

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 17, 2020

**ORGANOVO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-35996**

**Delaware**

(State or other jurisdiction  
of incorporation)

**27-1488943**

(I.R.S. Employer  
Identification No.)

**440 Stevens Avenue, Suite 200**

**Solana Beach, CA 92075**

(Address of principal executive offices, including zip code)

**(858) 224-1000**

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)

Common Stock, \$0.001 par value

(Trading symbol(s))

ONVO

(Name of each exchange on which registered)

The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03. Material Modifications of Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws.**

On August 17, 2020, Organovo Holdings, Inc., a Delaware corporation (the “Company” or “Organovo”), filed a Certificate of Second Amendment to its Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split of the Company’s shares of common stock (the “Reverse Stock Split”).

As previously disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission on March 27, 2020, at the Company’s Special Meeting of Stockholders held on March 26, 2020, the stockholders of the Company approved the Certificate of Amendment to effect the Reverse Stock Split at a ratio in the range of 1-for-20 to 1-for-40, with such ratio to be determined in the discretion of the Company’s board of directors and with such Reverse Stock Split to be effected at such time and date, if at all, as determined by the Company’s board of directors in its sole discretion. The Company’s board of directors acted to set the Reverse Stock Split ratio at 1-for-20 and approved and authorized the filing of the Certificate of Amendment on August 14, 2020.

As a result of the Reverse Stock Split, every twenty (20) shares of the Company’s pre-Reverse Stock Split common stock will be combined and reclassified into one (1) share of post-Reverse Stock Split common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the Reverse Stock Split.

No fractional shares will be issued in connection with the Reverse Stock Split. All shares of common stock (including fractions thereof) issuable upon the Reverse Stock Split held by a stockholder of record prior to the Reverse Stock Split shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share. Stockholders of record who would otherwise hold a fractional share of common stock will be entitled to receive payment in cash in lieu of any such resulting fractional shares of common stock as the post-Reverse Stock Split amounts of common stock will be rounded down to the nearest full share. Such cash payment in lieu of a fractional share of common stock will be calculated by multiplying such fractional interest in one share of common stock by the closing trading price of the Company’s common stock on August 14, 2020, the trading day immediately preceding the effective date of the Reverse Stock Split, and rounded up to the nearest cent.

The Reverse Stock Split is intended to increase the per share trading price of the Company’s common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Stock Market LLC. The Reverse Stock Split will be effective at 5:00 p.m., Eastern Time, on August 18, 2020, and the Company’s common stock is expected to begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market at the open of the markets on August 19, 2020. The trading symbol for the common stock will remain “ONVO.” The Company’s post-Reverse Stock Split common stock has a new CUSIP number (CUSIP No. 68620A203), but the par value and other terms of the common stock are not affected by the Reverse Stock Split.

The Company’s transfer agent, Continental Stock Transfer & Trust Company, Inc., is acting as the exchange agent for the Reverse Stock Split.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On August 17, 2020, the Company issued a press release with respect to the Reverse Stock Split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Second Amendment to the Certificate of Incorporation of Organovo Holdings, Inc., filed with the Secretary of State of the State of Delaware on August 17, 2020.</u></a>
99.1	<a href="#"><u>Press Release issued by Organovo Holdings, Inc. on August 17, 2020.</u></a>

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## 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 the undersigned hereunto duly authorized.

Date: August 17, 2020

**ORGANOVO HOLDINGS, INC.**

/s/ Taylor Crouch

Taylor Crouch

Chief Executive Officer and President

**CERTIFICATE OF SECOND AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
ORGANOVO HOLDINGS, INC.**

Organovo Holdings, Inc. (the “corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify that:

A. The name of this corporation is Organovo Holdings, Inc. and the date on which the Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware was January 27, 2012 (the “Certificate of Incorporation”).

B. The date on which the first amendment to the Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware was July 26, 2018.

C. The Board of Directors of the corporation has duly adopted resolutions proposing and declaring advisable that the Certificate of Incorporation be further amended as set forth herein and calling for the consideration and approval thereof at a meeting of the stockholders of the corporation.

D. The Certificate of Incorporation is hereby further amended to add the following paragraph as the last paragraph of ARTICLE IV in the form below:

**“Reverse Stock Split.** Upon the Effective Time of this Certificate of Second Amendment to the Certificate of Incorporation (the “Second Amendment”), every 20 shares of Common Stock issued and outstanding (or held in treasury) immediately prior to the Effective Time shall be automatically reclassified and combined into one (1) validly issued, fully-paid and non-assessable share of Common Stock. The aforementioned reclassification shall be referred to as the “Reverse Split”.

The Reverse Split shall occur without any further action on the part of the corporation or the stockholders of the corporation and whether or not certificates representing such stockholders’ shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Split held by a stockholder of record prior to the Reverse Split shall be aggregated for purposes of determining whether the Reverse Split would result in the issuance of any fractional share. Any fractional share resulting from such aggregation upon the Reverse Split shall be rounded down to the nearest whole number. Each stockholder of record who would otherwise be entitled to a fraction of a share of Common Stock upon the Reverse Split (after aggregating all fractions of a share to which such stockholder would otherwise be entitled) shall, in lieu thereof, be entitled to receive a cash payment in an amount equal to the product of such fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the corporation’s Common Stock as reported on the Nasdaq Global Market or the Nasdaq Capital Market on the trading day immediately preceding the filing of this Second Amendment with the Secretary of State of the State of Delaware (as adjusted to give effect to the Reverse Split), rounded up to the nearest whole cent. The corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Reverse Split, or cash in lieu of fractional shares, if any, unless and until the certificates evidencing the shares held by a stockholder of record prior to the Reverse Split are either delivered to the corporation or its transfer agent, or the stockholder notifies the corporation or its transfer agent that such certificates have been lost, stolen or destroyed, and executes an agreement satisfactory to the corporation to indemnify the corporation from any loss incurred by it in connection with such certificates.”

