

**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): March 26, 2020

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.)

440 Stevens Avenue, Suite 200
Solana Beach, CA 92075
(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:

<u>(Title of each class)</u>	<u>(Trading symbol(s))</u>	<u>(Name of each exchange on which registered)</u>
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 5.07. Submission of Matters to a Vote of Security Holders.

On March 26, 2020, Organovo Holdings, Inc. (“Organovo” or the “Company”), held its special meeting of Stockholders (the “Special Meeting”). The purpose of the Special Meeting is described in Organovo’s definitive proxy statement/prospectus/information statement as filed with the Securities and Exchange Commission (the “SEC”) on February 24, 2020 (the “Definitive Proxy Statement”) relating to the pending merger (the “Merger”) with Tarveda Therapeutics, Inc. (“Tarveda”), which Organovo first mailed to its stockholders on or about February 26, 2020.

Of the 130,497,563 shares of the Company’s common stock outstanding as of February 14, 2020 (the “Record Date”), 98,916,422 shares, or 75.79%, were represented at the Special Meeting either in person or by proxy, which total constituted a quorum of the issued and outstanding shares as of the Record Date.

The final voting results for Organovo Proposal No. 2, 3 and 5, as set forth in the Definitive Proxy Statement, are set forth below. To allow additional time for stockholders to vote on Organovo Proposal Nos. 1 and 4, as set forth in the Definitive Proxy Statement, Organovo adjourned the meeting with respect to such proposals until 10:00 a.m. Pacific Time, on April 7, 2020.

The Special Meeting will be reconvened on April 7, 2020 at 10:00 a.m. Pacific Time for the sole purpose of allowing additional time for stockholders to vote on Organovo Proposal Nos. 1 and 4 (the “Reconvened Meeting”). The Reconvened Meeting will be held as a virtual (online) meeting, accessible by visiting www.virtualshareholdermeeting.com/ONVO2020.

The number of votes cast “For” and “Against” and the number of “Abstentions” and “Broker Non-Votes” with respect to Organovo Proposal Nos. 2, 3 and 5 are set forth below.

Proposal Two: Reverse Stock Split

Stockholders voted to approve an amendment to the Organovo certificate of incorporation effecting a reverse stock split of Organovo common stock, at a ratio of one (1) new share for every 20 to 40 shares of outstanding Organovo common stock. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
87,952,806	9,737,552	1,229,193

Proposal Three: Compensation of Named Executive Officers in Connection with Merger

Stockholders voted to approve, on a non-binding advisory vote basis, compensation that will or may become payable by Organovo to its named executive officers in connection with the Merger, each as described in the Definitive Proxy Statement. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
40,654,433	20,977,564	1,401,822	35,885,732

Proposal Five: Adjournment of the Special Meeting

Stockholders voted to approve the authorization to adjourn the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Organovo Proposal Nos. 1, 2, 3 and 4. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
47,848,437	46,929,658	4,141,456

Item 8.01 Other Events.

On March 27, 2020, the Company issued a press release regarding the adjournment of the Special Meeting. The Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated March 27, 2020, issued by Organovo Holdings, Inc.

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: March 27, 2020

ORGANOVO HOLDINGS, INC.

/s/ Taylor Crouch

Taylor Crouch

Chief Executive Officer and President

Organovo Holdings, Inc. Announces Adjournment of Special Meeting of Stockholders

SAN DIEGO, CALIFORNIA, March 27, 2020— Organovo Holdings, Inc. (“Organovo”) (Nasdaq: ONVO) convened, on March 26, 2020, the special meeting of stockholders and then adjourned the special meeting of stockholders until Tuesday, April 7, 2020 10:00 A.M. Pacific Time at www.virtualshareholdermeeting.com/ONVO2020 to solicit additional proxies for Organovo Proposal Nos. 1 and 4. Organovo Proposal No. 1 is to approve the issuance of shares of Organovo common stock to the Tarveda securityholders in the merger and Organovo Proposal No. 4 is to approve the adoption of the Combined Organization 2020 Equity Incentive Plan.

Based on an assessment of votes present in person or proxy at the special meeting, Organovo Proposals Nos. 2, 3 and 5 were approved by the required vote. Organovo Proposal No. 2 authorizes Organovo’s board of directors to effect a reverse stock split of the Organovo common stock at a ratio of every one share for every 20-40 shares outstanding, and Organovo Proposal No. 3 approved, on an advisory basis, compensation that will or may become payable by Organovo in connection with the merger. Organovo Proposal No. 5 authorizes Organovo to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Organovo Proposal Nos. 1, 2, 3 or 4.

The approval of Organovo Proposal Nos. 1 and 4 require the affirmative vote of a majority of the votes cast at the special meeting and the special meeting is being adjourned to provide the Company with additional time to solicit proxies from its stockholders to obtain sufficient votes in favor of Organovo Proposal Nos. 1 and 4.

If you need assistance voting your shares, please call D.F. King & Co., Inc. toll free at (800) 431-9646 or toll at (212) 269-5550.

If you have not submitted a proxy, you are urged to do so promptly. No action is required by any stockholder who has previously delivered a proxy and who does not wish to revoke or change that proxy.

Important Information and Where to Find It

This communication may be deemed to be solicitation material in respect to the proposed transaction between Organovo and Tarveda. On February 24, 2020, Organovo initially filed the proxy statement/prospectus/information statement (the “Definitive Proxy Statement”) with the SEC. Organovo mailed the Definitive Proxy Statement to its stockholders on or about February 26, 2020. Each party may file other documents with the SEC in connection with the proposed merger. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND STOCKHOLDERS ARE URGED TO READ THESE MATERIALS CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT ORGANOVO, TARVEDA THE PROPOSED MERGER AND RELATED MATTERS.** Investors and stockholders may obtain, free of charge, copies of the Definitive Proxy Statement and any other documents filed by Organovo with the SEC in connection with the proposed transactions at the SEC’s website (<http://www.sec.gov>) and on the investor relations section of Organovo’s website at ir.organovo.com. Investors and stockholders are urged to read the Definitive Proxy Statement and the other relevant materials before making any voting or investment decision with respect to the proposed merger and the related proposals.

Non-Solicitation

This communication does not constitute an offer to sell or solicitation of an offer to buy any securities, nor will there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Participants in the Solicitation

Organovo and its directors and executive officers and Tarveda and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Organovo in connection with the

proposed Merger. Information regarding the special interests of the Organovo and Tarveda directors and executive officers in the proposed Merger is included in the Definitive Proxy Statement. Additional information regarding the directors and executive officers of Organovo is included in Organovo's definitive proxy statement on Schedule 14A relating to the 2019 Annual Meeting of Stockholders, filed with the SEC on July 26, 2019. These documents are available free of charge from the sources indicated above.

Contacts:

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