

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Renard Michael</u> <hr/> (Last) (First) (Middle) 6275 NANCY RIDGE DRIVE, SUITE 110 <hr/> (Street) SAN DIEGO CA 92121 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ORGANOVO HOLDINGS, INC. [ ONVO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP of Commercial Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/27/2014		M		10,000	A	\$1.65	10,000	D	
Common Stock	01/27/2014		S <sup>(1)</sup>		10,000	D	\$8.92 <sup>(2)</sup>	0	D	
Common Stock	01/29/2014		M		30,000	A	\$1.65	30,000	D	
Common Stock	01/29/2014		S <sup>(1)</sup>		30,000	D	\$9.9333 <sup>(3)</sup>	0 <sup>(4)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.65	01/27/2014		M			10,000	(5)	07/23/2022	Common Stock	10,000	\$0	590,000	D	
Stock Option (Right to Buy)	\$1.65	01/29/2014		M			30,000	(5)	07/23/2022	Common Stock	30,000	\$0	560,000	D	

**Explanation of Responses:**

- The sale of shares was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- This transaction was executed in multiple sales through a sale order executed by a broker-dealer at prices ranging from \$8.90 to \$8.95. The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This transaction was executed in multiple sales through a sale order executed by a broker-dealer at prices ranging from \$9.80 to \$10.00. The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This number does not include 660,000 shares of common stock underlying outstanding options held by Mr. Renard; post-transaction Mr. Renard continues to beneficially own or have a right to acquire 660,000 shares of common stock.
- 25% of the option shares vest and become exercisable on April 30, 2013 and the remaining shares vest in 12 equal quarterly installments thereafter.

/s/ Michael Renard

01/29/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.