### ORGANOVO HOLDINGS, INC.

Form 4

November 18, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

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

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

Washington, D.C. 20549

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* David Eric

2. Issuer Name and Ticker or Trading

Symbol

ORGANOVO HOLDINGS, INC.

[ONVO]

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year)

11/16/2016

Director 10% Owner Other (specify X\_ Officer (give title

5. Relationship of Reporting Person(s) to

below) CSO & EVP Pre-Clinical Dev

6275 NANCY RIDGE DRIVE. SUITE 110

(Street)

(State)

11/16/2016

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

SAN DIEGO, CA 92121

(City)

Common

Stock

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned **Following** Reported

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Price Transaction(s) (Instr. 3 and 4)

Code V Amount (D) 1.745 \$ D

3.2594

 $703,356 \frac{(2)}{2}$ D

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)

### Edgar Filing: ORGANOVO HOLDINGS, INC. - Form 4

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

David Eric 6275 NANCY RIDGE DRIVE, SUITE 110 SAN DIEGO, CA 92121

CSO & EVP Pre-Clinical Dev

## **Signatures**

/s/ Eric David 11/18/2016

\*\*Signature of Person Date

\*\*Reporting Person

### **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) Represents the mandatory sale of shares to satisfy the Reporting Person's tax withholding obligations, in connection with the partial vesting and settlement of restricted stock units granted in July 2016, pursuant to the Reporting Person's agreement with the Issuer.
- This number does not include 1,070,000 shares of common stock underlying outstanding options held by Dr. David; post-transaction Dr. David continues to beneficially own or have a right to acquire 1,773,356 shares of common stock.

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.

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