

Harvard Apparatus Regenerative Technology, Inc.  
Form DEF 14A  
April 09, 2015

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

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                          |                                     |   |
|--------------------------|-------------------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/>            | Preliminary Proxy Statement   |
| <input type="checkbox"/> | <input type="checkbox"/>            | Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Definitive Proxy Statement  |
| <input type="checkbox"/> | <input type="checkbox"/>            | Definitive Additional Materials   |
| <input type="checkbox"/> | <input type="checkbox"/>            | Soliciting Material Pursuant to §240.14a-12                                     |

**Harvard Apparatus Regenerative Technology, Inc.**

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount previously paid:

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**HARVARD APPARATUS REGENERATIVE  
TECHNOLOGY, INC.**

**84 October Hill Road, Suite 11  
Holliston, Massachusetts 01746-1371**

April 9, 2015

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Harvard Apparatus Regenerative Technology, Inc. (the Annual Meeting ) to be held on Thursday, May 21, 2015 at 11:00 a.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110. At the meeting, we will be voting on the matters described in this Proxy Statement.

We are using the Internet as our primary means of furnishing the proxy materials to our shareholders. This process expedites the delivery of proxy materials, materials remain easily accessible to shareholders, and shareholders receive clear instructions for receiving materials and voting.

We are mailing the Notice of Internet Availability of Proxy Materials to shareholders on or about April 10, 2015. The Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2014, are available at [www.proxyvote.com](http://www.proxyvote.com).

The Notice of Internet Availability of Proxy Materials contains instructions for our shareholders' use of this process, including how to access our Proxy Statement and 2014 Annual Report and how to vote, including online or by mail. To the extent you receive a proxy card, such proxy card will also contain instructions on how you may also vote by telephone. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may (i) receive a paper copy of the Proxy Statement and the Company's Annual Report on Form 10-K, if you received only a Notice of Internet Availability of Proxy Materials this year, or (ii) elect to receive your Proxy Statement and Annual Report only over the Internet, if you received them by mail this year.

If you are unable to attend the meeting, it is still important that your shares be represented and voted. Therefore, regardless of the number of shares you own, PLEASE VOTE THROUGH THE INTERNET, BY TELEPHONE OR BY MAIL. Any shareholder who attends the meeting may vote in person, even if he or she has voted through the Internet, by telephone or by mail.

The Board of Directors has fixed the close of business on March 26, 2015 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE ONLINE, BY TELEPHONE OR BY COMPLETING, DATING, SIGNING AND PROMPTLY RETURNING YOUR PROXY CARD OR VOTING INSTRUCTIONS CARD IN THE POSTAGE-PAID ENVELOPE (WHICH WILL BE PROVIDED TO THOSE STOCKHOLDERS WHO REQUEST TO RECEIVE PAPER COPIES OF THESE MATERIALS BY MAIL) BEFORE THE ANNUAL MEETING SO THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING.**

**INSTRUCTIONS REGARDING THE METHODS OF VOTING ARE CONTAINED IN THE NOTICE OF  
INTERNET AVAILABILITY OF PROXY MATERIALS.**

Sincerely,

David Green  
*President and Chief Executive Officer*

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**HARVARD APPARATUS REGENERATIVE  
TECHNOLOGY, INC.  
84 October Hill Road, Suite 11  
Holliston, Massachusetts 01746-1371  
(774) 233-7300**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on May 21, 2015**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Harvard Apparatus Regenerative Technology, Inc. (the Company) will be held on Thursday, May 21, 2015, at 11:00 a.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110 for the following purposes:

1. The election of the Director Nominees as Class II Directors, nominated by the Board of Directors, for a three-year term, such term to continue until the annual meeting of stockholders in 2018 or until such Directors' successors are duly elected and qualified or until their earlier resignation or removal;
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015; and
3. Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on March 26, 2015 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Only holders of record of our Common Stock or our Series B Convertible Preferred Stock at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof. Each of the items of business listed above is more fully described in the proxy statement that accompanies this notice.

In the event there are not sufficient shares to be voted in favor of any of the foregoing proposals at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies.

The Board of Directors of Harvard Apparatus Regenerative Technology, Inc. recommends that you vote **FOR** the election of the nominees of the Board of Directors as Directors of Harvard Apparatus Regenerative Technology, Inc. and **FOR** the proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on Thursday, May 21, 2015: The Proxy Statement and 2014 Annual Report to Stockholders, which includes the Annual Report on Form 10-K for the year ended December 31, 2014, are available at [www.proxyvote.com](http://www.proxyvote.com). The Annual Report, however, is not part of the proxy solicitation material.**

By Order of the Board of Directors,

David Green  
*President and Chief Executive Officer*

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Holliston, Massachusetts  
April 9, 2015

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE ONLINE, BY TELEPHONE OR BY COMPLETING, DATING, SIGNING AND PROMPTLY RETURNING YOUR PROXY CARD OR VOTING INSTRUCTIONS CARD IN THE POSTAGE-PAID ENVELOPE (WHICH WILL BE PROVIDED TO THOSE STOCKHOLDERS WHO REQUEST TO RECEIVE PAPER COPIES OF THESE MATERIALS BY MAIL) BEFORE THE ANNUAL MEETING SO THAT YOUR SHARES ARE REPRESENTED AT THE ANNUAL MEETING.**

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# Harvard Apparatus Regenerative Technology, Inc.

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**HARVARD APPARATUS REGENERATIVE  
TECHNOLOGY, INC.**

**84 October Hill Road, Suite 11  
Holliston, Massachusetts 01746-1371  
(774) 233-7300**

**PROXY STATEMENT**

**Annual Meeting of Stockholders to Be Held on  
Thursday, May 21, 2015**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Harvard Apparatus Regenerative Technology, Inc. (the Company or we) for use at the Annual Meeting of Stockholders of the Company to be held on May 21, 2015, at 11:00 a.m. Eastern Time at the offices of Burns & Levinson LLP, 125 Summer Street, Boston, Massachusetts 02110, and any adjournments or postponements thereof. You may obtain directions to the Annual Meeting at [www.proxyvote.com](http://www.proxyvote.com). At the Annual Meeting, the stockholders of the Company will be asked to consider and vote upon:

