
**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): August 7, 2013

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.)

**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))
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Item 8.01 Other Events.

On August 7, 2013, Organovo Holdings, Inc., a Delaware corporation (the “Company”), announced the closing of its previously announced underwritten public offering of 9,000,000 shares of its common stock, as well as 1,350,000 additional shares of its common stock pursuant to the full exercise of the over-allotment option granted to the underwriters (the “Offering”). Lazard Capital Markets LLC and Oppenheimer & Co. Inc. acted as joint book-runners for the Offering. JMP Securities LLC and Maxim Group LLC served as co-managers for the Offering.

The shares were sold at the public offering price of \$4.50 per share and the Company estimates gross proceeds from the Offering will be approximately \$46.6 million and net proceeds will be approximately \$43.3 million, after deducting underwriting discounts and estimated offering expenses payable by the Company.

The Company issued a press release on August 7, 2013 announcing the closing of the Offering. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 7, 2013, titled “Organovo Holdings, Inc. Closes \$46.6 Million Public Offering of Common Stock and Exercise of Over-Allotment Option”

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: August 7, 2013

/s/ Barry Michaels

Barry Michaels

Chief Financial Officer

Exhibit Index

Exhibit
No.

Description

99.1 Press Release, dated August 7, 2013, titled "Organovo Holdings, Inc. Closes \$46.6 Million Public Offering of Common Stock and Exercise of Over-Allotment Option"

August 7, 2013

Organovo Holdings, Inc. Closes \$46.6 Million Public Offering of Common Stock and Exercise of Over-Allotment Option

SAN DIEGO – Organovo Holdings, Inc. (NYSE MKT: ONVO) today announced the closing of its previously announced underwritten public offering of 9,000,000 shares of its common stock, as well as 1,350,000 additional shares of its common stock pursuant to the full exercise of the over-allotment option granted to the underwriters.

The shares were sold at the public offering price of \$4.50 per share and the company estimates the aggregate net proceeds to the company will be approximately \$43.3 million, after deducting underwriting discounts and commissions and other estimated offering expenses.

Lazard Capital Markets LLC and Oppenheimer & Co. Inc. acted as joint book-runners for the offering. JMP Securities LLC and Maxim Group LLC served as co-managers for the offering.

The shares described above were issued pursuant to a prospectus supplement and accompanying prospectus, all as filed as part of a shelf registration statement on Form S-3 previously filed with and declared effective by the Securities and Exchange Commission (“SEC”). Copies of the prospectus supplement and the accompanying prospectus may be obtained by sending a request to: Lazard Capital Markets LLC, at 30 Rockefeller Plaza, New York, NY 10020 or via telephone at (800) 542-0970, or Oppenheimer & Co. Inc., Attn: Syndicate Department, at 85 Broad Street, 26th Floor, New York, NY 10004 or via email at equityprospectus@opco.com or via telephone at (212) 667-8563. The company filed a final prospectus supplement relating to the offering with the SEC on August 2, 2013, which is available along with the accompanying prospectus filed with the SEC in connection with the shelf registration, on the SEC’s website at www.sec.gov.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities of Organovo, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. This press release is being issued pursuant to and in accordance with Rule 134 under the Securities Act of 1933, as amended.

About Organovo Holdings, Inc.

Organovo designs and creates functional, three-dimensional human tissues for medical research and therapeutic applications. The company is collaborating with pharmaceutical and academic partners to develop human biological disease models in three dimensions. These 3D human tissues have the potential to accelerate the drug discovery process, enabling treatments to be developed faster and at lower cost. In addition to numerous scientific publications, their technology has been featured in The Wall Street Journal, Time Magazine, The Economist, and numerous others. Organovo is changing the shape of medical research and practice. Learn more at www.organovo.com.

Safe Harbor Statement

Any statements contained in this press release that do not describe historical facts may 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. The factors that could cause 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; and the Company’s business, research, product development, regulatory approval, marketing and distribution plans and strategies. These and other factors are identified and described in more detail in our filings with the SEC, including the prospectus supplement filed with the SEC on August 2, 2013 and the transition report on Form 10-KT filed with the SEC on May 24, 2013 and our other filings with the Securities and Exchange Commission. 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 we may issue in the future. Except as required by applicable law, including the securities laws of the United States, we do 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.

SOURCE Organovo Holdings, Inc.

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