

Harvard Apparatus Regenerative Technology, Inc.  
Form 10-Q  
August 14, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

**x**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended June 30, 2015

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from to

Commission file number 001-35853

**HARVARD APPARATUS**

**REGENERATIVE TECHNOLOGY,**

**INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware 45-5210462  
(State or Other Jurisdiction of (IRS Employer  
Incorporation or Organization) Identification No.)

84 October Hill Road, Suite 11, Holliston, MA 01746  
(Address of Principal Executive Offices) (Zip Code)

**(774) 233-7300**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  YES  NO

As of August 12, 2015, there were 12,023,335 shares of common stock, par value \$0.01 per share, outstanding.

**HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC.**

**Form 10-Q**

**For the Quarter Ended June 30, 2015**

**INDEX**

|   | <b>Page</b> |
|---|-------------|
| <b><u>PART I-FINANCIAL INFORMATION</u></b>  | <b>3</b>    |
| Item 1. <u>Financial Statements</u>   | 3           |
| <u>Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014 (unaudited)</u>  | 3           |
| <u>Consolidated Statements of Operations and Comprehensive Loss for the Three and Six Months Ended June 30, 2015 and 2014 (unaudited)</u> | 4           |
| <u>Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2015 and 2014 (unaudited)</u>                                  | 5           |
| <u>Notes to Unaudited Consolidated Financial Statements</u>   | 6           |
| Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>                                      | 11          |
| Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>   | 15          |
| Item 4. <u>Controls and Procedures</u>  | 15          |
| <b><u>PART II-OTHER INFORMATION</u></b>   | <b>15</b>   |
| Item 1A. <u>Risk Factors</u>  | 15          |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>  | 15          |
| Item 6. <u>Exhibits</u>   | 16          |
| <b><u>SIGNATURES</u></b>  | <b>17</b>   |

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC.****CONSOLIDATED BALANCE SHEETS****(unaudited, in thousands, except par value and share data)**

|   | June 30,<br>2015 | December 31,<br>2014 |
|---|------------------|----------------------|
| <b>ASSETS</b>   |                  |                      |
| Current assets:   |                  |                      |
| Cash  | \$10,127         | \$ 5,272             |
| Related party receivables   | -                | 27                   |
| Accounts receivable   | 81               | 5                    |
| Raw material inventory, net   | 201              | 207                  |
| Prepaid expenses  | 173              | 317                  |
| Total current assets  | 10,582           | 5,828                |
| Property, plant and equipment, net of accumulated depreciation of \$837 and \$611, respectively   | 1,199            | 1,376                |
| Total non-current assets  | 1,199            | 1,376                |
| Total assets  | \$11,781         | \$ 7,204             |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                  |                      |
| Current liabilities:  |                  |                      |
| Accounts payable  | \$317            | \$ 370               |
| Related party payable   | 55               | 16                   |
| Accrued and other current liabilities   | 218              | 324                  |
| Total current liabilities   | 590              | 710                  |
| Total non-current liabilities   | -                | -                    |
| Total liabilities   | 590              | 710                  |
| Commitments and contingencies (note 7)  |                  |                      |
| Stockholders' equity:   |                  |                      |
| Convertible preferred stock, par value \$0.01 per share, 2,000,000 shares authorized; 695,857 and 0 shares issued and 490,578 and 0 outstanding, respectively | 3,777            | -                    |
|   | 110              | 79                   |

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Common stock, par value \$0.01 per share, 30,000,000 shares authorized; 10,974,388 and 7,856,607 shares issued and outstanding, respectively

|   |          |           |
|---|----------|-----------|
| Additional paid-in capital                    | 27,468   | 19,449    |
| Accumulated deficit                           | (20,157) | (13,035 ) |
| Accumulated other comprehensive (loss) income | (7 )     | 1         |
| Total stockholders' equity                    | 11,191   | 6,494     |
| Total liabilities and stockholders' equity    | \$11,781 | \$ 7,204  |

See accompanying notes to unaudited consolidated financial statements.

**HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS****(unaudited, in thousands, except per share data)**

|   | Three Months ended<br>June 30, |            | Six Months ended<br>June 30, |            |
|---|--------------------------------|------------|------------------------------|------------|
|   | 2015                           | 2014       | 2015                         | 2014       |
| Revenues  | \$ 73                          | \$ 23      | \$ 73                        | \$ 46      |
| Cost of revenues                                  | 37                             | 12         | 37                           | 24         |
| Gross profit                                      | 36                             | 11         | 36                           | 22         |
| Operating expenses:                               |                                |            |                              |            |
| Research and development                          | 1,053                          | 1,214      | 2,235                        | 2,431      |
| Sales and marketing                               | 83                             | 88         | 190                          | 164        |
| General and administrative                        | 3,399                          | 1,242      | 4,730                        | 2,966      |
| Total operating expenses                          | 4,535                          | 2,544      | 7,155                        | 5,561      |
| Operating loss                                    | (4,499 )                       | (2,533 )   | (7,119 )                     | (5,539 )   |
| Other expense, net                                | -                              | -          | (3 )                         | -          |
| Loss before income taxes                          | (4,499 )                       | (2,533 )   | (7,122 )                     | (5,539 )   |
| Income taxes                                      | -                              | -          | -                            | -          |
| Net loss  | \$(4,499 )                     | \$(2,533 ) | \$(7,122 )                   | \$(5,539 ) |
| Basic and diluted net loss per share              | \$(0.44 )                      | \$(0.32 )  | \$(0.74 )                    | \$(0.71 )  |
| Weighted average common shares, basic and diluted | 10,303                         | 7,816      | 9,592                        | 7,788      |
| Comprehensive loss:                               |                                |            |                              |            |
| Net loss  | \$(4,499 )                     | \$(2,533 ) | \$(7,122 )                   | \$(5,539 ) |
| Foreign currency translation adjustments          | 1                              | 6          | (8 )                         | 3          |
| Total comprehensive loss                          | \$(4,498 )                     | \$(2,527 ) | \$(7,130 )                   | \$(5,536 ) |

See accompanying notes to unaudited consolidated financial statements.

**HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(unaudited, in thousands)**

|   | Six Months ended June |             |
|---|-----------------------|-------------|
|   | 30,                   | 2014        |
|   | 2015                  | 2014        |
| Cash flows used in operating activities:                                    |                       |             |
| Net loss:   | \$ (7,122 )           | \$ (5,539 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                       |             |
| Stock-based compensation expense  | 3,183                 | 1,471       |
| Depreciation  | 226                   | 151         |
| Changes in operating assets and liabilities:                                |                       |             |
| Decrease (increase) in related party receivables                            | 27                    | (60 )       |
| Increase in accounts receivable   | (76 )                 | -           |
| Decrease (Increase) in inventories  | 6                     | (108 )      |
| Decrease in prepaid expenses  | 144                   | 65          |
| (Decrease) increase in accounts payable                                     | (83 )                 | 71          |
| (Increase) decrease in related party payable                                | 39                    | (49 )       |
| (Decrease) increase in accrued and other current liabilities                | (54 )                 | 189         |
| Net cash used in operating activities                                       | (3,710 )              | (3,809 )    |
| Cash flows used in investing activities:                                    |                       |             |
| Additions to property, plant and equipment                                  | (21 )                 | (495 )      |
| Net cash used in investing activities                                       | (21 )                 | (495 )      |
| Cash flows from financing activities:                                       |                       |             |
| Proceeds from issuance of convertible preferred stock, net                  | 5,357                 | -           |
| Proceeds from issuance of common stock, net                                 | 3,237                 | 358         |
| Net cash provided by financing activities                                   | 8,594                 | 358         |
| Effect of exchange rate changes on cash                                     | (8 )                  | 3           |
| Net increase (decrease) in cash   | 4,855                 | (3,943 )    |
| Cash at the beginning of the period   | 5,272                 | 14,008      |
| Cash at the end of the period   | \$ 10,127             | \$ 10,065   |

See accompanying notes to unaudited consolidated financial statements.

## **HARVARD APPARATUS REGENERATIVE TECHNOLOGY, INC.**

### **NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

#### **1. Overview and Basis of Presentation**

##### ***Overview***

Harvard Apparatus Regenerative Technology, Inc. (“HART” or the “Company”) is a biotechnology company developing bioengineered organs for life-threatening conditions. The Company’s technology initially is focused on restoring organ function to a patient’s airways or esophagus. Since inception, the Company has devoted substantially all of its efforts to business planning, research and development, recruiting management and technical staff, and acquiring operating assets.

HART was incorporated in Delaware on May 3, 2012 by Harvard Bioscience, Inc. (“Harvard Bioscience”), as a wholly-owned subsidiary, to provide a means for separating Harvard Bioscience’s regenerative medicine business from its other businesses.

On October 31, 2013, Harvard Bioscience contributed its regenerative medicine business assets, plus \$15 million of cash, into HART (the “Separation”). On November 1, 2013, the spin-off of the Company from Harvard Bioscience was completed. On that date, the Company became an independent company that operates the regenerative medicine business previously owned by Harvard Bioscience. The spin-off was completed through the distribution to Harvard Bioscience stockholders of all the shares of common stock of HART (the “Distribution”).

##### ***Basis of Presentation***

Basic and diluted shares outstanding are the same for each period presented as all common stock equivalents would be antidilutive due to the net losses incurred. The financial statements reflect the Company’s financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States (“GAAP”).

