

**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): July 18, 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.

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

On July 18, 2023, Mayer Hoffman McCann P.C. (“MHM”) informed Organovo Holdings, Inc. (the “Company”) and 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 will cease to serve as the Company’s independent registered public accounting firm on the earlier of the date a new firm is engaged, the date of the filing of the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023 or August 21, 2023.

The audit reports of MHM on the Company’s financial statements for the fiscal years ended March 31, 2023 and 2022 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles, except for an explanatory paragraph regarding the existence of substantial doubt about the Company’s ability to continue as a going concern in the report for the fiscal year ended March 31, 2023.

During the Company’s two most recent fiscal years ended March 31, 2023 and 2022 and the subsequent interim period through July 18, 2023, there were no (a) disagreements, within the meaning of Item 304(a)(1)(iv) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (“Regulation S-K”), and the related instructions thereto, with MHM on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of MHM, would have caused it to make reference to the subject matter of the disagreements in connection with its reports, or (b) reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K and the related instructions thereto.

The Company provided MHM with a copy of the disclosures in this Current Report on Form 8-K, and requested MHM to furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements made by the Company in this Current Report on Form 8-K and, if not, stating the respects in which it does not agree. A copy of MHM’s letter, dated July 24, 2023, is attached hereto as Exhibit 16.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits.**

<u>Number</u>	<u>Description</u>
16.1	<a href="#">Letter from Mayer Hoffman McCann P.C. to the Securities and Exchange Commission dated July 24, 2023.</a>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

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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.

Organovo Holdings, Inc.

Date: July 24, 2023

By: /s/ Keith Murphy

Name: Keith Murphy

Title: Executive Chairman

July 24, 2023

Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

Commissioners:

We have read Item 4.01 of Organovo Holdings, Inc.'s Form 8-K dated July 24, 2023, and we agree with the statements set forth in Item 4.01, insofar as they relate to our firm.

Very truly yours,

/s/ Mayer Hoffman McCann P.C.

San Diego, California