

**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): **November 23, 2012**

ORGANOVO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-54621

Delaware

(State or other jurisdiction
of incorporation)

27-1488943

(I.R.S. Employer
Identification No.)

**6275 Nancy Ridge Dr.,
San Diego, California 92121**

(Address of principal executive offices, including zip code)

(858) 550-9994

(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))

Item 7.01 Regulation FD Disclosure

Offer to Amend and Exercise Warrants

On November 16, 2012, Organovo Holdings, Inc. (the “**Company**”) filed a tender offer with respect to certain warrants to purchase common stock of the Company to provide the holders thereof with the opportunity to amend and exercise their warrants, upon the terms and subject to the conditions set forth in the Company’s tender offer statement on Schedule TO and the related exhibits included therein (the “**Offering Materials**”) filed with the Securities and Exchange Commission (the “**SEC**”) on November 16, 2012.

Pursuant to the tender offer, the Company is offering to amend, upon the terms and subject to the conditions set forth in the Offering Materials, warrants to purchase an aggregate of 14,510,928 shares of common stock (the “**Offer to Amend and Exercise**”), including: (i) outstanding warrants to purchase 1,500,000 shares of the Company’s common stock issued to investors participating in the Company’s bridge financing completed in November 2011 (the “**Bridge Warrants**”); (ii) outstanding warrants to purchase 11,653,678 shares of the Company’s common stock issued to investors participating in the Company’s private placement financings closed on February 8, 2012, February 29, 2012 and March 16, 2012 (the “**Investor Warrants**”); and (iii) outstanding warrants to purchase 1,357,250 shares of the Company’s common stock issued to investors in the Company’s private placement transactions completed in 2011 (the “**Private Warrants**” and collectively with the Bridge Warrants and the Investor Warrants, the “**Original Warrants**”). There is no minimum participation requirement with respect to the Offer to Amend and Exercise.

Pursuant to the Offer to Amend and Exercise, the Original Warrants will be amended (the “**Amended Warrants**”) to: (i) reduce the exercise price of the Original Warrants from \$1.00 per share to \$0.80 per share of common stock in cash, (ii) shorten the exercise period of the Original Warrants so that they expire concurrently with the expiration of the Offer to Amend and Exercise at 5:00 p.m. (Pacific Time) on December 17, 2012, as may be extended by the Company in its sole discretion (“**Expiration Date**”), (iii) delete the price-based anti-dilution provisions contained in the Bridge and Investor Warrants, (iv) restrict the ability of the holder of shares issuable upon exercise of the Amended Warrants to sell, make any short sale of, loan, grant any option for the purchase of, or otherwise dispose of any of these shares without the prior written consent of the Company for a period of time commencing on the holder’s exercise date and ending on the later of (a) the date that is twenty (20) days after exercise of the Warrant or (b) the date that is five business days after the Expiration Date (the “**Lock-Up Period**”); and (v) provide that a holder, acting alone or with others, will agree not to effect any purchases or sales of any securities of the Company in any “short sales” as defined in Rule 200 promulgated under Regulation SHO under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or any type of direct and indirect stock pledges, forward sale contracts, options, puts, calls, short sales, swaps, “put equivalent positions” (as defined in Rule 16a-1(h) under the Exchange Act) or similar arrangements, or sales or other transactions through non-U.S. broker dealers or foreign regulated brokers through the expiration of the Lock-Up Period. Other than set forth above, the terms of the Original Warrants will remain unmodified and in full force and effect.

The Offer to Amend and Exercise is limited to “accredited investors” as that term is defined in Rule 501 of the Securities Act of 1933, as amended (the “**Securities Act**”). Eligible holders may elect to amend some or all of their Original Warrants. If Original Warrant holders choose not to participate in the Offer to Amend and Exercise, their Original Warrants will remain in full force and effect, as originally issued.

The purpose of the Offer to Amend and Exercise is to encourage the amendment and exercise of the Original Warrants to help the Company reduce its outstanding warrant liability and to raise funds to support the Company’s operations by providing the holders of the Original Warrants with the opportunity to obtain and exercise an Amended Warrant by significantly reducing the exercise price of the Original Warrants.

