

**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): September 14, 2021**

**ORGANOVO HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-35996**  
(Commission  
File Number)

**27-1488943**  
(IRS Employer  
Identification No.)

**440 Stevens Avenue, Suite 200**  
**Solana Beach, CA 92075**  
(Address of Principal Executive Offices) (Zip Code)

**(858) 224-1000**  
Registrant's telephone number, including area code

**N/A**  
(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:

- 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 Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
<b>Common Stock, \$0.001 Par Value</b>	<b>ONVO</b>	<b>The Nasdaq Stock Market LLC</b>

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

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 8.01 Other Information.

### Adjournment of Meeting

On September 14, 2021, Organovo Holdings, Inc. (the “Company”) commenced the Company’s 2021 Annual Meeting of Stockholders (the “Annual Meeting”), as previously scheduled for Tuesday, September 14, 2021 at 9:00 a.m. (Pacific Daylight Time), and adjourned the Annual Meeting without any business being conducted until to 9:00 a.m. (Pacific Daylight Time) on Tuesday, October 5, 2021, due to lack of a quorum. The Annual Meeting was adjourned to allow the Company’s stockholders additional time to vote on the proposals described in the Company’s proxy statement for the Annual Meeting.

Stockholders will be able to attend the reconvened Annual Meeting virtually at [www.virtualshareholdermeeting.com/ONVO2021](http://www.virtualshareholdermeeting.com/ONVO2021). Stockholders who have already voted do not need to recast their votes. Proxies previously submitted in respect of the Annual Meeting will be voted at the adjourned Annual Meeting unless properly revoked. During the period of the adjournment, the Company continues to solicit votes from its stockholders with respect to the proposals for the Annual Meeting. The Company encourages all stockholders who have not yet voted to do so before Monday, October 4, 2021 at 11:59 p.m., Eastern Time.

The close of business on July 19, 2021 will continue to be the record date for the determination of stockholders of the Company entitled to vote at the Annual Meeting.

On September 17, 2021, the Company issued a press release announcing the adjournment of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### Supplemental Disclosures to the Proxy Statement

On August 5, 2021, the Company filed with the Securities and Exchange Commission a definitive proxy statement (the “Original Filing”) in connection with the solicitation of proxies by the Company for the Annual Meeting and filed a supplement to the Original Filing on August 31, 2021 (the “Supplement” and the Original Filing, as amended by the Supplement, the “Proxy Statement”).

This Current Report on Form 8-K (this “Form 8-K”) is being filed to update and supplement the Proxy Statement. The information contained in this Form 8-K amends and is incorporated by reference into the Proxy Statement. Terms used in this Form 8-K but not otherwise defined shall have the meanings ascribed to such terms in the Proxy Statement. Except as specifically supplemented or amended by the information contained in this Form 8-K, all information in the Proxy Statement remains accurate and should be considered in voting your shares.

## Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 17, 2021, announcing adjournment of the Annual Meeting.
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.

Date: September 17, 2021

**ORGANOVO HOLDINGS, INC.**

By: /s/ Keith Murphy  
Keith Murphy  
Executive Chairman



**ORGANOVO ANNOUNCES ADJOURNMENT OF  
ANNUAL MEETING OF SHAREHOLDERS DUE TO LACK OF QUORUM**

Solana Beach, CA., September 17, 2021—Organovo Holdings, Inc. (Nasdaq: ONVO), today announced that the Company’s annual meeting of shareholders, on September 14, 2021, at 9:00 a.m. was convened and adjourned, without any business being conducted, due to lack of the required quorum.

A quorum consists of a majority of the shares entitled to vote. There were fewer than a majority of shares entitled to vote present, either in person or by proxy at this meeting. Approximately 45.6% were properly voted at the time of the annual meeting. The annual meeting of shareholders therefore had no quorum and the meeting was adjourned and will reconvene at 9:00 a.m. (Pacific Time) on Tuesday, October 5, 2021 to be held virtually at [www.virtualshareholdermeeting.com/ONVO2021](http://www.virtualshareholdermeeting.com/ONVO2021) to allow additional time for the Company’s shareholders to vote on the proposals set forth in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission (the “SEC”) on August 5, 2021.

During the current adjournment, the Company continues to solicit votes from its shareholders with respect to the proposals set forth in the Company’s proxy statement. Only shareholders of record, as of the record date, July 19, 2021, are entitled to and are being requested to vote.

**Important Information**

This material may be deemed to be solicitation material in respect of the Annual Meeting to be reconvened and held on October 5, 2021. In connection with the Annual Meeting, the Company filed a definitive proxy statement with the SEC on August 5, 2021. **BEFORE MAKING ANY VOTING DECISIONS, SECURITY HOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING.** The definitive proxy statement was mailed to shareholders who are entitled to vote at the Annual Meeting. No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. The Company’s proxy statement and any other materials filed by the Company with the SEC can be obtained free of charge at the SEC’s website at [sec.gov](http://sec.gov) or the Company’s website <https://ir.organovo.com/financial-information/sec-filings>.

**About Organovo**

Organovo is an early-stage biotechnology company that is developing and utilizing highly customized 3D human tissues as dynamic models of healthy and diseased human biology for drug development. The company’s proprietary technology is being used to build functional 3D human tissues that mimic key aspects of native human tissue composition, architecture, function and disease. Organovo’s advances include cell type-specific compartments, prevalent intercellular tight junctions, and the formation of microvascular structures. Management believes these attributes can enable critical complex, multicellular disease models that can be used to develop clinically effective drugs for selected therapeutic areas.

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**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. 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 Annual Report on Form 10-K filed with the SEC on June 15, 2021. 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.*

**Investor Contact**

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