
**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): June 5, 2013

ORGANOVO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-54621
(Commission
File Number)

27-1488943
(I.R.S. Employer
Identification No.)

**6275 Nancy Ridge Dr.,
San Diego, California 92121**
(Address of principal executive offices, including zip code)

(858) 550-9994
(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))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 5, 2013, Adam Stern resigned from the Board of Directors (the “Board”) of Organovo Holdings, Inc. (the “Company”). Mr. Stern’s resignation was not the result of any disagreement between Mr. Stern and the Company on any matter relating to the Company’s operations, policies or practices.

On June 5, 2013, the Board appointed Tamar D. Howson as a director to fill the vacancy created by the resignation of Mr. Stern. Ms. Howson was also appointed as a member of each of the Audit, Compensation and Nominating and Governance Committees. The Board determined that Ms. Howson qualifies as an independent director under the listing standards of the Nasdaq Stock Market. There is no arrangement or understanding between Ms. Howson and any other person pursuant to which she was elected as a director. In addition, there are no transactions in which Ms. Howson has an interest in requiring disclosure under Item 404(a) of Regulation S-K.

As a non-employee director, Ms. Howson is eligible to receive compensation in accordance with the Company’s non-employee director compensation policy. Pursuant to this policy, Ms. Howson is entitled to an annual cash retainer of \$24,000, which will be prorated for her service during any partial fiscal year. She will also receive a fee of \$2,000 for attending each board meeting and \$1,000 for attending each committee meeting, and will be reimbursed for her reasonable out-of-pocket expenses incurred in attending such meetings. Upon her election to the Board on June 5th, Ms. Howson received a stock option to acquire 45,500 shares of the Company’s common stock under the 2012 Equity Incentive Plan (the “Initial Option Grant”). The Initial Option Grant vests ratably on a quarterly basis over the next twelve quarterly periods and has an exercise price equal to \$3.98 per share, the closing price of the Company’s common stock on June 5, 2013. In addition, pursuant to this policy, Ms. Howson will receive an annual stock option grant following each annual meeting of stockholders in which she continues to serve as a director equal to 0.04% of the Company’s common stock outstanding as of the most recently completed fiscal quarter (rounded to the nearest 500 share) (the “Annual Option Grant”). Each Annual Option Grant will vest on the earlier of one year from the date of grant or the date of the subsequent annual meeting of stockholders.

The Company issued a press release announcing the appointment of Ms. Howson and the resignation of Mr. Stern, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.08 Shareholder Director Nominations

On June 5, 2013, the Company’s Board of Directors fixed August 21, 2013 as the date of the Company’s 2013 Annual Meeting of Stockholders (the “2013 Annual Meeting”). Because the 2013 Annual Meeting will be held more than 30 days prior to the one-year anniversary of the date of the Company’s 2012 Annual Meeting of Stockholders, the due dates for the submission of any qualified stockholder proposal or qualified stockholder nominations under the rules of the Securities and Exchange Commission (the “SEC”) and the Company’s bylaws listed in the Company’s 2012 Proxy Statement on Schedule 14A as filed with the SEC on September 17, 2012 are no longer applicable. Any such stockholder proposals or nominations, including any notice on Schedule 14N, intended to be considered for inclusion in the Company’s proxy materials for its 2012 Annual Meeting must be received by the Company at its principal offices by no later than June 20, 2013 and directed to the attention of the Corporate Secretary. Other requirements for inclusion in the Company’s proxy materials are set forth in the rules and regulations promulgated by the SEC and the Company’s bylaws. The Company currently intends to make its proxy materials for its 2013 Annual Meeting available beginning on or about July 12, 2013.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release by Organovo Holdings, Inc., dated June 10, 2013.

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: June 10, 2013

ORGANOVO HOLDINGS, INC.

/s/ Barry Michaels

Barry Michaels

Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1 Press Release by Organovo Holdings, Inc., dated June 10, 2013.

Organovo Appoints Tamar D. Howson to Board of Directors

06/10/2013

SAN DIEGO, —

Organovo Holdings, Inc. (OTCQX: ONVO), a biotechnology company focused on delivering breakthrough three-dimensional (3D) bioprinting technology, today announced that Tamar D. Howson has been appointed to the Company's Board of Directors. Ms. Howson was appointed to each of the Board's standing committees, including its audit committee.