##### ***Unaudited Interim Financial Information***

The accompanying interim balance sheet as of June 30, 2015 and consolidated statements of operations and comprehensive loss for the three and six months ended June 30, 2015 and 2014 are unaudited. The accompanying interim consolidated statements of cash flows for the six months ended June 30, 2015 and 2014 are unaudited. The interim unaudited consolidated financial statements have been prepared in accordance with GAAP on the same basis as the annual audited financial statements and, in the opinion of management, reflect all adjustments necessary for a fair statement of the Company's financial position as of June 30, 2015, its results of operations for the three and six months ended June 30, 2015 and 2014, and the Company's consolidated statements of cash flows for the six months ended June 30, 2015 and 2014. The financial data and other information disclosed in these notes related to the six month periods ended June 30, 2015 and 2014 are unaudited. The results for the three and six months ended June 30, 2015 and 2014 are not necessarily indicative of results to be expected for the year ending December 31, 2015, any other interim periods or any future year or period.

## **2. Summary of Significant Accounting Policies and Recently Issued Accounting Pronouncements**

The accounting policies underlying the accompanying unaudited consolidated financial statements are those set forth in Note 2 to the financial statements for the year ended December 31, 2014 included in the Company's Annual Report on Form 10-K.

There are no other recently issued accounting standards that are not yet effective that the Company believes would materially impact the financial statements.

### **3. Capital Stock, Financing and Liquidity**

On February 18, 2015 the Company closed an underwritten public offering of 2,070,000 registered shares of its common stock, at a price to the public of \$1.75 per share, and 695,857 registered shares of its \$0.01 par Series B Convertible Preferred Stock (“Series B”) at a price to the public of \$8.75 per share. The Series B is convertible into five shares of common stock at the option of the holder, subject to certain limitations related to the holder’s ownership percentage of the Company’s outstanding common stock. The Series B will vote with the common stock on all matters on an as-converted basis, and has no preference to the common shares in respect of dividends, voting, liquidation or otherwise. Gross proceeds from the offering were \$9.7 million and underwriters’ fees and issuance costs totaled \$1.1 million. Thus, the Company generated net proceeds of \$8.6 million from the underwritten public offering.

During the three and six months ended June 30, 2015 180,743 and 205,279 shares of Series B Convertible Preferred Stock were converted into 903,715 and 1,026,395 shares of common stock, respectively. From July 1, 2015 through August 14, 2015, the date of this filing, 209,314 additional shares of Series B Convertible Preferred Stock were converted into 1,046,570 shares of common stock.

The Company has incurred net losses of \$39.4 million since inception through June 30, 2015. The Company is currently investing significant resources in development and commercialization of products for use in the field of regenerative medicine. The Company expects to continue to incur operating losses and negative cash flows from operations. Management believes that the Company’s cash at June 30, 2015 will be sufficient to meet the Company’s obligations for at least the next twelve months based on management’s current business plans.

### **4. Related Party Transactions**

During the three months ended June 30, 2015, the Company recognized \$165,000 in recruiting expense related to professional search fees to RobinsonButler, an executive recruiting consultancy firm where Tom Robinson, a member of the Company’s Board of Directors, is a partner. RobinsonButler was retained by the Company’s Board of Directors to complete the search for the Company’s CEO and President. As of June 30, 2015 \$55,000 is reflected in the consolidated balance sheet as a related party payable to RobinsonButler.

#### ***Agreements with Harvard Bioscience***

From inception through April 17, 2015, Harvard Bioscience was considered to be a related party to the Company because David Green, the Company’s former Chairman and CEO, was also a director of Harvard Bioscience. After Mr. Green’s April 17, 2015 resignation as Chairman and CEO of HART, Harvard Bioscience is no longer considered a

related party. Mr. Green is still a member of the Boards of Directors of both HART and Harvard Bioscience.

In connection with the Separation of the Company from Harvard Bioscience, on October 31, 2013 the Company entered into a series of agreements with Harvard Bioscience, including a separation and distribution agreement, a transition services agreement, a tax sharing agreement, a sublicense agreement, a product distribution agreement, an intellectual property matters agreement and a sublease agreement. Some of these agreements require the Company to pay fees to Harvard Bioscience for services provided subsequent to the Separation. The transition services agreement expired on November 1, 2014. Expenses recorded under these agreements were \$0.1 million and \$0.2 million for the three and six months ended June 30, 2014, respectively. Expenses recorded under these agreements for the periods of April 1, 2015 through April 17, 2015, and January 1, 2015 through April 17, 2015, were \$9,000 and \$51,000, respectively.

## **5. Concentrations**

At the time of the Separation, the Company entered into a 10-year product distribution agreement with Harvard Bioscience under which each company will become the exclusive distributor for the other party for products such other party develops for sale in the markets served by the other. In addition, Harvard Bioscience has agreed that except for certain existing activities of its German subsidiary, to the extent that any Harvard Bioscience businesses desire to resell or distribute any bioreactor that is then manufactured by HART, HART will be the exclusive manufacturer of such bioreactors and Harvard Bioscience will purchase such bioreactors from the Company. Sales to Harvard Bioscience accounted for 100% of the Company's revenues and trade receivables.

