

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 28, 2018

HARVARD BIOSCIENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33957
(Commission File Number)

04-3306140
(IRS Employer Identification No.)

84 October Hill Road, Holliston, MA
(Address of principal executive offices)

01746
(Zip Code)

Registrant's telephone number, including area code: **(508) 893-8999**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Shareholder Rights Agreement, dated February 5, 2008, between Harvard Bioscience, Inc. (the “Company”) and Registrar and Transfer Company, as Rights Agent (the “Rights Agreement”), and all preferred stock purchase rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement, expired by their respective terms on the close of business on February 6, 2018. Accordingly, the Rights Agreement is of no further force and effect. After the termination of the Rights Agreement, on February 28, 2018, the Company filed with the Delaware Secretary of State a Certificate of Elimination of Series A Junior Participating Cumulative Preferred Stock (the “Certificate of Elimination”), which returned the shares that were designated as Series A Preferred Stock to the status of authorized but unissued shares of the preferred stock of the Company, without designation as to series or rights, preferences, privileges or limitations. The foregoing summary of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, which is set forth as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Index</u>	<u>Description</u>
4.1	Certificate of Elimination of Series A Junior Participating Cumulative Preferred Stock, dated February 27, 2018

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 2, 2018

(Date)

HARVARD BIOSCIENCE, INC.

(Registrant)

/s/ ROBERT E. GAGNON

Robert E. Gagnon
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Index

Description

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CERTIFICATE OF ELIMINATION
OF
SERIES A JUNIOR PARTICIPATING CUMULATIVE PREFERRED STOCK
OF
HARVARD BIOSCIENCE, INC.

Harvard Bioscience, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that the following resolutions respecting shares of Series A Junior Participating Cumulative Preferred Stock of the Corporation were duly adopted by the Corporation's Board of Directors on February 27, 2018:

NOW, THEREFORE IT IS RESOLVED, That no shares of the Corporation's Series A Junior Participating Cumulative Preferred Stock are outstanding and that no shares of the Series A Junior Participating Cumulative Preferred Stock will be issued subject to the certificate of designations previously filed with respect to the Series A Junior Participating Cumulative Preferred Stock.

FURTHER RESOLVED, That pursuant to the authority conferred on the Board of Directors by the provisions of Section 151(g) of the Delaware General Corporation Law (the "DGCL"), this Board of Directors hereby eliminates the Series A Junior Participating Cumulative Preferred Stock.

FURTHER RESOLVED, That Jeffrey A. Duchemin, Chief Executive Officer, is hereby authorized to execute and file, or cause to be executed and filed, with the Secretary of State of the State of Delaware a certificate pursuant to the DGCL setting forth these resolutions in order to eliminate from the Corporation's Second Amended and Restated Certificate of Incorporation all matters set forth in the designations with respect to the Series A Junior Participating Cumulative Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on this 27th day of February, 2018.

By: /s/ Jeffrey A. Duchemin

Name: Jeffrey A. Duchemin

Title: Chief Executive Officer