UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION -----OMB Number: 3235-0145 WASHINGTON, D.C. 20549 Expires: December 31, 2005 Estimated average burden SCHEDULE 13G hours per response...11 (RULE 13d-102) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b) (AMENDMENT NO. 2) * HARVARD BIOSCIENCE, INC. (Name of Issuer) COMMON STOCK, \$.01 PAR VALUE PER SHARE ______ (Title of Class of Securities) 416906 10 5 (CUSIP Number) DECEMBER 31, 2002 (Date of Event Which Requires Filing of this Statement) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: / / Rule 13d-1(b) / / Rule 13d-1(c) /X/ Rule 13d-1(d) *The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes). CUSIP NO. 416906 10 5 13G Page 2 of 17 1. Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Ascent Venture Partners, L.P. 04-3262868 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(b) / /

3. SEC Use Only

4. Citizenship or Place	of Organization				
Delaware					
Number of Shares Beneficially Owned by Each Reporting Person	5. Sole Voting Power 0 shares				
With:	6. Shared Voting Power				
	1,597,641 shares				
	7. Sole Dispositive Power				
	0 shares				
	8. Shared Dispositive Power				
	1,597,641 shares				
9. Aggregate Amount Benef	icially Owned by Each Reporting Person	n			
1,597,641 shares					
10. Check if the Aggregate Instructions) //	Amount in Row (9) Excludes Certain Sl	nares (See			
	esented by Amount in Row (9)				
12. Type of Reporting Pers	on (See Instructions)				
PN					
*SEE INS	TRUCTIONS BEFORE FILLING OUT!				
CUSIP NO. 416906 10 5	13G	Page 3 of 17			
Ascent Venture Manage	Nos. of above persons (entities only)			
04-3458587					
2. Check the Appropriate	Box if a Member of a Group (See Inst:	ructions)			
		(a) / / (b) / /			
3. SEC Use Only					
4. Citizenship or Place	of Organization				
Delaware					
Number of Shares Beneficially Owned by	5. Sole Voting Power 0 shares				
Each Reporting Person With:	6. Shared Voting Power				
	•				
	1,597,641 shares				
7. Sole Dispositive Power					
	0 shares				

			1,597,641 shares	
9.	Aggregate Amount Bene	fic	ially Owned by Each Reporting Person	1
	1,597,641 shares			
10.			mount in Row (9) Excludes Certain Sh	lares (See
 11.			nted by Amount in Row (9)	
	5.3%			
12.	Type of Reporting Per PN	son	(See Instructions)	
	*SEE IN	STR	UCTIONS BEFORE FILLING OUT!	
CUS	IP NO. 416906 10 5		13G	Page 4 of 17
 1	. Names of Reporting P		ons os. of above persons (entities only)	
	Ascent Venture Partn 04-3263775	ers	II, L.P.	
2	. Check the Appropriat	е В	ox if a Member of a Group (See Instr	ructions)
				(a) / / (b) / /
	. SEC Use Only Citizenship or Place Delaware	 of	Organization	
	ber of Shares	 5	. Sole Voting Power	
Eac	eficially Owned by h Reporting Person		0 shares	
Wit:	ıı:	6	. Shared Voting Power	
			1,597,641 shares	
		7	. Sole Dispositive Power	
			0 shares	
		8	. Shared Dispositive Power	
			1,597,641 shares	
9.	Aggregate Amount Bene	fic	ially Owned by Each Reporting Person	
	1,597,641 shares			
10.	Check if the Aggregat Instructions) //	 e Ar	mount in Row (9) Excludes Certain Sh	uares (See
 11.		esei	nted by Amount in Row (9)	
	5.3% 			

12. Type of Reporting Person (See Instructions)

8. Shared Dispositive Power

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 416906 10 5 13G Page 5 of 17 1. Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Ascent Venture Management II, L.P. 2. Check the Appropriate Box if a Member of a Group (See Instructions) -----3. SEC Use Only 4. Citizenship or Place of Organization Delaware Number of Shares 5. Sole Voting Power Beneficially Owned by Each Reporting Person 0 shares With: _____ 6. Shared Voting Power 1,597,641 shares 7. Sole Dispositive Power 0 shares 8. Shared Dispositive Power 1,597,641 shares 9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,597,641 shares 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / / 11. Percent of Class Represented by Amount in Row (9) 5.3% 12. Type of Reporting Person (See Instructions) PN *SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP NO. 416906 10 5 13G Page 6 of 17 1. Names of Reporting Persons I.R.S. Identification Nos. of above persons (entities only) Ascent Management SBIC Corp. 04-3262812 2. Check the Appropriate Box if a Member of a Group (See Instructions)

