

Orgenesis Inc.  
Form NT 10-Q/A  
April 17, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**FORM 12b-25/A**

**NOTIFICATION OF LATE FILING**

*(Check one):*

OMB APPROVAL  
OMB Number:  
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Form 10-K    Form 20-F    Form 11-K  
 Form 10-Q    Form 10-D    Form N-SAR    Form N-CSR

For Period Ended: February 29, 2012

Transition Report on Form  
10-K  
 Transition Report on Form  
20-F  
 Transition Report on Form  
11-K  
 Transition Report on Form  
10-Q  
 Transition Report on Form  
N-SAR

For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**THIS AMENDED FORM 12-b-25 IS FILED TO INDICATE THE CURRENT ADDRESS OF THE REGISTRANT AND TO INDICATE THE CHANGE OF BUSINESS THAT OCCURRED DURING THE PERIOD.**

**PART I REGISTRANT INFORMATION**

**Orgenesis Inc.**

Full Name of Registrant

**Not Applicable**

Former Name if Applicable

**21 Sparrow Circle**

Address of Principal Executive Office (*Street and Number*)

**White Plains, NY 10605**

City, State and Zip Code

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

**The Registrant is unable to file, without unreasonable effort and expense, its Form 10-Q Quarterly Report for the period ended February 29, 2012 because the Registrant is still compiling information for the Form 10-Q. It is anticipated that the Form 10-Q Quarterly Report, along with the unaudited interim financial statements, will be filed on or before the deadline.**

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

|                            |                     |                       |
|----------------------------|---------------------|-----------------------|
| <b><u>Dov Weinberg</u></b> | <b><u>+9724</u></b> | <b><u>8242051</u></b> |
| (Name)                     | (Area Code)         | (Telephone Number)    |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed ? If answer is no, identify report(s).

Yes [       ] No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof ?

Yes [       ] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Registrant's business and operations changed on February 2, 2012 with the signing of a license agreement for the research and development of a therapy for diabetes. However the Registrant's earnings statement will not be affected as the Registrant has no earnings.

**Orgenesis Inc.**

(Name of Registrant as Specified in Charter)

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has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 17, 2012

By: */s/ Dov Weinberg*

Dov Weinberg

Title: Chief Financial Officer

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