Caplan Vered 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Caplan Vered

(First) (Middle) (Last)

C/O ORGENESIS INC., 20271 **GOLDENROD LANE** 

(Street)

GERMANTOWN, MD 20876

2. Issuer Name and Ticker or Trading Symbol

Orgenesis Inc. [ORGS]

3. Date of Earliest Transaction

(Month/Day/Year) 08/22/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

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

Chief Executive Officer

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

\_X\_ 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

(City) (State) (Zip)

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

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0.0001	08/22/2014		A	34,526 (1)		(2)	08/22/2024	Common Stock	34,526 (1)
Stock Option	\$ 0.0001	08/22/2014		A	103,583 (1)		(3)	08/22/2024	Common Stock	103,583 (1)
Stock Option	\$ 4.8	12/09/2016		A	166,667 (1)		<u>(4)</u>	12/09/2026	Common Stock	166,667 (1)

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rg</b>	Director	10% Owner	Officer	Other			
Caplan Vered C/O ORGENESIS INC. 20271 GOLDENROD LANE GERMANTOWN MD 20876	X		Chief Executive Officer				

# **Signatures**

/s/ Vered Caplan 03/05/2019

\*\*Signature of 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 post-reverse stock split share amounts.
- (2) These options were awarded under the Issuer's 2012 Equity Incentive Plan to purchase shares of common stock of the Issuer and vested on August 22, 2014.
- (3) These options were awarded under the Issuer's 2012 Equity Incentive Plan to purchase shares of common stock of the Issuer and vested quarterly over a period of 4 years from the award date, with 77,687 of the options vesting three months following the award date.
- (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. 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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