

Edgar Filing: HARVARD BIOSCIENCE INC - Form SC 13G/A

HARVARD BIOSCIENCE INC
Form SC 13G/A
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Information to be included in Statements filed pursuant to Rules 13d-1 (b),
(c) and (d) and Amendments thereto filed pursuant to Rule 13d-2(b)
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Harvard Bioscience, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

41690610
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

/ / Rule 13d-1(b)
/ / Rule 13d-1(c)
/ X / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

**The total number of shares reported herein is 1,092,193 shares, which
constitutes approximately 4.1% of the 26,654,838 shares of Stock deemed
outstanding pursuant to Rule 13d-3(d) (1) (i) under the Act. Unless otherwise
stated, all ownership percentages set forth herein assume that there are
26,654,838 shares outstanding.

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1 NAME OF REPORTING PERSONS

FIRST NEW ENGLAND CAPITAL LIMITED PARTNERSHIP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / ___ /
(b) / X /

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CONNECTICUT

NUMBER OF SHARES	5	SOLE VOTING POWER	1,092,193
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	-0-
EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER	1,092,193
WITH	8	SHARED DISPOSITIVE POWER	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,092,193

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* /___/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.1%

12 TYPE OF REPORTING PERSON*

PN

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Item 1(a). Name of Issuer:
Harvard Bioscience, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
84 October Hill Road
Holliston, Massachusetts 01746-1371

Item 2(a). Name of Person Filing:
See Item 1 of Page 2

Item 2(b). Address of Principal Business Office or, if none, Residence:
100 Pearl Street Hartford, CT

Item 2(c). Citizenship:
See Item 4 of Page 2

Item 2(d). Title of Class of Securities:
Common Stock

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Item 2(e). CUSIP Number:
41690610

- Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act,
 - (b) Bank as defined in Section 3(a)(6) of the Act,
 - (c) Insurance Company as defined in Section 3(a)(19) of the Act,
 - (d) Investment Company registered under Section 8 of the Investment Company Act,
 - (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
 - (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
 - (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
 - (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
 - (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act,
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership

- (a) Amount Beneficially Owned:
See Item 9 of Page 2
- (b) Percent of Class: See Item 11 of Page 2
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote - See Item 5 of Page 2
 - (ii) Shared power to vote or to direct the vote - See Item 6 of Page 2
 - (iii) Sole power to dispose or to direct the disposition of - See Item 7 of Page 2
 - (iv) Shared power to dispose or to direct the disposition of - See Item 8 of Page 2

Reporting Person

First New England Capital Limited Partnership ("FNEC")

The aggregate number of shares of the stock that FNEC owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,092,193, which constitutes approximately 4.1% of the outstanding shares of the common stock.

Controlling Persons

FINEC, Corp.

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Because of its position as the managing general partner of FNEC, FINEC Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,092,193 shares of the stock, which constitutes approximately 4.1% of the outstanding shares of the stock.

Richard C. Klaffky, Jr.

Because of his position as an executive officer, director and shareholder of FINEC, Mr. Klaffky may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,092,193 shares of the stock, which constitutes approximately 4.1% of the 26,654,838 shares of the stock deemed outstanding pursuant to Rule 13d-3(d)(1)(i). Mr. Klaffky disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- Item 5. Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities check the following / X /

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- Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Not Applicable to Reporting Person
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not applicable to Reporting Person
- Item 8. Identification and Classification of Members of the Group:
Not applicable to Reporting Person
- Item 9. Notice of Dissolution of a Group:
Not applicable to Reporting Person
- Item 10. Certification:
Not applicable to Reporting Person.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

First New England Capital, Limited Partnership

By: FINEC Corp.

/s/ Richard C. Klaffky, Jr.

Richard C. Klaffky, Jr.
President