Investor Presentation

On November 23, 2012, the Company made a presentation regarding the Company available to investors. A copy of the presentation is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished on this Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Important Information

The information in this Form 8-K is for informational purposes only, and the foregoing reference to the tender offer shall not constitute an offer to buy, exchange or amend securities or constitute the solicitation of an offer to sell, exchange or amend any of the Company’s securities. The Company filed a tender offer statement on Schedule TO and the offering materials related to the tender offer, including the Offer to Amend and Exercise, the Election to Participate and Exercise Warrant, forms of Amended Warrants and Notice of Withdrawal, with the SEC. These documents contain important information that should be read carefully and considered before any decision is made with respect to the tender offer. These documents may be obtained free of charge at the SEC’s website at www.sec.gov. In addition, these documents (and all other materials filed by the Company with the SEC) may be obtained at no charge by directing a request to Organovo Holdings, Inc., 6275 Nancy Ridge Drive, San Diego, California 92121, Attn: Corporate Secretary, telephone number (858) 550-9994.

Organovo Holdings has retained Aegis Capital Corp. as its Warrant Agent for the tender offer. Aegis Capital may be reached at 810 7th Avenue, 18th Floor, New York, NY 10019, Attn: Adam K. Stern, Head of Private Equity Banking, telephone (646) 502-2401.

The tender offer is only being made to “accredited investors” as that term is defined in Rule 501 of the Securities Act. In addition, the tender offer is not being made to warrant holders in any U.S. state in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Forward Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1 furnished herewith, contains “forward-looking statements.” All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, but not limited to, statements regarding the potential benefits and future uses of the Company’s science and technology, the Company’s ability to develop products that can be used to improve drug development and the Company’s future product development opportunities. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. The various risks and uncertainties that could cause the Company’s actual future results to differ materially from current expectations include, but are not limited to, those risks and uncertainties relating to the Company’s ability to develop, market and sell products based on its science and technology; the expected benefits and efficacy of the Company’s products and technology; the availability of substantial additional funding for the Company to continue its operations and to conduct research and development, clinical studies and future product commercialization; and the Company’s failure to achieve its business, research, product development, regulatory approval, marketing and distribution plans and strategies. These and other factors are identified and described in more detail in the Company’s filings with the SEC, including its current report on Form 8-K/A filed with the SEC on May 11, 2012. These forward-looking statements are made as of the date of this Current Report, and the Company does not undertake an obligation to update these forward-looking statements after such date.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Investor presentation dated November 23, 2012.

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: November 23, 2012

/s/ Keith Murphy

Keith Murphy
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1 Investor presentation dated November 23, 2012.

The Organovo logo is positioned on the left, featuring the word "organovo" in a sans-serif font with a trademark symbol. The letter "o" is replaced by a stylized molecular structure. To the right of the logo is a series of five molecular diagrams of varying sizes and complexity, arranged in a horizontal line. The background is a blue gradient with a large, faint molecular structure on the right side.

organovo™

Changing the Shape of Medical Research and Practice

Keith Murphy

Chairman and Chief Executive Officer

November 23, 2012

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SAFE HARBOR STATEMENT

This presentation contains “forward-looking statements” that involve significant risks and uncertainties. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, but not limited to, statements regarding the results and benefits of the Company’s tender offer and its prospective performance, opportunities and business outlook. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. The risks and uncertainties that could cause the Company’s actual future results to differ materially from current expectations include, but are not limited to, risks and uncertainties relating to the Company’s ability to develop, market and sell products based on its technology; the expected benefits and efficacy of the Company’s products and technology; the availability of substantial additional funding for the Company to continue its operations and to conduct research and development, clinical studies and future product commercialization; the Company’s failure to achieve its business, research, product development, regulatory approval, marketing and distribution plans and strategies; and the successful completion of the tender offer. These and other factors are identified and described in more detail in the Company’s filings with the SEC, including its current report on Form 8-K/A filed with the SEC on May 11, 2012. These forward-looking statements are made as of the date of this presentation, and the Company does not undertake an obligation to update these forward-looking statements after such date.



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Printing Evolves: An Inkjet for Living Tissue

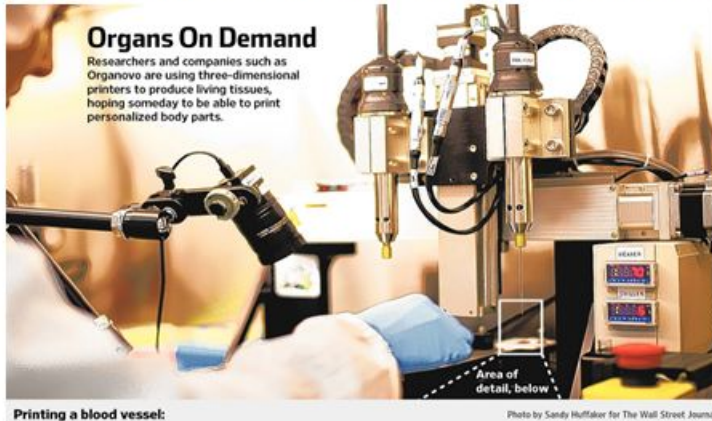
Article

Video

Comments

By ROBERT LEE HOTZ

Leading the way is a closely held, San Diego-based company called Organovo Inc., which introduced the first commercial 3-D bioprinters in 2010, using technology developed by Dr. Forgacs at Missouri-Columbia and by researchers at Clemson University.



