Edgar Filing: ORGANOVO HOLDINGS, INC. - Form 4

Check this box if no longer subject toNuminguoi, D.C. 2059Numue: NumberSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.Express: 2005 Estimated average burden hours per responseControlSolution 16.SECURITIESSubject to Section 17(a) of the Public Utility Holding Company Act of 1934, obligationsSolution 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 IssuerSolution 17(a) of the Public Utility Holding Company Act of 1940 Issuer(Print or Type Responses)1. Name and Address of Reporting Person." Symbol2. Issuer Name and Ticker or Trading Symbol5. Relationship of Reporting Person(s) to Issuer(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)-X_Director below)—10% Owner moder to below)(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)-X_Director below)—10% Owner moder to below)6275 NANCY RIDGE DRIVE08/17/20166. Individual or Joint/Group Filing/Check Applicable Line) -X_Form fildel by More than One Reporting Person6. Individual or Joint/Group Filing/Check Applicable Line) -X_Form fildel by More than One Reporting Person(City)(Sate)(Zip)Table I - Non-Derivative Securities Scautifies Code5. Anount of 6. Ownership 7. Nature of Securities(City)(Sate)(Zip)Table I - Non-Derivative Securities Scautifies Code5. Anount of 6. Owner	Eugart IIII	9					
August 19, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3235-0287 Statek his box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935, or Section 16. Company Act of 1934, 30(h) of the Investment Company Act of 1935, or Section 30(h) of the Investment Company Act of 1935, or Section 1(b). S. Relationship of Reporting Person(s) to Issuer (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol ORGANOVO HOLDINGS, INC. [ONVO] S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Farriest Transaction (Month/Day/Year) S. Relationship of Reporting Person(s) to Issuer (Sureri) 4. If Amendment, Date Original Field(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) - Verson - Verson Person (City) (State) (Zip) Table I - Non-Derivative Securities Couplined, Pointor or Person 6. Individual or Joint/Group Filing(Check Applicable Line) - Verson 6. Ownership Person (City) (State) (Zip) Table I - Non-Derivative Securities Couplined, Pointor of Person 6. Ownership Person 6. Ownership Person (City) (State) (Zip) Table I - Non-Derivative Securities Couplined, Pointor or Person 6. Owne							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB Section 16 home for section 16 home for section 16 home for section 17(a) of the Public Utility Holding Company Act of 1935 of Section 16(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES States and section 17(a) of the Public Utility Holding Company Act of 1935 of Section 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 16(b). States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNVO] States and section 17(a) of the Public Utility Holding Company Act of 1940 15(c) (DNONDAVYCerr) States and section 17(a) of the Public							
Check this box if no longer subject to section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Constrained Stratement of the Public Utility Holding Company Act of 1934, obligations OMB Expires: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). OMB Expires: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). OMB Expires: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). OMB Expires: Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). OMB Expires: Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting Person". KESSEL MARK 2. Issuer Name and Ticker or Trading Symbol ORGANOVO HOLDINGS, INC. [ONVO] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction Field(Month/Day/Year) - </td <td>· ·</td> <td></td> <td></td> <td>OMB APPROVAL</td>	· ·			OMB APPROVAL			
Check this box fi no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Section 16. Section 16. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(Print or Type Responses) 1. Name and Address of Reporting Person 1 KESSEL MARK Symbol ORGANOVO HOLDINGS, INC. [ONVO] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Section Date 17 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) SAN DIEGO, CA 92121 (Check 2012) (Month/Day/Year) Securities 22. Transaction Date 24. Deemed 1. Tutle of Scrutify (Month/Day/Year) 22. Transaction Date 24. Deemed 1. Tutle of Scrutify (Month/Day/Year) Securities 3. SAN DIEGO, CA 92121 (City) (State) (Zip) Table 1 - Non-Derivative Securities Scaurities Form: Direct (Discord f, Ormership 7. Nature of Security (Month/Day/Year) Scaurities Discord f(D) or Beneficially Owned 1. Tutle of Scaurities (Month/Day/Year) Scaurities Discord f(D) or Beneficially Owned 1. Tutle of Scaurities (Month/Day/Year) Scaurities Discord f(D) or Beneficially Owned (Month/Day/Year) Scaurities Discord f(D) or Beneficially Owned (Month/Day/Year) Scaurities Discord f(D) Price (Instr. 3) (Month/Day/Year) Scaurities Code V Amount (D) Price Code V Amount (D) Price Code V Amount (D) Price Common (Month/Day/Year) 7, 500	FORM 4 UNITED STATES S		IGE COMMISSION	OMB 3235-0287			