1. The election of the Director Nominees as Class II Directors, nominated by the Board of Directors (or the Board), for a three-year term, such term to continue until the annual meeting of stockholders in 2018 or until such Directors successors are duly elected and qualified or until their earlier resignation or removal;
2. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015; and
3. Such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Under rules and regulations of Securities and Exchange Commission, or SEC, instead of mailing a printed copy of our proxy materials to each shareholder of record or beneficial owner of our common stock, we are now furnishing proxy materials, which include our Proxy Statement and Annual Report, to our shareholders over the Internet and providing a Notice of Internet Availability of Proxy Materials by mail. The Notice of Internet Availability of Proxy Materials is first being mailed to stockholders of the Company on or about April 10, 2015, in connection with the solicitation of proxies for the Annual Meeting. The Board of Directors has fixed the close of business on March 26, 2015 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting (the Record Date). Only holders of record of Common Stock, par value \$.01 per share, of the Company (the Common Stock) or Series B Convertible Preferred Stock, par value \$.01 per share, of the Company (the Series B Preferred) at the close of business on the Record Date will be entitled to notice of, and to vote at, the Annual Meeting. As of the Record Date,

there were 10,069,676 shares of Common Stock outstanding and entitled to vote at the Annual Meeting and 671,321 shares of Series B Preferred issued and outstanding and entitled to an aggregate number of 609,923 votes at the Annual Meeting after giving effect to the Beneficial Ownership Limitation described below. As of the Record Date, there were approximately 185 stockholders of record. Each holder of a share of Common Stock outstanding as of the close of business on the Record Date will be entitled to one vote for each share held of record with respect to each matter properly submitted at the Annual Meeting. The Series B Preferred will vote together with the Common Stock on all matters to be voted upon at the Annual Meeting. Each holder of a share of Series B Preferred outstanding as of the close of business on the Record Date will be entitled to five votes for each share of Series B Preferred held of record (which represents the number of shares of Common Stock that each share of Series B Preferred is convertible into), subject to the Beneficial Ownership Limitation described below, with respect to each matter properly submitted at the Annual Meeting.

Under the terms of the Company's Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock, the number of shares of Common Stock into which the Series B Preferred is convertible and the corresponding number of votes that a holder of Series B Preferred is entitled to by virtue of ownership of shares of Series B Preferred are limited to that number of shares of Common Stock which would result in the stockholder beneficially owning more than 4.98% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of the shares of Common Stock issuable upon conversion of the Series B Preferred held by the applicable stockholder, or such stockholder, together with its affiliates and any persons acting as a group together with such stockholder or its affiliates,

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beneficially owning more than 9.98% of the number of shares of Common Stock outstanding immediately after giving effect to the issuance of the shares of Common Stock issuable upon conversion of the Series B Preferred held by the applicable stockholder and its affiliates and any related group (the Beneficial Ownership Limitation ).

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares of Common Stock and Series B Preferred, considered together (and in the case of Series B Preferred, subject to the Beneficial Ownership Limitation) entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Shares held of record by stockholders or their nominees who do not return a signed and dated proxy, properly deliver proxies via the Internet or telephone, or attend the Annual Meeting in person will not be considered present or represented at the Annual Meeting and will not be counted in determining the presence of a quorum. Consistent with applicable law, we intend to count abstentions and broker non-votes only for the purpose of determining the presence or absence of a quorum for the transaction of business. A broker non-vote refers to shares held by a broker or nominee that does not have the authority, either express or discretionary, to vote on a particular matter. Applicable rules no longer permit brokers to vote in the election of Directors if the broker has not received instructions from the beneficial owner. Accordingly, it is important that beneficial owners instruct their brokers how they wish to vote their shares.

With respect to the election of Class II Directors in Proposal 1, such Directors are elected by a plurality of the votes cast if a quorum is present. Votes may be cast for the Directors or withheld. In a plurality election, votes may only be cast in favor of or withheld from the nominee; votes that are withheld will be excluded entirely from the vote and will have no effect. This means that the persons receiving the highest number of FOR votes will be elected as a Director.

Approval of Proposal No. 2 regarding the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy.

Any shares not voted (whether by abstention, broker non-vote or otherwise) will have no impact on the election of Directors, except to the extent that the failure to vote for an individual results in another individual receiving a larger percentage of votes, and no impact on the proposal for approval of each other matter expected to be voted on at the Annual Meeting.

The corporate actions described in this Proxy Statement will not afford stockholders the opportunity to dissent from the actions described herein or to receive an agreed or judicially appraised value for their shares.

You will not receive a printed copy of the proxy materials unless you request to receive these materials in hard copy by following the instructions provided in the Notice of Internet Availability of Proxy Materials. Instead, the Notice of Internet Availability of Proxy Materials will instruct you how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you how you may submit your proxy via the Internet or mail. To the extent you receive a proxy card, such proxy card will also contain instructions on how you may also vote by telephone. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

We encourage you to vote either online, by telephone or by completing, signing, dating and returning a proxy card or if you hold your shares through a brokerage firm, bank or other financial institution, by completing and returning a voting instruction form. This ensures that your shares will be voted at the Annual Meeting and reduces the likelihood that we will be forced to incur additional expenses soliciting proxies for the Annual Meeting.

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Voting over the Internet, by telephone or mailing a proxy card will not limit your right to vote in person or to attend the Annual Meeting. Any record holder as of the Record Date may attend the Annual Meeting in person and may revoke a previously provided proxy at any time by: (i) executing and delivering a later-dated proxy to the corporate secretary at Harvard Apparatus Regenerative Technology, Inc., 84 October Hill Road,

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Suite 11, Holliston, Massachusetts 01746-1371; (ii) delivering a written revocation to the corporate secretary at the address above before the meeting; or (iii) voting in person at the Annual Meeting.

Beneficial holders who wish to change or revoke their voting instructions should contact their brokerage firm, bank or other financial institution for information on how to do so. Beneficial holders who wish to attend the Annual Meeting and vote in person should contact their brokerage firm, bank or other financial institution holding shares of Common Stock or Series B Preferred on their behalf in order to obtain a legal proxy, which will allow them to vote in person at the meeting. Attendance at the Annual Meeting will not, by itself, revoke a proxy.

Our Board of Directors recommends an affirmative vote on all proposals specified in the notice for the Annual Meeting. Proxies will be voted as specified. If your proxy is properly submitted, it will be voted in the manner you direct. **If you do not specify instructions with respect to any particular matter to be acted upon at the meeting, proxies will be voted in favor of the Board of Directors' recommendations.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on Thursday, May 21, 2015: The Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2014, are available at [www.proxyvote.com](http://www.proxyvote.com). The Annual Report, however, is not part of the proxy solicitation material.**

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## PROPOSAL 1

### ELECTION OF DIRECTORS

The Board of Directors of the Company currently consists of five members and is divided into three classes of Directors, with one Director in Class I, two Directors in Class II and two Directors in Class III. Directors serve for three-year terms with one class of Directors being elected by our stockholders at each annual meeting to succeed the Directors of the same class whose terms are then expiring.

At the Annual Meeting, two Class II Directors, nominated by the Board of Directors, will stand for re-election to serve until the 2018 annual meeting of stockholders or until their successors are duly elected and qualified or until their earlier resignation or removal.

