

Harvard Apparatus Regenerative Technology, Inc.
 Form 4/A
 December 04, 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 *
GREEN DAVID

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)
 Chief Executive Officer

C/O HARVARD APPARATUS REGENERATIVE TECH., 84 OCTOBER HILL ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/05/2013

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	(D)	Price
Common Stock	11/01/2013		J		75,000 (1) (2)	A	\$ 0 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)

number.

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 Reported Transaction (Instr. 3 and 4)
				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 12/04/2013
 **Signature of Date
 Reporting Person

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).
- Reflects the shares of the Issuer's common stock issued to the David Green 2013 Annuity Trust, which are deemed to be beneficially owned by the Reporting Person, pursuant to the common stock dividend distributed by Harvard Bioscience, Inc. 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, Inc. because the Reporting Person indirectly held 300,000 shares of common stock of Harvard Bioscience, Inc. through the David Green 2013 Annuity Trust 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 Inc. common stock owned by such holder on such record date. (continued in Footnote 2)
- (2) (continued from Footnote 1) The Reporting Person's shares reported above as indirectly beneficially owned through the David Green 2013 Annuity Trust were inadvertently omitted from the Reporting Person's Form 4 filed November 5, 2013.

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.

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