

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): December 7, 2022

HARVARD BIOSCIENCE, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-33957
(Commission File Number)

04-3306140
(I.R.S. Employer Identification Number)

84 October Hill Road
Holliston, MA 01746
(Address of Principal Executive Offices) (Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	HBIO	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Departure of Chief Financial Officer.

On December 7, 2022, Michael Rossi notified Harvard Bioscience, Inc. (the “Company”) of his resignation as Chief Financial Officer and Treasurer, effective December 31, 2022. Mr. Rossi will remain with the Company through May 10, 2023 to provide transition assistance.

(c) Appointment of Interim Chief Financial Officer.

On December 8, 2022, the Company appointed Jennifer Cote to serve as Interim Chief Financial Officer and Treasurer effective upon Mr. Rossi’s resignation. In this role, Ms. Cote will also serve as the Company’s principal financial officer and principal accounting officer.

Ms. Cote, age 51, joined the Company as its Vice President of Global Finance in May 2022. Prior to joining the Company, Ms. Cote held various financial, strategy, and operating roles of increasing responsibility at Bose Corporation, a leading supplier of speakers, headphones, electronics and other related products for the consumer audio, automotive, health, and professional audio market from 1999 to March 2022. She served as Bose’s Head of Global Business Services – Strategy Enablement and Finance Services from September 2019 to March 2022 and Global Service Owner for Finance Services from December 2016 to September 2019. Ms. Cote’s previous roles at Bose included Head of Finance for Bose’s Headphones Business Unit and Head of Global Business Operations and Head of Finance for its Professional Systems Division. Earlier in her career, Ms. Cote held various positions of increasing responsibility, including Audit Manager, at Arthur Andersen LLP. A Certified Public Accountant and Chartered Global Management Accountant, Mr. Cote holds a Bachelor of Science in Accountancy from Villanova University.

An amendment will be filed to this Form 8-K when the Company has finalized the terms of Ms. Cote’s compensation arrangements with the Company.

Item 8.01 Other Events

On December 12, 2022, the Company issued a press release in connection with Mr. Rossi’s resignation as Chief Financial Officer and Treasurer and Ms. Cote’s appointment as Interim Chief Financial Officer and Treasurer. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 12, 2022
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURE

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

HARVARD BIOSCIENCE, INC.

Date: December 12, 2022

By: /s/ John Fry
John Fry
Chief Legal Counsel and Secretary



Harvard Bioscience Announces CFO Transition

HOLLISTON, Mass., Dec. 12, 2022 (GLOBE NEWSWIRE) -- Harvard Bioscience, Inc. (Nasdaq: HBIO) (the "Company") today announced the resignation of Michael Rossi, the Company's chief financial officer and treasurer, effective December 31, 2022. The Company has appointed Jennifer Cote, the Company's vice president of global finance, as its interim chief financial officer and treasurer, effective upon Mr. Rossi's resignation. Mr. Rossi will remain with the Company through May 10, 2023 to provide transition assistance. The Company has initiated a search for a permanent replacement.

Jim Green, Chairman and CEO said, "Since joining us in 2019, Mike has served as a trusted partner and an integral member of the Harvard Bioscience executive management team. In addition to building a strong finance team and helping to navigate a challenging operating environment, Mike has played a key role in our company's strategic transformation. I would like to thank Mike for his dedication, hard work, and many contributions to our company."

Green continued, "With a strong financial background, deep experience and her knowledge of our Company, I am confident in Jennifer's ability to lead our finance team while we continue the company's transformation and identify a permanent successor to Mike. We wish both Mike and Jennifer great success in the next phase of their careers."

About Harvard Bioscience

Harvard Bioscience is a leading developer, manufacturer and seller of technologies, products and services that enable fundamental research, discovery, and pre-clinical testing for drug development. Our customers range from renowned academic institutions and government laboratories to the world's leading pharmaceutical, biotechnology and contract research organizations. With operations in North America, Europe, and China, we sell through a combination of direct and distribution channels to customers around the world.

For more information, please visit our website at www.harvardbioscience.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. You can identify these statements by our use of such words as "will," "guidance," "objectives," "optimistic," "potential," "future," "expects," "plans," "estimates," "continue," "drive," "strategy," "potential," "potentially," "growth," "long-term," "projects," "projected," "intends," "believes," "goals," "sees," "seek," "develop" "possible" "new," "emerging," "opportunity," "pursue" and similar expressions that do not relate to historical matters. Forward-looking statements in this press release or that may be made during our conference call may include, but are not limited to, statements or inferences about the Company's or management's beliefs or expectations, the Company's anticipated future revenues and earnings, the strength of the Company's market position and business model, industry outlook, the impact of the COVID-19 pandemic and related supply chain disruptions on the Company's business, the Company's business strategy, the positioning of the Company for growth, the market demand and opportunity for the Company's current products, or products it is developing or intends to develop, and the Company's plans, objectives and intentions that are not historical facts. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Investors should note that many factors, as more fully described under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021, and in our other filings with the Securities and Exchange Commission and as otherwise enumerated herein or therein may cause the Company's actual results to differ materially from those in the forward-looking statements. The forward-looking statements in this press release are qualified by these risk factors. The Company's results may also be affected by factors of which the Company is not currently aware. The Company may not update these forward-looking statements, even though its situation may change in the future, unless it has obligations under the federal securities laws to update and disclose material developments related to previously disclosed information.

Investor Inquiries:

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