At the recommendation of the Governance Committee, the Board of Directors has nominated Mr. Thomas H. Robinson and Mr. John J. Canepa for election as the Class II Directors of the Company. Unless otherwise specified in the proxy, it is the intention of the persons named in the proxy to vote the shares represented by each properly executed proxy FOR the election of Mr. Thomas H. Robinson and Mr. John J. Canepa. The nominees have agreed to stand for re-election and, if re-elected, to serve as a Directors. However, if any such person nominated by the Board of Directors is unable to serve or will not serve, the proxies will be voted for the election of such other person or persons as the Governance Committee and the Board of Directors may recommend.

### Vote Required

The affirmative vote of a plurality of the votes cast by holders of shares of Common Stock and Series B Preferred present or represented by proxy and entitled to vote on the matter at the Annual Meeting is required for the election of each of the nominees as a Class II Director of the Company.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF THE FOLLOWING NOMINEES OF THE BOARD OF DIRECTORS: MR. THOMAS H. ROBINSON AND MR. JOHN J. CANEPA. PROPERLY AUTHORIZED PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED FOR THE NOMINEES UNLESS INSTRUCTIONS TO WITHHOLD OR TO THE CONTRARY ARE GIVEN.**

### INFORMATION REGARDING DIRECTORS

Set forth below is certain information regarding the Directors of the Company, including the Class II Directors who have been nominated for election at the Annual Meeting, based on information furnished to the Company by each Director. The biographical description below for each Director includes his age, all positions he holds with the Company, his principal occupation and business experience over the past five years, and the names of other publicly-held companies for which he currently serves as a director or has served as a director during the past five years. The biographical description below for each Director also includes the specific experience, qualifications, attributes and skills that led to the conclusion by the Board of Directors that such person should serve as a director of the Company. In addition to such specific information, we also believe that all of our Directors have a reputation for integrity, honesty and adherence to high ethical standards. Further, they have each demonstrated business acumen and

an ability to exercise sound judgment as well as a commitment of service to the Company and our Board.

The Board of Directors has determined that the Director nominees and all the incumbent Directors listed below are independent as such term is currently defined by applicable NASDAQ rules, except for Mr. Green who is also an executive officer of the Company. Our director John F. Kennedy is also currently a director of Harvard Bioscience, Inc. ( Harvard Bioscience ), our former parent.

The positions of Chairman of the Board, President and Chief Executive Officer are currently occupied by one individual, David Green. Our Board of Directors does not currently have a separate lead director. Our Board of Directors believes that the combined role of Chairman of the Board and Chief Executive Officer promotes and facilitates information flow between management and the Board of Directors, which is essential to effective governance. Our Board of Directors believes that this leadership structure has served our Company well in the past and continues to serve it well at present, as Mr. Green's experience relating to and knowledge and understanding of the Company, along with his significant ownership interest in the Company, uniquely qualify him to serve as Chairman, President and Chief Executive Officer. In his combined role,

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Mr. Green sets the strategic direction for our Company and provides day-to-day leadership. He also sets the agenda for Board meetings and presides over all meetings of the full Board. This promotes unified leadership and direction for the Board and management.

The following information is current as of April 1, 2015, based on information furnished to the Company by each Director:

## Directors of Harvard Apparatus Regenerative Technology, Inc.

Name	Age	Position with the Company	Director Since
Class II Directors Term expires 2015; Nominated to Serve a Term Expiring 2018			
Thomas H. Robinson <sup>*(2)(3)</sup>	56	Director	2012
John J. Canepa <sup>*(1)</sup>	59	Director	2013
Class III Directors Term expires 2016			
David Green	50	Director	2012
John F. Kennedy <sup>(1)(2)</sup>	66	Director	2012
Class I Directors Term expires 2017			
James J. McGorry <sup>(1)(3)</sup>	59	Director	2013

- |     |                                      |
|-----|--------------------------------------|
| *   | Nominee for election                 |
| (1) | Member of the Audit Committee        |
| (2) | Member of the Compensation Committee |
| (3) | Member of the Governance Committee   |

**Nominee for Election as Class II Directors Nominated to Serve a Term Expiring in 2018**

**Thomas H. Robinson Director**

Mr. Robinson has served as a member of our Board of Directors since December 3, 2012. Since September 2011, Mr. Robinson has served as a partner with RobinsonButler, an executive search firm. In 2010, Mr. Robinson served as managing director at Russell Reynolds Associates. From 1998 to 2010, Mr. Robinson served as managing partner of the North American medical technology practice, which includes the medical device, hospital supply/distribution and medical software areas, of Spencer Stuart, Inc., a global executive search firm. From 2002 to 2010, Mr. Robinson was a member of Spencer Stuart's board services practice, which assists corporations to identify and recruit outside directors. From 1998 to 2000, Mr. Robinson headed Spencer Stuart's North American biotechnology specialty practice. From 1993 to 1997, Mr. Robinson served as president of the emerging markets business at Boston Scientific Corporation, a global medical devices manufacturer. From 1991 to 1993, Mr. Robinson also served as president and chief operating officer of Brunswick Biomedical, a cardiology medical device company. Mr. Robinson currently serves on the Board of Directors of Cynosure, Inc. He received his M.B.A. from Harvard Business School and his B.A. in mathematics and economics from Brown University. We believe Mr. Robinson's qualifications to sit on our Board of Directors include his executive leadership experience in, and knowledge of, the medical device and regenerative medicine industries, and his significant expertise in the areas of public company corporate governance and operations.



**John J. Canepa Director**

Mr. Canepa has served as a member of our Board of Directors since August 14, 2013. Mr. Canepa is Chief Financial Officer of Asterand Bioscience, Inc. (formerly known as Stemgent, Inc.) a leading global provider of high quality, well characterized human tissue and human tissue-based research solutions to drug discovery scientists. From August 2005, Mr. Canepa served as the President and Chief Executive Officer of PathoGenetix, Inc., a venture capital backed life science company focused on commercializing proprietary DNA optical mapping technology for pathogen detection and strain identification. From 2001 to 2003, Mr. Canepa served as the Chief Financial Officer at Winphoria Networks. From 1978 to 2001, Mr. Canepa was a Senior Audit Partner in Arthur Andersen's Boston Office Technology Practice with worldwide

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responsibility for Life Sciences Practice. Currently, Mr. Canepa is Co-Chairman of the Board of Trustees at Mt. Auburn Hospital and a member of the Board of Trustees and the Audit Committee at CareGroup. He received his Masters Degree in Finance from Michigan State University and his B.A. in economics from Denison University. We believe Mr. Canepa's qualifications to sit on our Board of Directors include his executive leadership experience, his significant operating, accounting and financial management expertise, including with respect to the life sciences, medical technology and biotechnology industries.

