

HARVARD BIOSCIENCE INC
Form SC 13G/A
April 13, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:3235-0145

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Harvard Bioscience, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

416906105
(CUSIP Number)

April 1, 2009
(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)

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 the disclosures previously provided in a prior cover page.

The information required in 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 (the "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).

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CUSIP NO. 416906105

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Skystone Advisors LLC

2 Kerry Nelson
Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Skystone Advisors LLC -- Delaware

Kerry Nelson -- United States
5 Sole Voting Power

Skystone Advisors LLC -- 0 shares

Number Kerry Nelson -- 0 shares
of Shares 6 Shared Voting Power*

Beneficially Skystone Advisors LLC -- 997,831 shares

Owned by Kerry Nelson -- 997,831 shares
7 Sole Dispositive Power

Each Skystone Advisors LLC -- 0 shares

Reporting Kerry Nelson -- 0 shares
Person With 8 Shared Dispositive Power

Skystone Advisors LLC -- 997,831 shares

9 Kerry Nelson -- 997,831 shares
Aggregate Amount Beneficially Owned by Each Reporting Person

Skystone Advisors LLC -- 997,831 shares

10 Kerry Nelson -- 997,831 shares
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11 Percent of Class Represented by Amount in Row (9)

Skystone Advisors LLC -- 3.3%

12 Kerry Nelson -- 3.3%
Type of Reporting Person (See Instructions)

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Skystone Advisors LLC -- OO (Limited Liability Company)

Kerry Nelson – IN

* All share numbers and ownership percentages are based on 29,934,869 shares of Common Stock outstanding as of February 27, 2009, as reported by the issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 11, 2009. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein.

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Item 1.

- (a) Name of Issuer
Harvard Bioscience, Inc.
- (b) Address of Issuer's Principal Executive Offices
84 October Hill Road
Holliston, MA 01746

Item 2.

- (a) Name of Person Filing
Skystone Advisors LLC
- (b) Address of Principal Business Office or, if none, Residence
Kerry Nelson
Skystone Advisors LLC
Two International Place, Suite 1800
Boston, MA 02110
- (c) Citizenship
Kerry Nelson
c/o Skystone Advisors LLC
Two International Place, Suite 1800
Boston, MA 02110
Skystone Advisors LLC -- Delaware
Kerry Nelson -- United States
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
416906105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (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 of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned**
 Skystone Advisors LLC -- 3,759,937 shares

 Kerry Nelson -- 3,759,937 shares
- (b) Percent of Class
 Skystone Advisors LLC – 3.3%

 Kerry Nelson – 3.3%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 Skystone Advisors LLC -- 0 shares

 Kerry Nelson -- 0 shares
 - (ii) shared power to vote or to direct the vote
 Skystone Advisors LLC – 997,831 shares

 Kerry Nelson – 997,831 shares
 - (iii) sole power to dispose or to direct the disposition of
 Skystone Advisors LLC -- 0 shares

 Kerry Nelson -- 0 shares
 - (iv) shared power to dispose or to direct the disposition of
 Skystone Advisors LLC – 997,831 shares

 Kerry Nelson – 997,831 shares

** Shares reported herein for Skystone Advisors LLC (“Skystone”) and Kerry Nelson represent shares held by HSE Master Fund Limited Partnership, for which Skystone serves as the general partner. Ms. Nelson is the managing member of Skystone. Prior to April 1, 2009, Skystone also served as the investment member of the general partner of HSO Limited Partnership (“HSO”), and Skystone and Ms. Nelson previously also reported indirect beneficial interest in 2,746,988 shares held by HSO. As of April 1, 2009, neither Skystone nor Ms. Nelson holds any beneficial interest in any shares held by HSO.

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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 five percent of the class of securities, check the following

X.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

April 13, 2009

SKYSTONE ADVISORS LLC

By: /s/ Kerry Nelson

Name: Kerry Nelson

Title: Managing Member

KERRY NELSON

/s/ Kerry Nelson

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Exhibit A

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of April 13, 2009, is by and among Skystone Advisors LLC, a Delaware limited liability company, and Kerry Nelson, an individual (the foregoing are collectively referred to herein as the "Skystone Filers").

Each of the Skystone Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G and/or 13D with respect to shares of common stock, par value \$0.01 per share, of Harvard Bioscience, Inc. beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Skystone Filers hereby agree to file a single statement on Schedule 13G and/or 13D (and any amendments thereto) on behalf of each of such parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Skystone Filers upon one week's prior written notice (or such lesser period of notice as the Skystone Filers may mutually agree) to the other parties hereto.

Executed and delivered as of the date first above written.

SKYSTONE ADVISORS LLC

By: /s/ Kerry Nelson

Name: Kerry Nelson

Title: Managing Member

KERRY NELSON

/s/ Kerry Nelson