## 6. Stock-Based Compensation

HART maintains the 2013 Equity Incentive Plan (the “2013 Plan”) for the benefit of certain of its officers, directors and employees. The securities underlying all options and awards granted under the 2013 Plan consist of shares of HART common stock. Additionally, equity awards related to shares of the Company’s common stock were issued from the 2013 Plan at the time of the Distribution to the holders of Harvard Bioscience equity awards as part of an adjustment (the “Adjustment”) to those equity awards to prevent a loss of value to the holders due to the Distribution.

Harvard Bioscience award holders were also issued stock-based compensation awards in HART stock options and restricted stock units. HART recognizes compensation expense on those awards to former Harvard Bioscience employees who now are employed by HART, and does not recognize expense on the Adjustment awards given to individuals not now employed by HART. Additionally, HART records expense on grants made under the 2013 Plan to HART officers, directors and employees granted subsequent to the Adjustment.

Harvard Bioscience maintains the Third Amended and Restated 2000 Stock Option and Incentive Plan, (as amended, the “Harvard Bioscience Plan”) for the benefit of certain of its officers, directors and employees. The securities underlying all options and awards granted under the Harvard Bioscience Plan consist of shares of Harvard Bioscience common stock. HART continues to record the expense on stock-based awards of Harvard Bioscience stock options and restricted stock units, issued by Harvard Bioscience, to former Harvard Bioscience employees now employed by HART.

### *Harvard Apparatus Regenerative Technology, Inc. 2013 Equity Incentive Plan*

The 2013 Plan was adopted by the Board of Directors on October 11, 2013. The aggregate number of shares authorized for issuance under the Plan is 3,640,000 shares of common stock. The Company currently has 3,640,000 shares of its common stock reserved for the issuance, exercise or vesting of awards under the 2013 Plan. During the six months ended June 30, 2015, all options granted under the 2013 Plan were at exercise prices equal to or greater than fair market value of the Company’s common stock on the date of grant.

The following is a summary of stock option and restricted stock unit activity for the six months ended June 30, 2015:

| Stock Options |                                 | Restricted Stock Units |                       |
|---------------|---------------------------------|------------------------|-----------------------|
| Stock Options | Weighted Average Exercise Price | Restricted Stock       | Grant Date Fair Value |

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|                              | Outstanding |         | Units<br>Outstanding |         |
|------------------------------|-------------|---------|----------------------|---------|
| Balance at December 31, 2014 | 2,006,980   | \$ 4.73 | 7,980                | \$ 6.00 |
| Granted                      | 734,000     | 3.15    | -                    | -       |
| Exercised                    | -           | -       | -                    | -       |
| Vested (RSUs)                | -           | -       | (6,721 )             | 6.00    |
| Cancelled/forfeited          | (331,547 )  | 4.29    | (154 )               | 6.00    |
| Balance at June 30, 2015     | 2,409,433   | \$ 4.31 | 1,105                | \$ 6.00 |

8

The following assumptions were used to estimate the fair value of stock options granted during the three and six months ended June 30, 2015:

|                         | Three Months Ended<br>June 30, 2015 |   | Six Months Ended<br>June 30, 2015 |   |
|-------------------------|-------------------------------------|---|-----------------------------------|---|
| Volatility              | 76                                  | % | 79                                | % |
| Risk-free interest rate | 1.59                                | % | 1.67                              | % |
| Expected holding period | 5.92 years                          |   | 6.12 years                        |   |
| Dividend Yield          | -                                   | % | -                                 | % |

The weighted average fair values of the options granted under the 2013 Plan during the six months ended June 30, 2015 was \$1.82, using the Black-Scholes option-pricing model.

Stock-based compensation expense for the three and six months ended June 30, 2015 and 2014, respectively, was allocated as follows:

|                                | Three Months Ended June 30, |        | Six Months Ended June 30, |          |
|--------------------------------|-----------------------------|--------|---------------------------|----------|
|                                | 2015                        | 2014   | 2015                      | 2014     |
|                                | (in thousands)              |        | (in thousands)            |          |
| Research and development       | \$ 132                      | \$ 26  | \$ 353                    | \$ 313   |
| Sales and marketing            | 11                          | -      | 51                        | 65       |
| General and administrative     | 2,194                       | 89     | 2,568                     | 731      |
| Total stock-based compensation | \$ 2,337                    | \$ 115 | \$ 2,972                  | \$ 1,109 |

The Company did not capitalize any stock-based compensation related to the 2013 Plan.

