SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Murphy Keith	ORGANOVO HOLDINGS, INC. [ONVO]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
440 STEVENS AVENUE, SUITE 200	03/08/2021	Executive Chairman
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
SOLANA BEACH CA 92075		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	03/08/2021		A		20,000[1]	A	$0.00	66,320	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	Amount or Number of Shares				
Stock Option (Right to Buy)	$10.27	03/08/2021		A		45,000		[2]	03/08/2031	Common Stock	45,000	$0.00	45,000	D	
Stock Option (Right to Buy)	$10.27	03/08/2021		A		60,000		[3]	03/08/2031	Common Stock	60,000	$0.00	60,000	D	
Stock Option (Right to Buy)	$10.27	03/08/2021		A		60,000		[4]	03/08/2031	Common Stock	60,000	$0.00	60,000	D	

Explanation of Responses:

1. The reported securities are represented by restricted stock units, 25% of which shall vest on March 8, 2022 and the remaining shares vest in 12 equal quarterly installments thereafter.

2. 25% of the option shares vest and become exercisable on March 8, 2022 and the remaining shares vest in 12 equal quarterly installments thereafter.

3. The option becomes exercisable, if at all, if the 45-day moving average closing price of Organovo Holdings, Inc.'s common stock on The Nasdaq Stock Market LLC exceeds $20.00 per share.

4. The option becomes exercisable, if at all, if the 45-day moving average closing price of Organovo Holdings, Inc.'s common stock on The Nasdaq Stock Market LLC exceeds $25.00 per share.

Remarks:

/s/ Christopher Heberlig, attorney-in-fact   03/10/2021

** 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.