

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY JOHN F

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)

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 or Price		
Common Stock	11/01/2013		J		1,950 ⁽¹⁾	A	\$ 0 1,950 D
Common Stock	11/01/2013		J		635 ⁽²⁾	A	\$ 0 2,585 ⁽³⁾ D

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)	\$ 4.31	11/01/2013		J	<u>277</u> (2)	<u>(4)</u> 05/25/2016	Common Stock, par value \$0.01 per share	277
Stock option (right to buy)	\$ 4.75	11/01/2013		J	<u>139</u> (2)	<u>(5)</u> 06/04/2014	Common Stock, par value \$0.01 per share	139
Stock option (right to buy)	\$ 3.08	11/01/2013		J	<u>1,109</u> (2)	<u>(6)</u> 05/26/2015	Common Stock, par value \$0.01 per share	1,109
Stock option (right to buy)	\$ 5.31	11/01/2013		J	<u>279</u> (2)	<u>(7)</u> 05/24/2017	Common Stock, par value \$0.01 per share	279
Stock option (right to buy)	\$ 4.89	11/01/2013		J	<u>277</u> (2)	<u>(8)</u> 05/22/2018	Common Stock, par value \$0.01 per share	277
Stock option (right to buy)	\$ 3.27	11/01/2013		J	<u>999</u> (2)	<u>(9)</u> 05/21/2019	Common Stock, par value \$0.01 per share	999
Stock option	\$ 3.71	11/01/2013		J	<u>950</u> (2)	<u>(10)</u> 06/04/2020	Common Stock, par	950

(right to buy)							value \$0.01 per share	
Stock option (right to buy)	\$ 5.79	11/01/2013	J	<u>997</u> (2)	<u>(11)</u>	06/02/2021	Common Stock, par value \$0.01 per share	997
Stock option (right to buy)	\$ 3.67	11/01/2013	J	<u>893</u> (2)	<u>(12)</u>	06/01/2022	Common Stock, par value \$0.01 per share	893
Stock option (right to buy)	\$ 5.22	11/01/2013	J	<u>631</u> (2)	<u>(13)</u>	05/31/2023	Common Stock, par value \$0.01 per share	631

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN F C/O HARVARD APPARATUS REGENERATIVE TECH. 84 OCTOBER HILL ROAD HOLLISTON, MA 01746	X			

Signatures

/s/ John F. Kennedy
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 7,801 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

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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 309 restricted stock units which shall fully vest on May 31, 2014; and (b) a deferred stock award of 326 restricted stock units which vest in equal installments on June 1, 2014 and June 1, 2015; and (c) 1,950 shares of common stock held by the Reporting Person.
- (4) The option shares vested in three equal installments on May 25, 2007, 2008 and 2009.
- (5) The option shares vested in three equal installments on June 4, 2005, 2006 and 2007.
- (6) The option shares vested in three equal installments on May 26, 2006, 2007 and 2008.
- (7) The option shares vested in three equal installments on May 24, 2008, 2009 and 2010.
- (8) The option shares vested in three equal installments on May 22, 2009, 2010 and 2011.
- (9) The option shares vested in three equal installments on May 21, 2010, 2011 and 2012.
- (10) The option shares vested in three equal installments on June 4, 2011, 2012 and 2013.
- (11) The option shares vest in three equal installments on June 2, 2012, 2013 and 2014.
- (12) The option shares vest in three equal installments on June 1, 2013, 2014 and 2015.
- (13) The options shall fully vest on May 31, 2014.

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. 1451 W. Cypress Road, Suite 300 Ft. Lauderdale, FL 33309

Item 2(a) Name of Person Filing: MACHIAVELLI LTD LLC (b)**Address of Principal Office, or if None, Residence:** 1111 Alderman Dr., Suite 210 Alpharetta, Ga 30005 (c) **Citizenship:** United States (d)**Title of Class of Securities:** Common Stock, \$0.00001 par value per share (e)**CUSIP Number:**

Item 3 **If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is**
a:

Not Applicable

Item 4 Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
110,000,000

(b) Percent of Class:
9.08%

Explanation of Responses:

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

110,000,000

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

110,000,000

(iv) Shared power to dispose or to direct the disposition of:

0

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Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 28, 2015 /s/ *Joseph C. Canouse*
Joseph C. Canouse

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