In April 2015, David Green resigned as Chief Executive Officer, President and Chairman of the Board of Directors of HART. Mr. Green remained a member of the Board of Directors. Under the terms of Mr. Green's employment agreement, certain equity awards immediately vested upon his resignation. This acceleration of vesting resulted in a non-cash stock based compensation expense of approximately \$1.0 million being recognized in April, 2015. Mr. Green's employment agreement also entitled him to a cash payment equal to two years of his salary, or approximately \$1.0 million. The Company and Mr. Green agreed to a modification to accelerate vesting on certain options and extend the exercise period on those and other vested stock options in lieu of the cash payment. These modifications resulted in an additional non-cash stock based compensation expense related to Mr. Green of approximately \$1.1 million being recorded in April, 2015. Of the modified options, 387,000 were vested prior to resignation, 290,252

were vested as a result of the resignation and as such required no modification to vesting, and 48,375 options were modified to vest immediately. All 725,627 modified options retained their original exercise price of \$4.29 and had the time period during which they could be exercised extended from 30 days from resignation to 7 years. All of Mr. Green's options to buy shares of Harvard Bioscience stock issued under the Harvard Bioscience plan remain outstanding and the Company will continue to record the associated expense on them as long as Mr. Green provides service to HART in his position on the Board of Directors.

*Harvard Bioscience Plan Award Information*

The following is a summary of stock option and restricted stock unit activity for the three months ended June 30, 2015:

|                              | Stock Options             |                                 | Restricted Stock Units             |                       |
|------------------------------|---------------------------|---------------------------------|------------------------------------|-----------------------|
|                              | Stock Options Outstanding | Weighted Average Exercise Price | Restricted Stock Units Outstanding | Grant Date Fair Value |
| Balance at December 31, 2014 | 2,122,648                 | \$ 2.84                         | 171,557                            | \$ 4.41               |
| Granted                      | -                         | -                               | -                                  | -                     |
| Exercised                    | (918,646 )                | 2.73                            |                                    |                       |
| Vested (RSUs)                |                           |                                 | (88,648 )                          | 4.52                  |
| Cancelled/forfeited          | (6,585 )                  | 3.64                            | -                                  | -                     |
| Balance at June 30, 2015     | 1,197,417                 | \$ 2.92                         | 82,909                             | \$ 4.30               |

Stock-based compensation expense from the Harvard Bioscience Plan for the three and six months ended June 30, 2015 and 2014, respectively, was allocated as follows:

|                                | Three Months Ended June 30, |        | Six Months Ended June 30, |        |
|--------------------------------|-----------------------------|--------|---------------------------|--------|
|                                | 2015                        | 2014   | 2015                      | 2014   |
|                                | (in thousands)              |        | (in thousands)            |        |
| Research and development       | \$ 10                       | \$ 11  | \$ 20                     | \$ 31  |
| Sales and marketing            | 3                           | 4      | 6                         | 7      |
| General and administrative     | 95                          | 165    | 186                       | 324    |
| Total stock-based compensation | \$ 108                      | \$ 180 | \$ 212                    | \$ 362 |

The Company did not capitalize any stock-based compensation related to the Harvard Bioscience Plan.

**7. Commitments and Contingencies**

From time to time, the Company may be involved in various claims and legal proceedings arising in the ordinary course of business. There are no such matters pending that the Company expects to be material in relation to its business, financial condition, and results of operations or cash flows.

## **8. Subsequent Events**

Effective July 6, 2015, James McGorry was appointed President and Chief Executive Officer of the Company. Mr. McGorry has served as a member of the Company's Board of Directors since February 25, 2013 and will continue to serve on the Board.

Pursuant to his employment agreement, Mr. McGorry receives an annual salary of \$375,000, and is eligible to receive cash incentive compensation. On July 6, 2015, Mr. McGorry also received nonqualified stock options to purchase 671,400 shares of the Company's common stock with an exercise price of \$1.38, the closing price of the Company's stock on the date of grant. This option vests in four equal installments on January 1 of each year for four consecutive years commencing with January 1, 2016, subject to continued employment. These options are also subject to accelerated vesting under certain conditions related to employment with the Company.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### ***Forward Looking Statements***

*This Quarterly Report on Form 10-Q contains statements that are not statements of historical fact and are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). The forward-looking statements are principally, but not exclusively, contained in "Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements include, but are not limited to, statements about management's confidence or expectations, and our plans, objectives, expectations and intentions that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "goals," "sees," "estimates," "projects," "predicts," "intends," "think," "potential," "objectives," "optimistic," "strategy," and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Factors that may cause our actual results to differ materially from those in the forward-looking statements include our ability to obtain and maintain regulatory approval for our HART-Trachea, as well as the bioreactors, scaffolds and other devices and product candidates we pursue; the success of our collaborations, clinical trials and pre-clinical development efforts and programs, which success may not be achieved on a timely basis or at all; the number of patients who can be treated with our products; the amount and timing of costs associated with our development of bioreactors, scaffolds and other devices and products; our failure to comply with regulations and any changes in regulations; our ability to access debt and equity markets and raise additional funds when needed; unpredictable difficulties or delays in the development of new technology; our collaborators or other third parties we contract with, including with respect to conducting any clinical trial, not devoting sufficient time and resources to successfully carry out their duties or meet expected deadlines; our ability to attract and retain qualified personnel and key employees and retain senior management; potential liability exposure with respect to our products; our inability to operate effectively as a stand-alone, publicly traded company; the actual costs of separation may be higher than expected; the availability and price of acceptable raw materials and components from third-party suppliers; difficulties in obtaining or retaining the management and other human resource competencies that we need to achieve our business objectives; increased competition in the field of regenerative medicine and the financial resources of our competitors; our ability to obtain and maintain intellectual property protection for our device and product candidates; our inability to implement our growth strategy; plus factors described under the heading "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission (the "SEC") on March 27, 2015 or described in our other public filings. Our results may also be affected by factors of which we are not currently aware. We may not update these forward-looking statements, even though our situation may change in the future, unless we have obligations under the federal securities laws to update and disclose material developments related to previously disclosed information.*