Ms. Howson is a seasoned business development executive within the pharmaceutical industry, having formerly served as senior vice president of both Bristol-Myers Squibb and SmithKline Beecham. Ms. Howson currently serves as a corporate business development and strategy consultant to biopharmaceutical companies and she also serves as a director at Idenix, Oxigene Pharmaceuticals, and Warner Chilcott. During 2009 and 2010 she was a member of the transaction advisory firm, JSB Partners. During 2007 and 2008 she served as senior vice president of Corporate and Business Development at Lexicon, a biotechnology company. Between 2001 and 2007 Ms. Howson was the senior vice president of Corporate and Business Development at Bristol Myers Squibb, overseeing mergers and acquisitions, licensing, and research collaborations across all business sectors. Between 1991 and 2000 she was vice president and the senior vice president and director of Worldwide Business and Corporate Development for SmithKline Beecham where she also managed SmithKline Beecham's \$100 million venture capital fund, SR One. She has formerly served as a director at several biotechnology companies, including Ariad, NPS Pharmaceuticals, and SkyePharma. Ms. Howson holds an MBA from Columbia University, a MS from City University of New York, and a BS in Chemical Engineering from the Technion, Israel.

"We are delighted to have Tamar Howson join our Board. Her pharmaceutical industry business development experience will be invaluable as Organovo continues to build its business and its technology platform. Tamar's skill set and experience complement an already strong Board that is focused on delivering research and medical applications using our breakthrough 3D bioprinting technology," commented Keith Murphy, chairman and chief executive officer of Organovo.

"Organovo's technology has broad potential to impact a number of areas in medical research," Ms. Howson said, "I am pleased to be joining the Board to assist in delivering the greatest possible impact of the technology in pharmaceutical research and tissue therapies."

Organovo also announced the resignation of Adam Stern from the Board. Mr. Stern joined the Board in February 2012, and was instrumental in structuring and executing the reverse merger and associated private placement which raised more than \$24 million in equity financing for the Company. "Adam Stern's many efforts on behalf of Organovo have contributed strongly to our successful transition from a private company to a publicly-traded company with additional capital to execute on a broad research and development plan that leverages the power of our 3D bioprinting technology. We look forward to him continuing to advise the company on an ongoing basis," commented Keith Murphy, Organovo chief executive officer.

“It has been a pleasure to serve on the Organovo board and to assist in pushing forward its tremendous technology,” said Adam Stern. “Tamar Howson’s accomplishments and experience make her an excellent addition to Organovo’s Board of Directors.”

With the addition of Ms. Howson to the Board of Directors, and with Mr. Stern stepping down, the Company now has a majority of directors classified as independent and has three independent directors serving on the audit committee, each of which is a requirement for up-listing to either NASDAQ or NYSE.

About Organovo Holdings, Inc.

Organovo designs and creates functional, three-dimensional human tissues for medical research and therapeutic applications. The Company is collaborating with pharmaceutical and academic partners to develop human biological disease models in three dimensions. These 3D human tissues have the potential to accelerate the drug discovery process, enabling treatments to be developed faster and at lower cost. In addition to numerous scientific publications, our technology has been featured in The Wall Street Journal, Time Magazine, The Economist, and numerous others. Organovo is changing the shape of medical research and practice. Learn more at www.organovo.com.

Safe Harbor Statement

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. The factors that could cause actual future results to differ materially from current expectations include, but are not limited to, risks and uncertainties relating to the Company’s ability to develop, market and sell products based on its technology; the expected benefits and efficacy of the Company’s products and technology; the availability of substantial additional funding for the Company to continue its operations and to conduct research and development, clinical studies and future product commercialization; and the Company’s business, research, product development, regulatory approval, marketing and distribution plans and strategies. These and other factors are identified and described in more detail in our filings with the SEC, including our transition report on Form 10-KT filed with the SEC on May 24, 2013. 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 we may issue in the future. Except as required by applicable law, including the securities laws of the United States, we do 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.