

**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): September 29, 2021

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:

| (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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 29, 2021, the Board of Directors of Organovo Holdings, Inc. (the “Company”) approved an amendment (the “Bylaws Amendment”) to Section 2.6 of the Company’s bylaws, as amended (the “Bylaws”), effective as of September 29, 2021, to reduce the number of shares required to be present in person or represented by proxy at a meeting of its stockholders to constitute a quorum for the transaction business from a majority of the stock issued and outstanding and entitled to vote to one-third of the stock issued and outstanding and entitled to vote.

The foregoing summary is qualified in its entirety by reference to the Bylaws Amendment, dated as of September 29, 2021, and filed as Exhibit 3.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Amendment to the Company’s Bylaws, dated September 29, 2021. |
| 104 | Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL). |

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: October 1, 2021

ORGANOVO HOLDINGS, INC.

By: /s/ Keith Murphy
Keith Murphy
Executive Chairman

CERTIFICATE OF AMENDMENT TO BYLAWS OF ORGANOVO HOLDINGS, INC., AS AMENDED

The undersigned hereby certifies that he is the duly elected, qualified and acting Corporate Secretary of Organovo Holdings, Inc., a Delaware corporation (the “**Corporation**”), and that the Bylaws of the Corporation, as amended on October 9, 2019 (the “Bylaws”), were amended by resolution of the Board of Directors of the Corporation, effective as of September 29, 2021, to amend and restate Section 2.6 of the Bylaws as follows:

“2.6 QUORUM

The holders of one-third of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. Where a separate vote by a class or series or classes or series is required, one-third of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter, except as otherwise provided by law, the certificate of incorporation or these bylaws.

If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chairperson of the meeting, or (ii) the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.”

The foregoing amendment to the Bylaws has not been modified, amended, rescinded or revoked and remains in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on September 29, 2021.

Thomas Jurgensen
General Counsel and Corporate Secretary