### **Overview**

## ***Our Business***

We are a clinical-stage regenerative medicine company developing life-saving regenerated organs for transplant. Our technology initially is focused on restoring organ function to a patient's airways or esophagus. Our central focus continues to be the development of bioengineered organs for life-threatening conditions. HART has built a dedicated internal team of materials scientists, engineers and biologists who are working with our collaborators at Mayo Clinic and Connecticut Children's Medical Center to bring our products to the patients who need them as quickly as possible.

For the past several months our scientific efforts have focused primarily on making sure that we addressed the body response issues encountered by our first-generation trachea product design. Our second-generation scaffold is engineered to better guide the repair of tissue during the body's natural healing process. We started by selecting a different chemistry for the scaffold and refined several microstructural properties as well. We have done considerable work and extensive mechanical and biological testing of our second-generation scaffold. As a result, we believe that we have developed the right combination of product characteristics to restore the function of the airways or the esophagus and to guide the repair of the patient's own tissue by the body's natural healing process.

We plan to confirm the improvements in our second-generation platform by conducting large-animal studies at Mayo Clinic along with their team of regenerative medicine experts. We expect to conduct 30-day in-life studies in the fourth quarter that will provide the key data to determine if our second-generation scaffolds are ready for use in patients. We believe positive results from these studies would support the use of a second-generation product in compassionate use surgeries.

The intended use of our first-generation product was for diseases of the trachea. As our development team was designing and testing improvements, we refined several properties so that the same fundamental product design could be used for additional indications such as the bronchi and the esophagus. This multi-indication or platform approach is intended to allow a sophisticated but single product design to guide the repair of a patient's own tissue in three different indications. This efficient use of resources has the potential to expand our market opportunity significantly. Over the upcoming months we will continue to explore the development and regulatory pathway for each indication. We believe the versatility and efficiency of our platform approach will add considerable value to our development opportunities.

## ***Collaboration Agreement with Connecticut Children's Medical Center***

During the second quarter we signed an agreement with Connecticut Children's Medical Center ("Connecticut Children's"), on a pre-clinical collaboration to develop an innovative process for repairing or replacing the esophagus to treat life-threatening pediatric conditions such as esophageal atresia.

This collaboration combines the complementary strengths of HART and Connecticut Children's in a unique pre-clinical program designed to accelerate development efforts of new treatment options. HART's contribution will focus on 3-Dorgan scaffold development, using our expertise in materials science and tissue engineering, as well as our team's skills and experience in surgery and biology. Dr. Finck, Chief of the Division of Pediatric Surgery at Connecticut Children's, and her research team are focused on bringing to the clinic bioengineered scaffolds that use a patient's own cells to repair or replace the esophagus, using their skills in tissue engineering, cell therapy and surgery.

Esophageal atresia is a rare condition, affecting 1 in 2,500 to 3,500 babies, in which a child is born without a portion of his or her esophagus. The esophagus is the tube that connects the mouth to the stomach. With this condition, infants are usually unable to eat or drink normally given their difficulty swallowing and they also may have trouble breathing. Current treatment is usually surgery to connect the ends of the esophagus and close the gap. However, in some cases, too much of the esophagus is missing, and traditional surgical techniques do not work. This is known as long-gap esophageal atresia.

Intellectual property, including patented inventions, stemming from the collaboration owned jointly or by Connecticut Children's will be licensed by Connecticut Children's to HART on an exclusive basis for commercial development. With this collaboration, Connecticut Children's and HART will focus on translating bench research into treatments that can directly benefit the children who need them.

### ***Regulatory Update***

In January 2015, we reported that our goal is to submit an Investigational New Drug (IND) application to the U.S. Food and Drug Administration (FDA) and a Clinical Trial Application (CTA) to the European Medicines Agency (EMA) for the HART-Trachea by June 30, 2016.

Assuming we receive positive data from the preclinical studies with Mayo Clinic planned for the fourth quarter, we expect to file an IND application with the FDA and a CTA with the EMA for our first indication coming from our bioengineered organ implant product platform during 2016.