		(a) / / (b) / /
3. SEC Use Only		
4. Citizenship or Plac	e of Organization	
Massachusetts		
Number of Shares Beneficially Owned by	5. Sole Voting Power	
Each Reporting Person	0 shares	
VI CII •	6. Shared Voting Power	
	1,597,641 shares	
	7. Sole Dispositive Power	
	0 shares	
	8. Shared Dispositive Power	
	1,597,641 shares	
9. Aggregate Amount Ben	eficially Owned by Each Reporting P	 erson
1,597,641 shares		
1. Percent of Class Rep	resented by Amount in Row (9)	
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO	resented by Amount in Row (9)	
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I	resented by Amount in Row (9)	Page 7 of 17
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G	Page 7 of 17
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G Persons on Nos. of above persons (entities	Page 7 of 17
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I *USIP NO. 416906 10 5 1. Names of Reporting I.R.S. Identificati Christopher W. Dick	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G Persons on Nos. of above persons (entities	Page 7 of 17
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I USIP NO. 416906 10 5 1. Names of Reporting I.R.S. Identificati Christopher W. Dick 2. Check the Appropria	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G Persons on Nos. of above persons (entities te Box if a Member of a Group (See	Page 7 of 17 only) Instructions) (a) // (b) //
1. Percent of Class Rep 5.3% 2. Type of Reporting Pe CO *SEE I CUSIP NO. 416906 10 5 1. Names of Reporting I.R.S. Identificati Christopher W. Dick 2. Check the Appropria	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G Persons on Nos. of above persons (entities	Page 7 of 17 only) Instructions) (a) // (b) //
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11. Percent of Class Rep 5.3% 12. Type of Reporting Pe CO *SEE I CUSIP NO. 416906 10 5 1. Names of Reporting I.R.S. Identificati Christopher W. Dick 2. Check the Appropria 3. SEC Use Only 4. Citizenship or Place	resented by Amount in Row (9) rson (See Instructions) NSTRUCTIONS BEFORE FILLING OUT! 13G Persons on Nos. of above persons (entities te Box if a Member of a Group (See	Page 7 of 17 only) Instructions) (a) // (b) //

6. Shared Voting Power 1,597,641 shares

	7. Sole Dispositive Power	
	3,500 shares	
	8. Shared Dispositive Power	
	1,597,641 shares	
9. Aggregate Amount Bene	eficially Owned by Each Reporting	Person
1,601,141 shares		
10. Check if the Aggregat Instructions) //	e Amount in Row (9) Excludes Cert	cain Shares (See
	resented by Amount in Row (9)	
12. Type of Reporting Per IN	rson (See Instructions)	
*SEE IN	STRUCTIONS BEFORE FILLING OUT!	
CUSIP NO. 416906 10 5	13G	Page 8 of 17
1. Names of Reporting F		s only)
Christopher W. Lynch		
2. Check the Appropriat	e Box if a Member of a Group (See	e Instructions) (a) / / (b) / /
2. Check the Appropriat		e Instructions) (a) / / (b) / /
2. Check the Appropriat	e Box if a Member of a Group (See	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only	e Box if a Member of a Group (See	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States	e Box if a Member of a Group (See	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place	e Box if a Member of a Group (See	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States Vumber of Shares Beneficially Owned by	e of Organization 5. Sole Voting Power	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States Number of Shares Beneficially Owned by Each Reporting Person	te Box if a Member of a Group (See e of Organization 5. Sole Voting Power 0 shares 6. Shared Voting Power 1,597,641 shares	e Instructions) (a) / / (b) / /
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2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States Jumber of Shares Beneficially Owned by Each Reporting Person	te Box if a Member of a Group (See e of Organization 5. Sole Voting Power 0 shares 6. Shared Voting Power 1,597,641 shares 7. Sole Dispositive Power 0 shares	e Instructions) (a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States Seneficially Owned by Each Reporting Person With:	te Box if a Member of a Group (See e of Organization 5. Sole Voting Power 0 shares 6. Shared Voting Power 1,597,641 shares 7. Sole Dispositive Power 0 shares 8. Shared Dispositive Power 1,597,641 shares	(a) / / (b) / /
2. Check the Appropriat 3. SEC Use Only 4. Citizenship or Place United States Number of Shares Beneficially Owned by Each Reporting Person With:	te Box if a Member of a Group (See e of Organization 5. Sole Voting Power 0 shares 6. Shared Voting Power 1,597,641 shares 7. Sole Dispositive Power 0 shares 8. Shared Dispositive Power 1,597,641 shares	(a) / (b) / /