$\begin{array}{c c c c c c c c c c c c c c c c c c c $	if no longer subject to Section 16. Form 4 or	Estimated average burden hours per					
1. Name and Address of Reporting Person : KESSEL MARK 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 6275 NANCY RIDGE DRIVE 08/17/2016	obligations may continue.Section 17(a) of the PulSee Instruction30(h) of	blic Utility Holding Company	Act of 1935 or Section	I			
KESSEL MARKSymbol ORGANOVO HOLDINGS, INC. [ONVO]Issuer(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)(Check all applicable)(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year) $(Check all applicable)$ 6275 NANCY RIDGE DRIVE08/17/2016 $(Street)$ 4. If Amendment, Date Original Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line) $-X_Form filed by One Reporting Person-Mrited by More than One ReportingPersonSAN DIEGO, CA 92121Table I - Non-Derivative Securities Acquired (A) orCode5. Amount ofDisposed of (D)(Instr. 3)6. Ownership(Ownerficially Owned(Month/Day/Year)7. Nature ofTransaction Date, ifany(Month/Day/Year)7. Nature ofCode5. Amount of(Disposed of (D)(Instr. 3, 4 and 5)6. Ownership(Instr. 3, and 4)7. Nature ofIndirect (I)CommonStock (1)08/17/2016A7,500(2)A$07,500(Instr. 3 and 4)7. Stoch$	(Print or Type Responses)						
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director below) -10% Owner 	KESSEL MARK Sy	ymbol	Issuer C.	Issuer			
6275 NANCY RIDGE DRIVE (Month/Day/Year) 08/17/2016 Officer (give tileOther (specify below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities (Instr. 3) 6. Ownership Form: Direct 6. Ownership Indirect (I) 7. Nature of Securities (Instr. 4) Common Stock (<u>1</u>) 08/17/2016 A 7,500 (2) A \$0 7,500 D	[0	ONVO]	(Check	all applicable)			
Filed(Month/Day/Year) Applicable Line) _X_ form filed by One Reporting Person Form filed by More than One Reporting Person SAN DIEGO, CA 92121 (City) (State) (Zip) 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. 4. Securities Transaction-Acquired (A) or Code 5. Amount of Security (Instr. 8) 6. Ownership Form: Direct 7. Nature of Form: Direct (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Form: Direct Common Stock (<u>1)</u> 08/17/2016 A 7,500 (2) A \$0 7,500 D	(N	Officer (give t	Officer (give title Other (specify				
SAN DIEGO, CA 92121 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Disposed of (D) (Instr. 8) 6. Ownership Form: Direct 7. Nature of Indirect 08/17/2016 08/17/2016 A 7,500 (2) A \$ 0 7,500 D	Filed(Month/Day/Year) Applicable Line) _X_ Form filed b			One Reporting Person			
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities Disposed of (D) 6. Ownership Form: Direct 7. Nature of Indirect 0. (Month/Day/Year) 2A. Deemed (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities Disposed of (D) 6. Ownership Form: Direct 7. Nature of Indirect 0. (Month/Day/Year) (Month/Day/Year) 0. (Instr. 8) (Instr. 3, 4 and 5) 0. 0. (Month/Day/Year) (Month/Day/Year) 0. (Instr. 8) (Instr. 3, 4 and 5) 0. 0. 0. (Month/Day/Year) (Month/Day/Year) 0. (Instr. 8) (Instr. 3, 4 and 5) 0. 0. 0. 0. (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) 0. 0. 0. 0. 0. (Month/Day/Year) Code V Amount (D) Price 0. 0. 0. 0. (Month/Day/Year) A 7,500 A \$0 7,500 D 0.	SAN DIEGO, CA 92121		-	ore than One Reporting			
Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) TransactionAcquired (A) or Code Securities Securities Form: Direct Indirect (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Form: Direct Indirect (Instr. 4) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Indirect (I) Ownership (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) Common 08/17/2016 A 7,500 A \$ 0 7,500 D Common 7,500 A \$ 0 7,500 D	(City) (State) (Zip)	Table I - Non-Derivative Securit	ies Acquired, Disposed of,	or Beneficially Owned			
$\begin{array}{c} \text{Common} \\ \text{Stock} \stackrel{(1)}{\underline{(1)}} \end{array} 08/17/2016 \qquad \begin{array}{c} \text{Code V} \\ \text{A} \\ \begin{array}{c} \text{Code V} \\ 2 \\ \underline{(2)} \\ 2 \end{array} \end{array} \xrightarrow{(A)} \\ \text{Transaction(s)} \\ \text{(Instr. 3 and 4)} \\ \text{(Instr. 3 and 4)} \\ \text{(Instr. 3 ond 4)} \\ \text{(Instr. 4 ond 4)} \\ \text{(Instr. 4 ond 4 ond 4)} \\ \text{(Instr. 4 ond 4 ond 4 ond 4)} \\ (Instr. 4 ond 4 o$	Security(Month/Day/Year)Execution I(Instr. 3)any	Date, if TransactionAcquired (A) o Code Disposed of (D	r Securities H) Beneficially (5) Owned H Following (Form: Direct Indirect D) or Beneficial ndirect (I) Ownership			
Stock $\underline{(1)}$ $\underline{(2)}$	118/1/2/11/6	Code V Amount (D) Δ 7,500 Δ	Transaction(s) (Instr. 3 and 4))			
Common 7.500	Stock (1) 00/17/2010	$\Lambda (2)$ Λ	ψ0 7,500 Ι				
Stock (3) 08/17/2016 A 7,500 A \$ 0 15,000 D	Common 08/17/2016	7,500	¢ 0 15 000 I				

