

Adler Yaron
Form 4
March 05, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adler Yaron

(Last) (First) (Middle)

C/O ORGENESIS INC., 20271
GOLDENROD LANE

(Street)

GERMANTOWN, MD 20876

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Orgenesis Inc. [ORGS]

3. Date of Earliest Transaction
(Month/Day/Year)

03/04/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired (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	06/11/2018		C		37,662	A	<u>1</u>
					37,662	I	

Held
through
Yaron Adler
Investment
(1999) LTD

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Warrants	\$ 6.24	03/04/2014		A	16,026	03/04/2017	03/04/2017	Common Stock
Warrants	\$ 6.24	11/30/2015		A	9,616	11/30/2018	11/30/2018	Common Stock
6% Convertible Note	\$ 4.8 ⁽²⁾	09/15/2014		P	100,000 ⁽³⁾	09/15/2014	03/15/2015	Common Stock
6% Convertible Note	\$ 4.8 ⁽²⁾	06/11/2018		C	100,000 ⁽³⁾	09/15/2014	03/15/2015	Common Stock
Stock Option	\$ 4.8 ⁽²⁾	12/09/2016		A	41,667 ⁽²⁾	⁽⁴⁾	12/09/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Adler Yaron
C/O ORGENESIS INC.
20271 GOLDENROD LANE
GERMANTOWN, MD 20876

Signatures

/s/ Yaron Adler 03/05/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These securities were acquired by the reporting person upon the conversion of a convertible note as described in footnote 3 below.
- (2) Represents post-reverse stock split amounts.

Represents an unsecured convertible note with a maturity date of March 15, 2015 (the "Maturity Date") issued by the Issuer to the reporting person on September 15, 2014 for a loan of \$100,000 (the "Principal Amount"). The Principal Amount and any accrued but unpaid interest was convertible into shares of common stock of the Issuer (each a "Conversion Share") at a conversion price of \$0.40 per
- (3) Conversion Share. The conversion price per Conversion Share was adjusted to \$4.80 as a result of the post-reverse stock split. Interest accrued daily at a rate of 6% per 360-day year and, due to default, increased to 24% per 360-day year, including the Principal Amount and any accrued but unpaid interest, from and after the Maturity Date. On June 11, 2018, the reporting person converted the loan and any accrued but unpaid interest and received 37,662 Conversion Shares in full satisfaction of the convertible note.
- (4) These non-plan options were awarded to purchase shares of common stock of the Issuer and vested in equal quarterly installments over a two-year period from the award date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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