

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person*</b> <u>CROUCH TAYLOR</u>  (Last) (First) (Middle) <u>6275 NANCY RIDGE DRIVE, SUITE 110</u>  (Street) <u>SAN DIEGO CA 92121</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ORGANOVO HOLDINGS, INC. [ ONVO ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO &amp; President</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/22/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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	06/22/2018		A		41,764	A	\$0.00 <sup>(1)</sup>	190,524	D	
Common Stock	06/25/2018		F		15,490 <sup>(2)</sup>	D	\$1.4328 <sup>(3)</sup>	175,034 <sup>(4)</sup>	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					

**Explanation of Responses:**

- In April 2017, Mr. Crouch received a grant of performance-based restricted stock units for 208,822 shares of the Issuer's Common Stock which vest contingent upon the Issuer's achievement of financial performance metrics set by the Issuer's Compensation Committee. On June 22, 2018, the Issuer's Compensation Committee determined that certain financial performance criteria were satisfied, and as a result, Mr. Crouch had vested in 41,764 shares of Common Stock.
- Represents the mandatory sale of shares to satisfy the Reporting Person's tax withholding obligations, in connection with the partial vesting and settlement of a performance-based restricted stock units granting in April 2017, pursuant to the Reporting Person's agreement with the Issuer.
- This transaction was executed in multiple sales through a sale order executed by a broker-dealer at prices ranging from \$1.42 to \$1.445. The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This number does not include 2,688,212 shares of common stock underlying outstanding options held by Mr. Crouch; post-transaction Mr. Crouch continues to beneficially own or have a right to acquire 2,863,246 shares of common stock.

**Remarks:**

/s/ Taylor Crouch 06/26/2018

\*\* 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.