12. Type of Reporting Pers	son (See Ir	nstructions)		
IN				
*SEE INS	STRUCTIONS	BEFORE FILLING OUT!		
CUSIP NO. 416906 10 5		13G	Page 9 of 17	
1. Names of Reporting Pe		above persons (entities c	only)	
Frank M. Polestra				
2. Check the Appropriate	e Box if a	Member of a Group (See I	nstructions)	
			(a) / / (b) / /	
3. SEC Use Only				
4. Citizenship or Place	of Organiz	zation		
United States				
Number of Shares		Voting Power		
Beneficially Owned by Each Reporting Person	5,000 shares			
With:	6. Shared Voting Power			
	1,597,	,641 shares		
	7. Sole I	Dispositive Power		
	•	shares		
		d Dispositive Power		
		,641 shares		
9. Aggregate Amount Benef	ficially Ow	wned by Each Reporting Pe	erson	
1,602,641 shares				
<pre>10. Check if the Aggregate Instructions) / /</pre>	e Amount ir	n Row (9) Excludes Certai	n Shares (See	
11. Percent of Class Repre	esented by	Amount in Row (9)		
5.3%				
12. Type of Reporting Pers				
IN				
*SEE INS	STRUCTIONS	BEFORE FILLING OUT!		
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	SCF	HEDULE 13G		
ITEM 1.				

Name of Issuer

5.3%

Harvard Bioscience, Inc.

(b) Address of Issuer's Principal Executive Offices

84 October Hill Road, Holliston, Massachusetts 01746

ITEM 2.

(a) Names of Persons Filing

(1) Ascent Venture Partners, L.P.; (2) Ascent Venture Management, LLC (the sole general partner of Ascent Venture Partners, L.P.); (3) Ascent Venture Partners II, L.P.; (4) Ascent Venture Management II, L.P. (the sole general partner of Ascent Venture Partners II, L.P.); (5) Ascent Management SBIC Corp. (the sole general partner of Ascent Venture Management II, L.P.); and (6) Christopher W. Dick, Christopher W. Lynch and Frank M. Polestra (the managing members of Ascent Venture Management, LLC, and the stockholders of Ascent Management SBIC Corporation).

(b) Address of Principal Business Office or, if None, Residence

The address of the principal business office of each of Ascent Venture Partners, L.P.; Ascent Venture Management, LLC; Ascent Venture Partners II, L.P.; Ascent Venture Management II, L.P.; Ascent Management SBIC Corp.; Christopher W. Dick; Christopher W. Lynch and Frank M. Polestra is 255 State Street, 5th Floor, Boston, MA 02109.

(c) Citizenship

Each of Ascent Venture Partners, L.P., Ascent Venture Partners II, L.P., and Ascent Venture Management II, L.P. is a limited partnership organized under the laws of the State of Delaware. Ascent Venture Management, LLC is a Delaware limited liability company. Ascent Management SBIC Corp. is a Massachusetts S-corporation. Each of Christopher W. Dick, Christopher W. Lynch and Frank M. Polestra is a United States citizen.

(d) Title of Class of Securities

Common Stock, \$.01 par value per share (the "Common Stock")

(e) CUSIP Number

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ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

As of December 31, 2002, Ascent Venture Partners, L.P. was the record holder of 287,254 shares of Common Stock (the "Ascent Shares"); Ascent Venture Partners II, L.P. was the record holder of 1,307,887 shares of Common Stock (the "Ascent II Shares"); Ascent Venture Management, LLC was the record holder of 2,500 shares of Common Stock (the "AVM Shares"); Christopher W. Dick was the record holder of 3,500 shares of Common Stock (the "C.W. Dick Shares"); and Frank M. Polestra was the record holder of 5,000 shares of Common Stock (the "Polestra Shares").

By virtue of their relationship as affiliated limited partnerships, whose general partners have overlapping individual general partners, managing members and stockholders, as the case may be, each of Ascent Venture Partners, L.P. and Ascent Venture Partners II, L.P. may be deemed to beneficially own and share the power to direct the disposition and vote of the Ascent Shares, AVM Shares and Ascent II Shares for an aggregate of 1,597,641 shares (the "Record Shares").

Each of Ascent Venture Management, LLC (as sole general partner of Ascent Venture Partners, L.P.), Ascent Venture Management II, L.P. (as sole general partner of Ascent Venture

Partners II, L.P.) and Ascent Management SBIC Corp. (as sole general partner of Ascent Venture Management II, L.P.) may also be deemed to beneficially own the Record Shares.

As a managing member of Ascent Venture Management, LLC and as a stockholder of Ascent Management SBIC Corp., Christopher W. Dick may be deemed to beneficially own the Record Shares and the C.W. Dick Shares, for an aggregate of 1,601,141 shares.

