

Harvard Apparatus Regenerative Technology, Inc.
 Form 4/A
 February 12, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

HOLLISTON, MA 01746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Harvard Apparatus Regenerative
 Technology, Inc. [HART]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/09/2014

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 01/09/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/09/2014 | | F | (A) or (D) D | Amount 1,478 (1) Price \$ 4.75 | 335,402 (2) | D |
| Common Stock | | | | | 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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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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 02/12/2014

**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) The shares were disposed to satisfy the Reporting Person's tax withholding obligation in connection with deferred stock awards granted to the Reporting Person on November 1, 2013 all of which vested in part on January 1, 2014.
- (2) Includes (a) a deferred stock award of 743 restricted stock units which vest on January 1, 2015; (b) a deferred stock award of 2,454 restricted stock units which vest in equal installments on January 1, 2015 and January 1, 2016; (c) a deferred stock award of 1,725 restricted stock units which vest in equal installments on January 1, 2015, January 1, 2016, and January 1, 2017; and (d) 330,480 shares of common stock held by the Reporting Person.

Remarks:

This form is filed to amend and restate the Form 4 filed by the Reporting Person on January 9, 2014 to correct a clerical error

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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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