**Incumbent Class III Directors Term expires 2016**

**David Green President, Chief Executive Officer, and Chairman**

Mr. Green has served as our President, Chief Executive Officer, and Chairman of our Board of Directors since May 3, 2012. Mr. Green was also the President and a member of the Board of Directors of Harvard Bioscience from March 1996 and its CEO from May 2013, until the spinoff of our Company from Harvard Bioscience on November 1, 2013. Mr. Green remains a director of Harvard Bioscience but no longer holds an executive position at Harvard Bioscience.

Mr. Green's previous experiences include working as a strategy consultant with Monitor Company, a strategy consulting company, in Cambridge, Massachusetts and Johannesburg, South Africa from June 1991 until September 1995 and a brand manager for household products with Unilever PLC, a packaged consumer goods company, in London from September 1985 to February 1989. Mr. Green currently sits on the Advisory Board of the Harvard Business School Healthcare Initiative. Mr. Green graduated from Oxford University with a B.A. Honors degree in physics and holds a M.B.A. degree with distinction from Harvard Business School. We believe Mr. Green's qualifications to sit on our Board of Directors include his executive leadership experience, his experience founding the regenerative medicine business at Harvard Bioscience, his significant operating and management expertise and the knowledge and understanding of our Company that he has acquired over 16 years of service as the President and director of Harvard Bioscience.

**John F. Kennedy Director**

Mr. Kennedy has served as a member of our Board of Directors since December 3, 2012. From June 2006 until his retirement in October 2008, Mr. Kennedy served as President and Chief Financial Officer of Nova Ventures Corporation, the management company providing executive management services to the operating companies of Nova Holdings LLC, Nova Analytics Corporation and Nova Technologies Corporation. From 2002 to 2006, Mr. Kennedy served as the President and Chief Financial Officer of Nova Analytics Corporation, a worldwide supplier and integrator of analytical instruments. From 1999 to 2002, Mr. Kennedy served as the Senior Vice President, Finance, Chief Financial Officer and Treasurer of RSA Security Inc., an e-business security company. Prior to joining RSA Security, Mr. Kennedy was Chief Financial Officer of Decalog, NV, a developer of enterprise investment management software, from 1998 to 1999. From 1993 to 1998, Mr. Kennedy served as Vice President of Finance, Chief Financial Officer and Treasurer of Natural MicroSystems Corporation, a telecommunications company. Mr. Kennedy, a former CPA, also practiced as a public accountant at KPMG for six years. Mr. Kennedy currently serves on the Boards of Directors of Harvard Bioscience and Datacom Systems, Inc. Mr. Kennedy holds a B.S. in Mathematics from Lowell Technological Institute, now the University of Massachusetts Lowell, and an M.S.B.A. in Accounting from the University of Massachusetts Amherst. We believe Mr. Kennedy's qualifications to sit on our Board of Directors include his executive leadership experience, his significant operating, accounting and financial management expertise and the knowledge and understanding of our Company and industry that he has acquired over 12 years of service on the Board of Directors of Harvard Bioscience.

**Incumbent Class I Director Term expires 2017**

*James J. McGorry* has served as a member of our Board of Directors since February 25, 2013. Mr. McGorry is a seasoned life science executive with over twenty-five years of leadership experience in both medical technology and biotechnology businesses. Since September 2013, Mr. McGorry has been Executive Vice-President and General Manager of the Translational Oncology Solutions business of Champions Oncology, a personalized oncology firm.

From 2011 to 2012, Mr. McGorry was Executive Vice-President of Accellent, a medical device contract-manufacturing firm. From 1998 to 2010, Mr. McGorry worked at Genzyme Corporation as a Senior Vice President in both BioSurgery and Oncology. At Genzyme Corporation, he was responsible for commercial operations resulting in global expansion, product extensions and profitable

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growth. From 1985 to 1996, Mr. McGorry worked at American Hospital Supply Corporation, which merged to form Baxter Healthcare. Mr. McGorry currently serves on the Board of Directors of ISTO Technologies, Inc. Mr. McGorry received his MBA from Duke University Fuqua School of Business and his B.A. from the United States Military Academy at West Point. We believe Mr. McGorry's qualifications to sit on our Board of Directors include his significant executive leadership, operating and management experience in, and knowledge of, the life sciences, medical technology and biotechnology industries.

## **INFORMATION REGARDING THE BOARD OF DIRECTORS AND ITS COMMITTEES**

During the year ended December 31, 2014, our Board of Directors held eleven meetings. Each of the Directors attended at least 90% of the total number of meetings of the Board of Directors and of the committees of which he was a member. The Board of Directors encourages Directors to attend in person the Annual Meeting of Stockholders of the Company, or Special Meeting in lieu thereof, or, if unable to attend in person, to participate by other means, if practicable. In recognition of this policy, the Board of Directors typically schedules a regular meeting of the Board of Directors to be held on the date of, and immediately following, the Annual Meeting of Stockholders. The non-employee Directors meet regularly in executive sessions outside the presence of management.

The Board of Directors has established an Audit Committee (the *Audit Committee*), a Compensation Committee (the *Compensation Committee*) and a Governance Committee (the *Governance Committee*). Each of these committees was established on November 1, 2013 following the spin-off of our Company by Harvard Bioscience.

### **Audit Committee**

The Audit Committee currently consists of Messrs. Kennedy, Canepa and McGorry. Mr. Kennedy serves as the Chairman. Mr. McGorry was appointed to the Audit Committee in October 2014. The Audit Committee is comprised entirely of independent Directors and it operates under a Board approved charter that sets forth its duties and responsibilities. The Audit Committee was established on November 1, 2013 and met eight times during 2014.

Under its charter, the Audit Committee is responsible for:

reviewing with the independent registered public accounting firm and management the adequacy and effectiveness of internal controls over financial reporting;  
reviewing and consulting with management and the independent registered public accounting firm on matters related to the annual audit, the published financial statements, earnings releases and the accounting principles applied;  
appointing, retaining and evaluating the Company's independent auditors; and  
the compensation, retention and oversight of the Company's independent auditors and the evaluation of the independent auditors' qualifications, performance and independence.

The Audit Committee is responsible for reviewing and discussing with management our policies with respect to risk assessment and risk management. The Board and the Audit Committee discuss matters relating to risks that arise or may arise.

The Audit Committee has established policies and procedures for the pre-approval of all services provided by the independent auditors. The Audit Committee has also established procedures for the receipt, retention and treatment, on a confidential basis, of complaints received by the Company. The Board of Directors and the Audit Committee adopted a Code of Business Conduct and Ethics, a current copy of which is available on the Corporate Governance

page in the Investor section of our website at [www.harvardapparatusregen.com](http://www.harvardapparatusregen.com).

The Board of Directors has determined that all members of the Audit Committee are independent as such term is currently defined by NASDAQ rules, meet the criteria for independence set forth under the rules of the Securities and Exchange Commission, and are able to read and understand fundamental financial statements. The Board of Directors has also determined that each of Messrs. Kennedy and Canepa qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission.

