accordingly, the reported transaction reflects the acquisition of 23,877 additional performance restricted stock units earned above the target grant.

2. Includes (a) 47,753 remaining restricted stock units that will vest on July 18, 2021 and 2022, (b) 43,092 restricted stock units that will vest on December 31, 2020, 2021, 2022 and 2023; (c) 43,092 restricted stock units with performance based vesting conditions tied to relative total shareholder return that will vest on June 11, 2021, 2022 and 2023; and (d) 23,877 shares of common stock beneficially owned by the Reporting Person.

3. The shares were disposed of to satisfy the Reporting Person's tax withholding obligation in connection with the performance restricted stock unit award previously granted to the Reporting Person that vested in part on July 18, 2020.

4. Includes (a) the shares and awards described in footnote (2) above, less (b) the disposition of shares reported in footnote (3) above.

**Remarks:**

This form has been signed under power of attorney.

/s/ David Sirois, by power of attorney 07/21/2020

\*\* 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.

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