Our HART-Trachea product was granted orphan designation by the FDA in September 2014. Given the significant improvements to our second-generation product platform, we expect to file an amendment to our current orphan drug designation with the FDA. Upon marketing authorization, orphan designation will provide a seven year marketing exclusivity in the U.S. for the HART-Trachea. We applied for orphan status for the HART-Trachea with the EMA during the fourth quarter of 2014 and withdrew that application during the second quarter. We withdrew the application because our second-generation trachea product is sufficiently different from our first-generation product that we believe that filing for orphan status for the second-generation product will be the fastest path to achieving orphan status in Europe.

### **Results of Operations**

#### ***Components of Operating Loss***

*Research and development expense.* Research and development expense consists of salaries and related expenses, including stock-based compensation, for personnel and contracted consultants and various materials and other costs to develop our new products, primarily: synthetic organ scaffolds, including investigation and development of materials and investigation and optimization of cellularization, and 3D organ bioreactors. Other research and development expenses include the costs of outside service providers and material costs for prototype and test units and outside testing facilities performing cell growth and materials experiments, as well as the costs of all other preclinical research and testing and expenses related to potential patents. We expense research and development costs as incurred.

*Sales and marketing expense.* Sales and marketing expense consists primarily of salaries and related expenses, including stock-based compensation, for personnel performing sales, marketing, and business development roles, and

costs associated with their travel and participation in trade shows and conferences. It also includes the costs of marketing communications and web site development and maintenance.

*General and administrative expense.* General and administrative expense consists primarily of salaries and other related expenses, including stock-based compensation, for personnel in executive, accounting, information technology and human resources roles. Other costs include professional fees for legal and accounting services, insurance, investor relations and facility costs.

**Comparison of the three months ended June 30, 2015 to the three months ended June 30, 2014:**

***Research and Development Expense***

Research and development expense decreased \$0.1 million, to \$1.1 million or 13% for the three months ended June 30, 2015 compared with \$1.2 million for the three months ended June 30, 2014. A decrease in consultancy cost associated with intellectual property of \$0.15 million, general operating expenses of \$0.05 million, and decreases in spending by foreign subsidiaries of \$0.05 million were partially offset by increases of \$0.1 million in non-cash stock based compensation and \$0.05 million of salary-related costs.

***Sales and Marketing Expense***

Sales and marketing expense decreased approximately \$5,000 or 6%, to \$83,000 for the three months ended June 30, 2015 compared with \$88,000 for the three months ended June 30, 2014. The decrease was primarily due to a \$15,000 decrease in salary-related costs, partially offset by \$10,000 in additional non-cash stock based compensation costs.

***General and Administrative Expense***

General and administrative expense increased \$2.2 million, or 174%, to \$3.4 million for the three months ended June 30, 2015 compared with \$1.2 million for the three months ended June 30, 2014. The \$2.2 million increase was composed of \$2.1 million in non-cash stock-based compensation, primarily related to the acceleration and modification of employee stock options in association with the resignation of David Green as CEO on April 17, 2015, and \$0.2 million in recruiting cost related to the search for a new CEO. These increases were partially offset by a decrease of \$0.1 million in non-cash stock-based compensation expense related to employees other than the former CEO.

**Comparison of the six months ended June 30, 2015 to the six months ended June 30, 2014:**

***Research and Development Expense***

Research and development expense decreased \$0.2 million or 8%, to \$2.2 million for the six months ended June 30, 2015 compared with \$2.4 million for the six months ended June 30, 2014. The decrease of \$0.2 million is composed of reductions of \$0.1 million related to intellectual property consulting expenses, \$0.1 million in costs associated with our foreign subsidiaries, \$0.05 million in non-cash stock based compensation, and \$0.1 million in other general costs offset by increases of \$0.1 million for salary related expense and \$0.1 million in incremental spending on outsourced preclinical studies.

### *Sales and Marketing Expense*

Sales and marketing expense increased approximately \$26,000 or 16%, to \$190,000 for the six months ended June 30, 2015 compared with \$164,000 for the six months ended June 30, 2014. The increase was primarily due to \$58,000 of additional non-cash stock based compensation offset by a \$28,000 decrease in salary related costs.

### ***General and Administrative Expense***

General and administrative expense increased \$1.8 million, or 59%, to \$4.7 million for the six months ended June 30, 2015 compared with \$3.0 million for the six months ended June 30, 2014. The \$1.8 million increase is composed of \$2.1 million in non-cash stock-based compensation related to the acceleration and modification of employee stock options in association with the resignation of David Green as CEO on April 17, 2015, and \$0.2 million in additional recruiting costs related to the search for a new CEO, partially offset by decreases of \$0.4 million in non-cash stock-based compensation expense related to employees other than the former CEO and \$0.2 million in other costs.

### **Financial Condition, Liquidity and Capital Resources**

#### ***Sources of liquidity.***

We have incurred net losses since inception. We are currently investing significant resources in development and commercialization of products for use by clinicians and researchers in the field of regenerative medicine and have incurred operating losses to date. We expect to continue to incur operating losses and negative cash flows from operations at least until we receive regulatory approval to market a clinical product, as revenues from research bioreactors sales will not generate sufficient gross profits to offset our operating expenses.