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The Audit Committee Charter is available on the Corporate Governance page in the Investor section of our website at [www.harvardapparatusregen.com](http://www.harvardapparatusregen.com). Please note that the information contained on the Company website is not incorporated by reference in, or considered to be a part of, this Proxy Statement.

### **Compensation Committee**

The Compensation Committee currently consists of Messrs. Kennedy and Robinson. Mr. Robinson serves as the Chairman. The Compensation Committee is comprised entirely of independent Directors and it operates under a Board approved charter that sets forth its duties and responsibilities. The Compensation Committee was established on November 1, 2013 and met one time during 2014.

The Compensation Committee determines and oversees the execution of our compensation philosophy and oversees the administration of our executive compensation programs. Its responsibilities also include overseeing the Company's compensation and benefit plans and policies, retaining or terminating committee advisors, independence evaluation of compensation advisors, administering its stock plans (including reviewing and approving equity grants) and reviewing and approving annually all compensation decisions for the Company's executive officers, including the Chairman and CEO and Chief Financial Officer.

The Board of Directors has determined that all members of the Compensation Committee are independent as such term is currently defined by NASDAQ rules.

The Compensation Committee Charter is available on the Corporate Governance page in the Investor section of our website at [www.harvardapparatusregen.com](http://www.harvardapparatusregen.com). Please note that the information contained on the website is not incorporated by reference in, or considered to be a part of, this Proxy Statement.

### **Governance Committee**

The current members of the Governance Committee are Messrs. Robinson and McGorry. Mr. McGorry is the Chairman. The Governance Committee is comprised entirely of independent directors and it operates under a Board approved charter that sets forth its duties and responsibilities. The Governance Committee was established on November 1, 2013 and met two times during 2014.

Under the terms of its charter, the Governance Committee is responsible for identifying individuals qualified to become Board members, consistent with criteria recommended by the Governance Committee and approved by the Board of Directors, and recommending that the Board of Directors select the director nominees for election at each annual meeting of stockholders. Its responsibilities also include recommending to the Board of Directors the criteria for membership on Board Committees. The Governance Committee is also responsible for assisting the Board of Directors with such corporate governance matters as the Board of Directors may request.

In identifying and evaluating nominees for the Board of Directors, the Governance Committee may solicit recommendations from any or all of the following sources: non-management Directors, the Chairman and Chief Executive Officer, other executive officers, third-party search firms or any other source it deems appropriate. In addition, the Governance Committee has established a policy that it will review and consider any Director candidates who have been recommended by securityholders in compliance with certain procedures established by the Governance Committee. The procedures to be followed by securityholders in submitting such recommendations are described in the section entitled *Submission of Securityholder Recommendations for Director Candidates* included in this Proxy Statement. The Governance Committee will review and evaluate the qualifications of any such proposed Director candidate and conduct inquiries it deems appropriate.

The Governance Committee will evaluate all such proposed Director candidates, including those recommended by securityholders in compliance with the procedures established by the Governance Committee, in the same manner, with no regard to the source of the initial recommendation of such proposed Director candidate. When considering a potential candidate for membership on the Board of Directors, the Governance Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Board of Directors, all facts and circumstances that the Governance Committee deems appropriate or advisable, including, among other things, the skills of the proposed Director candidate, his or her availability, depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Board of Directors. At a minimum, each nominee must have high personal and professional integrity, have demonstrated ability and judgment, and be effective, in conjunction with the

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other Directors and nominees, in collectively serving the long-term interests of the stockholders. In addition, the Governance Committee will recommend that the Board select persons for nomination to help ensure that a majority of the Board shall be independent in accordance with NASDAQ rules and each of its Audit, Compensation and Governance Committees shall be comprised entirely of independent directors; provided, however, in accordance with NASDAQ rules, under exceptional and limited circumstances, if a committee has at least three members, the Board may appoint one individual to such committee who does not satisfy the independence standards. Although there is no specific policy regarding the consideration of diversity in identifying director nominees, the Governance Committee may consider whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience. The Governance Committee also may consider whether the nominee has direct experience in the biotechnology, pharmaceutical and/or life sciences industries or in the markets in which the Company operates.

The Board of Directors has determined that all members of the Governance Committee are independent as such term is currently defined by NASDAQ rules.

The Governance Committee Charter is available on the Corporate Governance page in the Investor section of our website at [www.harvardapparatusregen.com](http://www.harvardapparatusregen.com). Please note that the information contained on the website is not incorporated by reference in, or considered to be a part of, this Proxy Statement.

### **The Board's Role in Risk Oversight**

Risks to the Company are discussed by the Board of Directors during the year. Management is responsible for the day-to-day management of risks we face, while the Board, as a whole and through its Committees, oversees risk management. The Audit Committee is responsible for reviewing and discussing with management our policies with respect to risk assessment and risk management. The Board of Directors and the Audit Committee review and discuss, including with management, risks that arise or may arise. For example, the Audit Committee discusses financial risk, including with respect to financial reporting and internal controls, with management and our independent registered public accounting firm and the steps management has taken to minimize those risks. Our Board of Directors also administers its risk oversight function through the required approval by the Board (or a Committee of the Board) of significant transactions and other material decisions.

## **CODE OF BUSINESS CONDUCT AND ETHICS**

The Board of Directors has adopted a Code of Business Conduct and Ethics, which applies to all Directors, officers and employees of our Company and its subsidiaries including, without limitation, the Chairman of the Board and President/Chief Executive Officer and the Chief Financial Officer. The Code of Business Conduct and Ethics is available on the Corporate Governance page in the Investor section of our website at [www.harvardapparatusregen.com](http://www.harvardapparatusregen.com). We intend to post any amendments to or waivers from this Code of Business Conduct and Ethics at this location on its website. Please note, however, that the information contained on the website is not incorporated by reference in, or considered a part of, this Proxy Statement.



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## REPORT OF THE AUDIT COMMITTEE

*Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate this Proxy Statement or any future filing with the Securities and Exchange Commission, in whole or in part, the following report shall not be deemed incorporated by reference into any such filing.*

The undersigned members of the Audit Committee of the Board of Directors of the Company submit this report in connection with the committee's review of the financial reports of the Company for the fiscal year ended December 31, 2014 as follows:

1. The Audit Committee has reviewed and discussed with management the audited financial statements of the Company for the fiscal year ended December 31, 2014.
2. The Audit Committee has discussed with representatives of KPMG LLP the matters required to be discussed with them by applicable requirements of Public Company Accounting Oversight Board Auditing Standard No. 16.
3. The Audit Committee has received the written disclosures and the letter from the independent accountant required by the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee:

John Kennedy, Chairman  
John Canepa  
James McGorry

## EXECUTIVE COMPENSATION

We are an emerging growth company within the meaning of the Jumpstart Our Business Startups Act of 2012. As a result, we have elected to comply with the reduced disclosure requirements applicable to emerging growth companies in accordance with SEC rules. We have only two executive officers, David Green, our Chief Executive Officer, and Thomas McNaughton, our Chief Financial Officer, who are our named executive officers. No compensation was paid to our executive officers during fiscal 2013 through October 31, 2013. During such time periods, our officers were paid by Harvard Bioscience, our former parent, and the expense of such compensation was allocated to us in connection with the preparation of our financial statements. Our obligation to pay compensation to our named executive officers commenced on November 1, 2013 in connection with the execution of their respective employment agreements with our Company and the spin-off of our Company by Harvard Bioscience.

