

**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 31, 2023

**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.)

11555 Sorrento Valley Road, Suite 100  
San Diego, CA 92121  
(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)	(Trading symbol(s))	(Name of each exchange on which registered)
Common Stock, \$0.001 par value	ONVO	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.

**Item 4.01. Changes in Registrant’s Certifying Account.**

As previously disclosed in the Current Report on Form 8-K filed on July 24, 2023 by Organovo Holdings, Inc. (the Company”), on July 18, 2023, Mayer Hoffman McCann P.C. (“MHM”) informed the Company and the Audit Committee (the “Audit Committee”) of the Company’s Board of Directors that it would not stand for re-election as the Company’s independent registered public accounting firm for the audit of the Company’s financial statements for the fiscal year ending March 31, 2024. MHM ceased to serve as the Company’s independent registered public accounting firm on August 10, 2023, the date of the filing of the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023.

On August 31, 2023, the Audit Committee approved the appointment of Rosenberg Rich Baker Berman P.A. (“RRBB P.A.”) as the Company’s new independent registered public accounting firm, effective as of August 31, 2023. During the fiscal years ended March 31, 2023 and 2022 and the subsequent interim period through August 31, 2023, neither the Company, nor anyone on its behalf, consulted RRBB P.A. regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the financial statements of the Company, and no written report or oral advice was provided to the Company by RRBB P.A. that RRBB P.A. concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a “disagreement” (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a “reportable event” (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

<u>Number</u>	<u>Description</u>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

\* \* \*

**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.

Organovo Holdings, Inc.

Date: September 5, 2023

By: /s/ Keith Murphy

Name: Keith Murphy

Title: Executive Chairman