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Organovo has made tremendous progress

▪ In past 12 months

- Signed up United Therapeutics
- Delivered tissue blocks to Pfizer under our collaboration
- NIH Grant for 3D liver
- Successful financing and reverse merger
- Attracted top executives and doubled staff
- Opened 15,000 sq ft new facility
- Completed Phase 1 market research
- OTC QX uplist

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Market research reveals opportunity

▪ Cell Assay Products

- Identified specific market opportunity >\$500M by 2018[†]
- High unmet customer need and market opportunity identified that can be met with 3D cell assay products[†]
- Overall cell biology market growing to \$17B by 2016, 12% CAGR[†]

▪ Disease models

- Qualitative market research conducted to target initial opportunities – including Oncology
- Focus on Pharma co. “lead optimization” as entry point

[†] Source: 2012 Scientia Advisors market research, sponsored by Organovo

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Organovo milestones in 2013

▪ Organovo will keep delivering

- Major new data on 3D liver by Q2 2013
- Expanding the set of current partners
 - Reaching upstream in drug discovery to partner with academics – now pursuing partnerships
- Technology partnerships to develop bioprinting
 - Collaborate with 3D peers in non-bio spaces
- Company pursuing uplisting to NASDAQ or NYSE

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Goals of tender offer

- **Clean up derivative liability**
 - Outstanding warrants from Q1 offering create derivative liability for company
 - Company currently is below shareholder equity requirements for listing on NASDAQ or NYSE MKT as a result
- **Raise funds**
 - End Q3 Cash on hand \$7.7M
 - Tender offer can raise up to \$11.5M gross
 - Company net burn of ~\$7-8M/year expected in 2013

† Source: Scientia Advisors study, commissioned by company

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Seeking uplisting to major exchange

NASDAQ Capital Market: Financial and Liquidity Requirements

Companies must meet all of the criteria under at least one of the three standards below.

Requirements	Equity Standard	Market Value of Listed Securities Standard*	Net Income Standard
Listing Rules	5505(a) and 5505(b)(1)	5505(a) and 5505(b)(2)	5505(a) and 5505(b)(3)
Stockholders' Equity	\$5 million	\$4 million	\$4 million
Market Value of Publicly Held Shares	\$15 million	\$15 million	\$5 million
Operating History	2 years	---	---
Market Value of Listed Securities	---	\$50 million	---
Publicly Held Shares	1 million	1 million	1 million
Shareholders (round lot holders)	300	300	300
Market Makers	3	3	3
Bid Price OR Closing Price**	\$4 \$3	\$4 \$2	\$4 \$3

* Companies qualifying solely under the Market Value Standard must meet the \$50 million Market Value of Listed Securities and the applicable bid price requirement for 90 consecutive trading days before applying.

** To qualify under the closing price alternative, a company must have: (i) average annual revenues of \$6 million for three years, or (ii) net tangible assets of \$5 million, or (iii) net tangible assets of \$2 million and a 3 year operating history, in addition to satisfying the other financial and liquidity requirements listed above.



Seeking uplisting to major exchange

NYSE MKT Initial Listing Standards

Quantitative Standards				
CRITERIA	LISTING STANDARDS			
	Standard 1	Standard 2	Standard 3	Standard 4
Pre-tax income ¹	\$750,000	N/A	N/A	N/A
Market capitalization	N/A	N/A	\$50 million	\$75 million OR At least \$75 million in total assets and \$75 million in revenues
Market value of public float	\$3 million	\$15 million	\$15 million	\$20 million
Minimum price	\$3	\$3	\$2	\$3
Operating history	N/A	2 years	N/A	N/A
Shareholders' equity	\$4 million	\$4 million	\$4 million	N/A
Public shareholders/Public float (shares) ²	Option 1: 800/500,000 Option 2: 400/1,000,000 Option 3: 400/500,000 ³			

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