***Operating activities.*** Net cash used in operating activities of \$3.7 million for the six months ended June 30, 2015 reflects our \$7.1 million net loss, a \$3.2 million add-back of non-cash stock-based compensation expense, a \$0.2 million add-back for depreciation, and changes in working capital items.

Net cash used in operating activities of \$3.8 million for the six months ended June 30, 2014 reflects our \$5.5 million net loss, a \$1.5 million add-back of non-cash stock-based compensation expense, a \$0.2 million add-back for depreciation, and changes in working capital items.

***Investing activities.*** Net cash used in investing activities during the six month periods ended June 30, 2015 and 2014 of \$21,000 and \$495,000, respectively, reflects cash used for additions to property, plant and equipment.

**Financing activities.** Net cash generated from financing activities during the six months ended June 30, 2015 of \$8.6 million was the net proceeds from the issuance of convertible preferred and common shares.

Cash generated from financing activities during the six months ended June 30, 2014 of \$0.4 million was primarily a result of employees' exercises of stock options.

### **Recent Authoritative Accounting Guidance**

There are no recently issued accounting standards that are not yet effective that the Company believes would materially impact the financial statements.

### **Critical Accounting Policies and Estimates**

The critical accounting policies underlying the accompanying unaudited consolidated financial statements are those set forth in Part II, Item 7 included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which was filed with the SEC on March 27, 2015.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We do not have any material foreign currency exchange risks, we do not enter into derivative agreements, we do not have any off balance-sheet arrangements, and we do not have any interest rate risks. Also, we have no debt outstanding.

### **Item 4. Controls and Procedures.**

#### *Evaluation of Disclosure Controls and Procedures*

As required by Rules 13a-15(e) and 15d-15(e) under the Exchange Act, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2015. Based upon the evaluation described above, our Chief Executive Officer and Chief Financial Officer have concluded that they believe that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

#### *Changes in Internal Control over Financial Reporting*

During the period covered by this report, we have concluded that there were no changes during the fiscal quarter in our internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1A. Risk Factors**

To our knowledge and except to the extent additional factual information disclosed in this Quarterly Report on Form 10-Q relates to such risk factors, there have been no material changes in the risk factors described in “Item 1A. Risk

Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on March 27, 2015.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On February 18, 2015, we closed our public offering of 2,070,000 shares of common stock, including 270,000 shares of common stock issued (the “Offering”) pursuant to the full exercise of the overallotment option granted to the underwriters, and 695,857 shares of Series B Convertible Preferred Stock (“Series B”). At the option of the holder, the Series B is convertible into five shares of our common stock subject to certain limitations related to the holder’s ownership percentage of the Company’s outstanding common stock, and will vote with the common stock on all matters on an as converted basis. The Series B has no preference to our common shares in respect of dividends, voting, liquidation or otherwise. The offer and sale of all of the shares in the Offering were registered under the Securities Act pursuant to a shelf registration statement on Form S-3 (File No. 333-200926), which was declared effective by the SEC on December 29, 2014. National Securities Corporation and Summer Street Research Partners acted as the underwriters. The public offering price of the shares of common stock sold in the Offering was \$1.75 per share and the public offering price of the shares of Series B sold in the Offering was \$8.75 per share. The total gross proceeds from the Offering to us were approximately \$9.7 million. After deducting underwriting discounts and commissions of \$776,900 and offering expenses payable by us of \$340,000 (which included \$35,000 of expenses we reimbursed of certain institutional investors who purchased Series B shares in the Offering), we received approximately \$8.6 million. As of June 30, 2015, we have not used any of the proceeds from the Offering.

There has been no material change in the planned use of proceeds from our public offering as described in our final prospectus filed with the SEC on February 12, 2015 pursuant to Rule 424(b) of the Securities Act.

**Item 6. Exhibits**

- 10.1# Employment Agreement, executed as of April 8, 2014 and effective as of April 14, 2014, between Harvard Apparatus Regenerative Technology, Inc. and Saverio La Francesca, M.D.
- 31.1 Certification of Chief Financial Officer of Harvard Apparatus Regenerative Technology, Inc., pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Executive Officer of Harvard Apparatus Regenerative Technology, Inc., pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification of Chief Financial Officer of Harvard Apparatus Regenerative Technology, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Labels Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

This certification shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or \*otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

#Management contract or compensatory plan or arrangement.

**SIGNATURES**

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 undersigned thereunto duly authorized.

Date: August 14, 2015

**HARVARD APPARATUS  
REGENERATIVE  
TECHNOLOGY, INC.**

By: /s/ James McGorry  
**James McGorry**  
**President and Chief Executive Officer**

By: /s/ Thomas McNaughton  
**Thomas McNaughton**  
**Chief Financial Officer**

**INDEX TO EXHIBITS**

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