TABLE OF CONTENTS**SUMMARY COMPENSATION TABLE**

The table below summarizes the total compensation paid or earned by each of the named executive officers for services rendered in all capacities, by our Chairman of the Board and Chief Executive Officer and our Chief Financial Officer during the fiscal years ended December 31, 2013 and December 31, 2014. Our obligation to pay compensation to our named executive officers commenced on November 1, 2013 in connection with the execution of their respective employment agreements as well as the spin-off of our Company by Harvard Bioscience.

Name and Principal Position	Year	Salary <sup>(1)</sup>	Option Awards <sup>(2)(3)</sup>	All Other Compensation	Total
David Green	2014	\$504,700		\$29,806 <sup>(4)</sup>	\$534,506
<i>President, Chief Executive Officer, and Chairman of the Board</i>	2013	\$84,117	\$2,240,301	\$4,276 <sup>(5)</sup>	\$2,328,694
Thomas McNaughton	2014	\$309,000		\$16,072 <sup>(6)</sup>	\$325,072
<i>Chief Financial Officer</i>	2013	\$51,500	\$560,075	\$2,139 <sup>(7)</sup>	\$613,714

The 2013 salary amounts reflect that amount earned with respect to our Company for the remainder of fiscal 2013 after the officer's employment commencement date on November 1, 2013. For the period of fiscal 2013 prior to (1) such date, Mr. Green earned \$420,553 in salary and Mr. McNaughton earned \$257,500 in salary in connection with their respective employment by Harvard Bioscience. A portion of the expense of such compensation was allocated to us in connection with the preparation of our financial statements.

(2) Based on the aggregate grant date fair value computed in accordance with the provisions of FASB ASC 718, Compensation - Stock Compensation, excluding the impact of estimated forfeitures. Assumptions used in the calculation of this amount are set forth under 2013 Plan Valuation and Expense Information under Stock-Based-Payment Accounting in Note 13 to our audited financial statements for the fiscal year ended December 31, 2014, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 27, 2015. Amounts shown include values attributable to the portion of performance-based options that have been earned due to the achievement of certain milestones. Assuming all of the milestones of such performance based options were achieved, the value of the related award at the grant date would be \$2,896,686 with respect to Mr. Green and \$724,174 with respect to Mr. McNaughton.

(3) Excludes any value attributable to the grants of stock options and restricted stock units that were issued by our Company in connection with the required adjustment to the similar outstanding equity awards held by such executives and issued by Harvard Bioscience resulting from the impact of the spin-off of our Company by Harvard Bioscience.

(4) Includes \$10,980 for an automobile allowance (as calculated in accordance with Internal Revenue Service guidelines and included as compensation on the W-2), \$17,664 in matching contributions made by the Company to Mr. Green's tax-qualified 401(k) Savings Plan account and premiums in the amount of \$1,162 for life insurance policies.

(5) Includes \$1,830 for personal usage of Company owned automobile (as calculated in accordance with Internal Revenue Service guidelines and included as compensation on the W-2) and \$2,446 in matching contributions made by the Company to Mr. Green's tax-qualified 401(k) Savings Plan account.

(6) Amount represents \$15,450 for matching contributions made by the Company to Mr. McNaughton's tax-qualified 401(k) Savings Plan account and premiums in the amount of \$622 for a life insurance policy.

(7) Amount represents matching contributions made by the Company to Mr. McNaughton's tax-qualified 401(k) Savings Plan account.

## **Discussion of Summary Compensation Table and Related Matters**

### **2014 Executive Compensation**

In the first half of 2014 and the first quarter of 2015, the Compensation Committee reviewed the overall executive compensation of the Company's named executive officers. Based on a variety of factors, including the circumstances of the recent spin-off from Harvard Bioscience, the related separation grants described below, and limited operating history of the Company, with respect to the named executive officers, the

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Compensation Committee elected to not approve any salary increases or cash incentive compensation for 2014, and did not grant any additional long term incentive grants in 2014.

### **2013 Separation Grants**

In connection with their transition to our Company as part of the spin-off of our Company by Harvard Bioscience, Mr.

Green and Mr. McNaughton were granted options to acquire our Common Stock, the Separation Grants. These options were granted on November 18, 2013 and except as noted below with respect to certain Milestone Grants, vest annually in four equal annual installments on January 1 of each year for four consecutive years commencing with the January 1 immediately following the date of grant. The exercise price of these options was \$4.29 and was based on the volume weighted average over the ten (10) trading day period preceding the date of grant. The options granted to Mr.

Green and Mr. McNaughton include (i) an option to acquire 580,502 shares of Common Stock in the case of Mr. Green, and 145,126 shares of Common Stock in the case of Mr. McNaughton, or the Initial Grants, and (ii) an option to acquire 290,251 shares of Common Stock in the case of Mr. Green, and 72,563 shares of Common Stock in the case of Mr. McNaughton, or the Milestone Grants. With respect to the Milestone Grant, each option shall vest in one third increments subject to certain performance milestones established determined by our Board of Directors.

These grants were intended to:

provide the named executive officers an immediate equity interest in our Company in order to align their interests with those of our stockholders; and

induce the named executive officers to execute their employment agreements with our Company and to waive their rights under their employment agreements with Harvard Bioscience to terminate their employment for good reason due to a substantial diminution or other substantive adverse change in their responsibilities, powers, or duties arising from their new roles at our Company.

### **Employment Agreements and Severance and Change in Control Benefits**

On October 31, 2013, we entered into Employment Agreements with Mr. Green and Mr. McNaughton which are described below. The term of these agreements commenced on November 1, 2013.

#### **David Green**

Mr. Green's employment agreement has a term of two years, but shall automatically renew for successive two year periods unless either party provides 90 days notice that it does not wish to extend the agreement. Mr. Green's employment agreement provides for an annual base salary in the amount of five hundred four thousand seven hundred dollars (\$504,700) which shall be reevaluated on an annual basis by the Board of Directors or the Compensation

Committee. Mr. Green will be eligible to receive cash incentive compensation as determined by the Board of Directors or the Compensation Committee, and shall also be eligible to participate in all of our employee benefit plans, including without limitation, retirement plans, stock option plans, and medical insurance plans. Mr. Green is also entitled to a car allowance.

