

Theodorus II SA
Form 3
September 21, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Theodorus II SA | | (Month/Day/Year) | Orgenesis Inc. [ORGS] | |
| (Last) | (First) | (Middle) | 09/11/2017 | |
| ALLEE DE LA RECHERCHE, | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 12 | | | | |
| | (Street) | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| ANDERLECTHT,Â C9Â | | 1070 | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,452,358 | D | Â |
| Common Stock | 5,452,358 <u>(1)</u> | I <u>(1)</u> | I <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Option To Purchase ⁽²⁾ | 03/02/2015 | 11/05/2017 | Common Stock | 2,452,751 ⁽²⁾ | \$ ⁽³⁾ | D ⁽²⁾ | Â |
| Option To Purchase ⁽⁴⁾ | 03/02/2015 | 11/05/2017 | Common Stock | 2,452,751 ⁽⁴⁾ | \$ ⁽³⁾ | I ⁽⁴⁾ | I ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Theodorus II SA ALLEE DE LA RECHERCHE, 12 ANDERLECTHT, C9 1070 | Â | Â X | Â | Â |

Signatures

/s/ Olivier Belenger, Director on behalf of Theodorus II SA 09/20/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Determined in accordance with Rule 13d-3(d)(1), as a result of their cooperation and acting in concert for the sole purpose of facilitating the orderly disposition of all of their beneficial ownership in the Common Stock of the Issuer, Theodorus SCA and Theodorus II SA may be deemed to beneficially own as a group 10,904,716 shares of the Issuer's common stock. Monsieur Belenger is the investment manager for Theodorus SCA and Theodorus II SA and has sole voting and dispositive power of the shares beneficially owned by Theodorus SCA and Theodorus II SA. Theodorus II SA expressly disclaims beneficial ownership in the shares beneficially owned by Theodorus SCA.

(2) Includes 2,452,751 shares of common stock covered by an option to purchase between Theodorus II SA and the L'Universite Libre De Bruxelles, all of which are exercisable within 60 days.

(3) The price per share shall be calculated on the basis of the total price for all shares taking into account the following formula: Total price for all shares = 750,000 EUR * (1 + 12.5%)^N whereby N = the number of years after October 14, 2011, it being understood that in case the option is exercised before November 5, 2015 this number of years is increased by one (1).

(4) Includes 2,452,751 shares of common stock covered by an option to purchase shares of common between Theodorus SCA and the L'Universite Libre De Bruxelles, all of which are exercisable within 60 days. Theodorus II SA expressly disclaims beneficial ownership in the option shares beneficially owned by Theodorus SCA

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.