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

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 control number.

Edgar Filing: ORGANOVO HOLDINGS, INC. - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Underlying (Instr. 3 and	Securities	8 1 2 ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (1)	\$ 4.35	08/17/2016		A	18,500	(5)	08/17/2025	Common Stock	18,500	
Stock Option (Right to Buy) (3)	\$ 4.35	08/17/2016		A	18,500	(6)	08/17/2025	Common Stock	18,500	

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting o wher funct, francess	Director	10% Owner	Officer	Other	
KESSEL MARK 6275 NANCY RIDGE DRIVE SAN DIEGO, CA 92121	Х				
Signatures					
/s/ Mark Kessel 08/	/19/2016				

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Initial long-term equity award issued pursuant to the Issuer's non-employee director compensation plan.

The shares represent a grant of Restricted Stock Units ("RSUs"). The RSUs represent a right to receive shares of the Issuer's common
 (2) stock, at no additional conversion or exercise price. The RSUs vest and settle over 12 equal quarterly installments measured from August 15, 2016.

(3) Annual long-term equity award issued pursuant to the Issuer's non-employee director compensation plan.

The shares represent a grant of Restricted Stock Units ("RSUs"). The RSUs represent a right to receive shares of the Issuer's common
 (4) stock, at no additional conversion or exercise price. The RSUs vest and settle in full on the earlier of (I) August 15, 2017 or (ii) immediately prior to the Issuer's next annual stockholder meeting.

(5) The option shares vest and become exercisable over 12 equal quarterly installments measured from August 15, 2016.

8 E S (6) The option shares vest and become exercisable in full on the earlier of (i) August 15, 2017 or (ii) immediately prior to the Issuer's next annual stockholder meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.