Mr. Green's employment agreement also provides for payments to be made to Mr. Green in the event of his termination under certain circumstances. If Mr. Green's employment is terminated by us without cause (as such term is defined in Mr. Green's employment agreement) or by Mr. Green for good reason (as such term is defined in Mr. Green's employment agreement), we are obligated to pay Mr. Green two times the sum of his average annual base salary for the prior three fiscal years or annual salary for the prior fiscal year, whichever is higher, and his average annual cash incentive compensation for the prior three fiscal years or annual cash incentive compensation for the prior

fiscal year, whichever is higher. Such payment is conditioned upon Mr. Green's execution of a general release of claims against us. In addition, all of Mr. Green's stock options or stock-based awards that would otherwise vest within the 24 month period following such termination shall accelerate and become immediately exercisable. We shall continue to pay health insurance premiums for health insurance coverage for Mr. Green and his immediate family for a period of one year following his termination without cause or for good reason.

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Mr. Green may also be entitled to certain payments in the event of a change in control of our Company following the spin-off of our Company by Harvard Bioscience. If Mr. Green's employment is terminated by us without cause or by Mr. Green for good reason within 18 months of a change in control of our Company, Mr. Green is entitled to receive a lump sum cash payment in an amount equal to three times the sum of Mr. Green's most recent annual salary and his most recent cash incentive compensation. In addition, in the event of a change in control, all of Mr. Green's stock options or stock based awards shall accelerate and become immediately exercisable. We shall continue to pay health insurance premiums for health insurance coverage for Mr. Green and his immediate family for a period of one year following his termination as a result of a change in control. Mr. Green will not be entitled to severance payments unless mutually agreed upon in writing if Mr. Green is terminated for cause, due to death or disability, or he terminates his employment without good reason. In the event Mr. Green is terminated due to death or disability, we shall continue to pay health insurance premiums for health insurance coverage for Mr. Green and his immediate family for a period of one year following his termination. Mr. Green is also eligible to receive a gross up payment in the event that any amounts received pursuant to the terms of his employment agreement are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended, or any interest or penalties on such excise tax are incurred by Mr. Green. Such payment shall be equal to the amount of (i) the excise tax, (ii) any federal, state or local tax resulting from the gross up payment and (iii) any interest and/or penalties assessed with respect to such excise tax. Pursuant to the terms of his employment agreement, Mr. Green is also subject to certain confidentiality, non-solicitation and non-competition obligations. The non-solicitation and non-competition obligations survive during the term of his agreement and for a period of 12 months thereafter.

For purposes of Mr. Green's employment agreement, cause shall mean: (A) conduct by Mr. Green constituting a material act of willful misconduct in connection with the performance of his duties; (B) criminal or civil conviction of Mr. Green, a plea of nolo contendere by Mr. Green or conduct by Mr. Green that would reasonably be expected to result in material injury to our reputation if he were retained in his position with us; (C) continued, willful and deliberate non-performance by Mr. Green of his duties; (D) a breach by Mr. Green of his confidentiality, non-solicitation and non-competition obligations to us; or (E) a violation by Mr. Green of our employment policies. For purposes of Mr. Green's employment agreement, good reason shall mean the occurrence of any of the following events: (A) a substantial diminution or other substantive adverse change, not consented to by Mr. Green, in his responsibilities, powers, or duties; (B) any removal of Mr. Green's title of President and Chief Executive Officer; (C) an involuntary reduction in Mr. Green's annual salary except for across-the-board reductions similarly affecting substantially all management employees; (D) a breach by us of any of our other material obligations under Mr. Green's employment agreement; (E) the involuntary relocation of our offices at which Mr. Green is principally employed to a location more than 30 miles from our current offices; or (F) our failure to obtain the agreement from any successor company to us to assume and agree to perform Mr. Green's employment agreement.

## **Thomas McNaughton**

Mr. McNaughton's employment agreement will have a term of two years, but shall automatically renew for successive two year periods unless either party provides 90 days' notice that it does not wish to extend the agreement. Mr. McNaughton's employment agreement provides for an annual base salary in the amount of three hundred nine thousand dollars (\$309,000) which shall be reevaluated on an annual basis by the Board of Directors or the compensation committee. Mr. McNaughton will be eligible to receive cash incentive compensation as determined by the Board of Directors or the compensation committee, and shall also be eligible to participate in all of our employee benefit plans, including without limitation, retirement plans, stock option plans, stock purchase plans and medical insurance plans.

Mr. McNaughton's employment agreement also provides for payments to be made to Mr. McNaughton in the event of

his termination under certain circumstances. If Mr. McNaughton's employment is terminated by us without cause (as such term is defined in Mr. McNaughton's employment agreement) or by Mr. McNaughton for good reason (as such term is defined in Mr. McNaughton's employment agreement), we are obligated to pay Mr. McNaughton the sum of his average annual base salary for the prior three fiscal years or annual salary for the prior fiscal year, whichever is higher, and his average annual cash incentive compensation for the prior three fiscal years or annual cash incentive compensation for the prior

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fiscal year, whichever is higher. Such payment is conditioned upon Mr. McNaughton's execution of a general release of claims against us. In addition, all of Mr. McNaughton's stock options or stock based awards that would otherwise vest within the 18 month period following such termination shall accelerate and become immediately exercisable. We shall continue to pay health insurance premiums for health insurance coverage for Mr. McNaughton and his immediate family for a period of one year following his termination without cause or for good reason.

Mr. McNaughton may also be entitled to certain payments in the event of a change in control of our Company following the spin-off of our Company by Harvard Bioscience. If Mr. McNaughton's employment is terminated by us without cause or by Mr. McNaughton for good reason within 18 months of a change in control of our Company, Mr. McNaughton is entitled to receive a lump sum cash payment in an amount equal to the sum of Mr. McNaughton's most recent annual salary and his most recent cash incentive compensation. In addition, in the event of a change in control, all of Mr. McNaughton's stock options or stock based awards shall accelerate and become immediately exercisable. We shall continue to pay health insurance premiums for health insurance coverage for Mr. McNaughton and his immediate family for a period of one year following his termination as a result of a change in control.

Mr. McNaughton will not be entitled to severance payments unless mutually agreed upon in writing if Mr. McNaughton is terminated for cause, due to death or disability, or he terminates his employment without good reason. In the event Mr. McNaughton is terminated due to death or disability, we shall continue to pay health insurance premiums for health insurance coverage for Mr. McNaughton and his immediate family for a period of one year following his termination.

