SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person [*] <u>Murphy Keith</u>				2. Issuer Name and Ticker or Trading Symbol ORGANOVO HOLDINGS, INC. [ONVO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
										Officer (give title	Other	(specify				
(Last) (First) (Middle) 440 STEVENS AVENUE, SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 09/15/2020							Executive Chairman					
(Street) SOLANA CA 92075					4. If Amendment, Date of Original Filed (Month/Day/Year) 09/17/2020						6. Individual or Joint/Group Filing (Check Applicable Line)					
BEACH	CA									Form filed by One Reporting Person						
											Form filed by Mor Person	re than One Reporting				
(City)	(State)	(Zip)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			2. Transad Date (Month/Da	Execution Date,		3. Transaction Code (Instr. 8)		4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)			

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

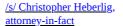
(-3),															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number Derivative Securities Acquired or Dispos of (D) (Ins 4 and 5)	(A) ed	6. Date Exerc Expiration Da (Month/Day/N	ate	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$7.64	09/15/2020		A		65,000 ⁽¹⁾		(2)	09/15/2030	Common Stock	65,000	\$0.00	65,000	D	

Explanation of Responses:

1. As previously reported on a Form 4 filed on September 17, 2020 by the Reporting Person, the Reporting Person reported acquiring stock options to purchase 130,000 shares of common stock. However, Organovo Holdings, Inc. (the "Company") subsequently determined that stock options to purchase 65,000 shares of common stock under the Company's 2012 Equity Incentive Plan, as amended (the "Plan"), were not validly granted pursuant to the Plan because they exceeded the Plan limit on the number of stock options that may be granted to any one person during any calendar year. Accordingly, the attempted grant of these excess stock options was ineffective, and they were never granted to the Reporting Person. The Reporting Person is filing this amendment to report the correct amount of stock options acquired.

2. 25% of the option shares vest and become exercisable on September 15, 2021 and the remaining shares vest in 12 equal quarterly installments thereafter.

Remarks:



12/11/2020

** 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.