E. That said Amendment shall become effective at 5:00 p.m. (Eastern Time) on August 18, 2020 (the “Effective Time”).

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IN WITNESS WHEREOF, Organovo Holdings, Inc. has caused this Certificate of Second Amendment to be executed by its duly authorized officer on this day of August 17, 2020.

ORGANOVO HOLDINGS, INC.

By: /s/ Taylor Crouch  
Taylor Crouch  
Chief Executive Officer and President

[Signature Page to Certificate of Second Amendment to the Certificate of Incorporation]



## Organovo Announces One-for-Twenty Reverse Stock Split

**San Diego, August 17, 2020** - Organovo Holdings, Inc. (the "Company") (Nasdaq: ONVO) today announced that it filed a certificate of second amendment to its certificate of incorporation with the Secretary of State of the State of Delaware to effect a 1-for-20 reverse stock split of its common stock. The shares underlying the Company's outstanding options and restricted stock unit awards will also be adjusted accordingly. The reverse stock split will take effect at 5:00 pm (Eastern Time) on August 18, 2020, and the Company's common stock will open for trading on The Nasdaq Capital Market on August 19, 2020 on a post-split basis.

At the Company's Special Meeting of Stockholders held on March 26, 2020, the Company's stockholders approved a reverse stock split within a range of 1-for-20 and 1-for-40. The specific ratio of 1-for-20 was approved by the Company's Board of Directors.

The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. As a result of the reverse stock split, every 20 shares of the Company's common stock issued and outstanding prior to the opening of trading on August 19, 2020 will be consolidated into one issued and outstanding share, with no change in the nominal par value per share of \$0.001. No fractional shares are being issued in connection with the reverse stock split. Stockholders of record who would otherwise be entitled to receive a fractional share in connection with the reverse stock split will receive a cash payment in lieu thereof.

Trading of the Company's common stock on The Nasdaq Capital Market will continue, on a split-adjusted basis, with the opening of the markets on Wednesday, August 19, 2020, under the existing ticker symbol "ONVO" but with a new CUSIP number 68620A203. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 130.6 million pre-reverse stock split shares to approximately 6.5 million post-reverse stock split shares.

The Company has retained Continental Stock Transfer & Trust Company, Inc. ("Continental") to act as its exchange agent for the reverse stock split. Continental will provide stockholders of record as of the effective date of the reverse stock split instructions for the exchange of their certificates. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to their brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

### About Organovo

The Company has historically focused its efforts on developing its in vivo liver tissues to treat end-stage liver disease and a select group of life-threatening, orphan diseases, for which there are limited treatment options other than organ transplantation. On August 6, 2020, the Company filed a definitive proxy statement with the Securities and Exchange Commission (the "SEC") for its 2020 Annual Meeting of Stockholders to be held virtually on Tuesday, September 15, 2020 at 9:00 a.m. (Pacific Daylight Time). Please refer to the proxy statement for information about the proposals to be voted on at the 2020 Annual Meeting,

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including the membership of the Company's Board of Directors and the potential future direction of the Company.

### **Forward Looking Statements**

*Any statements contained in this press release that do not describe historical facts constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding the Company's ability to regain compliance with the continued listing requirements of The Nasdaq Capital Market and its ability to remain listed on The Nasdaq Capital Market exchange. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. These risks and uncertainties and other factors are identified and described in more detail in the Company's filings with the SEC, including its Quarterly Report on Form 10-Q filed with the SEC on August 10, 2020. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered with any written or oral forward-looking statements that the Company may issue in the future. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events.*

### **Important Information and Where to Find It**

This communication may be deemed to be solicitation material in respect to the Company's 2020 Annual Meeting of Stockholders to be held virtually on Tuesday, September 15, 2020 at 9:00 a.m. (Pacific Daylight Time) (the "2020 Annual Meeting"). On August 6, 2020, the Company filed a definitive proxy statement with the SEC and mailed a Notice of Internet Availability of Proxy Materials to its stockholders containing instructions on how to access the proxy materials for the 2020 Annual Meeting, including the Company's definitive proxy statement and annual report for the fiscal year ended March 31, 2020, over the internet. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE MATTERS TO BE CONSIDERED AT THE 2020 ANNUAL MEETING.** Investors and stockholders may obtain, free of charge, copies of the definitive proxy statement and any other documents filed by the Company with the SEC in connection with the 2020 Annual Meeting at the SEC's website (<http://www.sec.gov>) and on the investor relations section of the Company's website at [ir.organovo.com](http://ir.organovo.com).

### **Participants in the Solicitation**

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the 2020 Annual Meeting. Information regarding the special interests of the Organovo directors and executive officers in the matters to be considered at the 2020 Annual Meeting is included in the definitive proxy statement referred to above. The definitive proxy statement is available free of charge from the sources indicated above.

### **Organovo:**

Taylor J. Crouch  
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