Mr. McNaughton is also eligible to receive a gross up payment in the event that any amounts received pursuant to the terms of his employment agreement are subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended, or any interest or penalties on such excise tax are incurred by Mr. McNaughton. Such payment shall be equal to the amount of (i) the excise tax, (ii) any federal, state or local tax resulting from the gross up payment and (iii) any interest and/or penalties assessed with respect to such excise tax. Pursuant to the terms of his employment agreement, Mr. McNaughton is also subject to certain confidentiality, non-solicitation and non-competition obligations. The non-solicitation and non-competition obligations survive during the term of his agreement and for a period of 12 months thereafter.

For purposes of Mr. McNaughton's employment agreement, "cause" shall mean: (A) conduct by Mr. McNaughton constituting a material act of willful misconduct in connection with the performance of his duties; (B) criminal or civil conviction of Mr. McNaughton, a plea of nolo contendere by Mr. McNaughton or conduct by Mr. McNaughton that would reasonably be expected to result in material injury to our reputation if he were retained in his position with us; (C) continued, willful and deliberate non-performance by Mr. McNaughton of his duties; (D) a breach by Mr. McNaughton of his confidentiality, non-solicitation and non-competition obligations to us; or (E) a violation by Mr. McNaughton of our employment policies.

For purposes of Mr. McNaughton's employment agreement, "good reason" shall mean the occurrence of any of the following events: (A) a substantial diminution or other substantive adverse change, not consented to by Mr. McNaughton, in his responsibilities, powers, or duties; (B) any removal of Mr. McNaughton's title of Chief Financial Officer; (C) an involuntary reduction in Mr. McNaughton's annual salary except for across-the-board reductions similarly affecting substantially all management employees; (D) a breach by us of any of our other material obligations under Mr. McNaughton's employment agreement; (E) the involuntary relocation of our offices at which Mr. McNaughton is principally employed to a location more than 30 miles from our current offices; or (F) our failure to obtain the agreement from any successor company to us to assume and agree to perform Mr. McNaughton's employment agreement.



## **Retirement and Other Benefits**

We have established a 401(k) tax-deferred savings plan, which permits participants, including our named executive officers, to make contributions by salary deduction pursuant to Section 401(k) of the Internal Revenue Code. We are responsible for administrative costs of the 401(k) plan. We may, in our discretion, make matching contributions to the 401(k) plan. In addition, all full-time employees, including our named executive officers, may participate in our health and welfare benefit programs, including medical coverage, vision coverage, dental coverage, disability insurance, and life insurance.

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## REPORT OF THE COMPENSATION COMMITTEE

Under rules of the Securities and Exchange Commission, as a Smaller Reporting Company, we are not required to provide a report of the Compensation Committee.

### DIRECTOR COMPENSATION

We use a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on our Board. In setting director compensation, the Board of Directors and the Compensation Committee consider the significant amount of time that Directors expend in fulfilling their duties to the Company as well as the skill-level required by the Company of members of the Board.

Directors who are also employees of the Company receive no additional compensation for service as a Director.

All of our existing non-employee directors received a non-qualified stock option to purchase 25,000 shares of our Common Stock vesting one year from the date of grant and granted on the eleventh trading day following November 1, 2013, being the date of our spin-off from Harvard Bioscience. Each non-employee director that is elected to our Board of Directors following November 1, 2013, will receive a non-qualified stock option to purchase 25,000 shares of our Common Stock vesting one year from the date of grant and granted on the fifth business day following his or her initial election to the Board of Directors.

Each non-employee director also receives an annual retainer of \$30,000 paid in four equal quarterly installments. Each non-employee director is also entitled to receive a non-qualified stock option to purchase 25,000 shares of our Common Stock vesting one year from the date of grant and granted on the fifth business day following our annual meeting of stockholders.

Based on a variety of factors, including the Compensation Committee's election to not approve any salary increases, long term incentive grants or any bonuses for the named executive officers for 2014, each member of the Board of Directors elected to waive such annual grants for 2014.

Non-employee Directors continue to be reimbursed for their expenses incurred in connection with attending Board and committee meetings.

### Director Compensation Table

The following table presents the compensation provided by us to the non-employee Directors who served during the fiscal year ended December 31, 2014.

Name <sup>(1)</sup>	Fees earned or paid in cash (\$)	Option awards (\$) <sup>(2)(3)(4)</sup>	Total (\$)
John J. Canepa	\$ 30,000		\$ 30,000
John F. Kennedy	\$ 30,000		\$ 30,000
James J. McGorry	\$ 30,000		\$ 30,000

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Thomas H. Robinson

\$ 30,000

\$ 30,000

David Green, our Chairman of the Board and Chief Executive Officer is not included in this table as he is our (1)employee and thus receives no compensation for his service as a Director. The compensation received by Mr. Green as an employee of the Company is shown in the Summary Compensation Table later in the proxy statement. Based on the aggregate grant date fair value computed awards in accordance with the provisions of FASB ASC 718, Compensation Stock Compensation excluding the impact of estimated forfeitures. Assumptions used in the calculation of this amount are included under 2013 Plan Valuation and Expense Information under Stock-Based-Payment Accounting in Note 13 to our audited financial statements for the fiscal year ended (2)December 31, 2014, included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 27, 2015. Also, with respect to Mr. Kennedy, this excludes any value attributable to the grants of stock options and restricted stock units that were issued by our Company in connection with the required adjustment to the similar outstanding equity awards held by him and issued by Harvard Bioscience resulting from the impact of the spin-off of our Company by Harvard Bioscience.

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The aggregate number of option awards outstanding at our 2014 fiscal year end and held by the non-employee Directors were as follows: 25,000 for Mr. Canepa; 31,412 for Mr. Kennedy; 25,000 for Mr. McGorry; and 25,000 for Mr. Robinson. At our 2014 fiscal year end, Mr. Kennedy also held 154 restricted stock units issued by our (3) Company. With respect to Mr. Kennedy, these holdings include grants of stock options (6,412) and restricted stock units (154) that were issued by our Company in connection with the required adjustment to the similar outstanding equity awards held by him and issued by Harvard Bioscience resulting from the impact of the spin-off of our Company by Harvard Bioscience.

(4) As noted above, each member of the Board of Directors elected to waive the annual option grants for 2014.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2014

The following table sets forth information concerning the number and value of exercisable and unexercisable options to purchase Common Stock, and the number of restricted stock units held by our named executive officers as of December 31, 2014.

	Option Awards <sup>(1)</sup>			Option Exercise Price (\$)	Option Expiration Date	Restricted Stock Units <sup>(1)</sup>	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable				Number of Securities Underlying Restricted Stock Units	
David Green	145,125	435,377	(2)	\$ 4.29	11/18/2023		
	96,750	193,501	(3)	\$ 4.29	11/18/2023		
	1,109	3,325	(4)	\$ 5.22	5/31/2023	1,725	(7)
	4,712	4,712	(5)	\$ 3.67	6/1/2022	2,454	(8)
	4,465	1,489	(6)	\$ 5.79	6/2/2021	743	(9)