As a managing member of Ascent Venture Management, LLC and as a stockholder of Ascent Management SBIC Corp., Christopher W. Lynch may be deemed to beneficially own the Record Shares.

As a managing member of Ascent Venture Management, LLC and as a stockholder of Ascent Management SBIC Corp., Frank M. Polestra may be deemed to beneficially own the Record Shares and the Polestra Shares, for an aggregate of 1,602,641 shares.

Each of the reporting persons expressly disclaims beneficial ownership, except to the extent of his or its pecuniary interest therein, if any, and except in the case of the shares that such reporting person owns beneficially as set forth above, of any shares of Common Stock of Harvard Bioscience, Inc.

(b) Percent of Class:

Ascent Venture Partners, L.P.	5.3%
Ascent Venture Management, LLC	5.3%
Ascent Venture Partners II, L.P.	5.3%
Ascent Venture Management II, L.P.	5.3%
Ascent Management SBIC Corp.	5.3%
Christopher W. Dick	5.3%
Christopher W. Lynch	5.3%
Frank M. Polestra	5.3%

The foregoing percentages are calculated based on the 29,993,218 shares of Common Stock of Harvard Bioscience outstanding as of November 11, 2002 as reported in the Issuer's Form 10-Q filed with the SEC on November 14, 2002.

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- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote

Christopher W. Dick 3,500 Frank M. Polestra 5,000

O shares for each other reporting person

(ii) Shared power to vote or to direct the vote $% \left(1\right) =\left(1\right) \left(1\right$

1,597,641 shares for each reporting person

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

Christopher W. Dick 3,500 Frank M. Polestra 5,000

O shares for each other reporting person

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

1,597,641 shares for each reporting person

ALL OTHER ITEMS REPORTED ON THE SCHEDULE 13G (AMENDMENT NO. 1) DATED AS OF FEBRUARY 11, 2002 AND FILED ON BEHALF OF THE REPORTING PERSONS WITH RESPECT TO THE COMMON STOCK OF HARVARD BIOSCIENCE, INC. REMAIN UNCHANGED.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on EXHIBIT 1 hereto.

Date: February 11, 2003

ASCENT VENTURE PARTNERS, L.P.

By: Ascent Venture Management, LLC

By: /s/ Christopher W. Dick

Christopher W. Dick, Managing Member

ASCENT VENTURE MANAGEMENT, LLC

By: /s/ Christopher W. Dick

Christopher W. Dick, Managing Member

ASCENT VENTURE PARTNERS II, L.P.

By: Ascent Venture Management II, L.P.

By: Ascent Management SBIC Corp.

By: /s/ Christopher W. Dick

Obwistankau W. Diala Wisa Dussidant

Christopher W. Dick, Vice President

ASCENT VENTURE MANAGEMENT II, L.P.

By: Ascent Management SBIC Corp.

By: /s/ Christopher W. Dick

Christopher W. Dick, Vice President

ASCENT MANAGEMENT SBIC CORP.

By: /s/ Christopher W. Dick

Christopher W. Dick, Vice President

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/s/ Christopher W. Dick

- -----

Christopher W. Dick

/s/ Christopher W. Lynch

- -----

Christopher W. Lynch

/s/ Frank M. Polestra

- -----

Frank M. Polestra

Exhibit Index

EXHIBIT NO.	DESCRIPTION	PAGE NO.
1	Agreement of Joint Filing	16

EXHIBIT 1

AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Harvard Bioscience, Inc.

EXECUTED this 11th day of February, 2003.

ASCENT	VENTURE	PARTNERS,	T. P.
ADCENT	VENTORE	I AIVINEIVO,	ш.г.

By: Ascent Venture Management, LLC

By: /s/ Christopher W. Dick
Christopher W. Dick, Managing Member

ASCENT VENTURE MANAGEMENT, LLC

By: /s/ Christopher W. Dick

Christopher W. Dick, Managing Member

ASCENT VENTURE PARTNERS II, L.P.

By: Ascent Venture Management II, L.P.

By: Ascent Management SBIC Corp.

By: /s/ Christopher W. Dick

Christopher W. Dick, Vice President

ASCENT VENTURE MANAGEMENT II, L.P.

By: Ascent Management SBIC Corp.

ASCENT MANAGEMENT SBIC CORP.

By: /s/ Christopher W. Dick

Christopher W. Dick, Vice President

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/s/ Christopher W. Dick

Christopher W. Dick

/s/ Christopher W. Lynch

Christopher W. Lynch

/s/ Frank M. Polestra

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Frank M. Polestra