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

| ORGANOVO<br>Form 4<br>August 23, 201   | .3                                  | INC.   | -  |   |   |  |  |  | PPROVAL   |  |
|--|-------------------------------------|--|--|---|---|--|--|--|---|--|
| <b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION   |                                     |  |  |   |   |  |  |  | -   |  |
| Check this b   |                                     |  |  | shington,                               |   |  |  | Number:  | 3235-0287<br>January 31,  |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5   | SIAIEM                              | T CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |  |   |   |  | Estimated<br>burden hou<br>response  | 2005<br>average<br>urs per   |   |  |
| Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                                     |  |  |   |   |  |  |  |   |  |
| (Print or Type Res   | ponses)                             |  |  |   |   |  |  |  |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Heyman Richard A.  |                                     |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>ORGANOVO HOLDINGS, INC. |   |   |  | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|  |                                     |  | [ONVO]   |   |   |  | (Check all applicable)   |  |   |  |
| (Last) (First) (Middle)  |                                     |  | 3. Date of Earliest Transaction  |   |   |  | X_ Director 10% Owner<br>Officer (give title Other (specify  |  |   |  |
| 6275 NANCY<br>SUITE 110  |                                     | Month/Day/Year) Onder (give below)                 |  |   | below)  |  |  |  |   |  |
| (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year)   |                                     |  |  |   | ıl  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |  |  |   |  |
| (City)   | (State)                             | (Zip)  | Π.Ι.   | 1. T. N T                               |   | G  | Person   | . f D f '.   |   |  |
|  | . ,                                 | -  |  |   |   |  | cquired, Disposed  |  | -   |  |
|  | Transaction Date<br>Ionth/Day/Year) |  | Date, if   | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>nAcquired<br>Disposed<br>(Instr. 3, 4 | (A) or<br>of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |                                     |  |  | Code V                                  | Amount  | (D) Price  | (Instr. 5 and 4)   |  |   |  |
| Reminder: Report   | on a separate line                  | e for each cl                                      | ass of sec   | urities benef                           | -   | -  |  |  |   |  |
| Persons who respond to the collection of<br>information contained in this form are not<br>required to respond unless the form<br>displays a currently valid OMB control<br>number.SEC 1474<br>(9-02)   |                                     |  |  |   |   |  |  | SEC 1474<br>(9-02)   |   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)   |                                     |  |  |   |   |  |  |  |   |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | 8 |
|-------------|------------|---------------------|--------------------|------------|--------------|-------------------------|------------------------|---|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transactio | orDerivative | Expiration Date         | Underlying Securities  | D |

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| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                     |
|--------------------------------------|---|------------|-------------------------|--------------------|--|---------------------|--------------------|------------------|-------------------------------------|
|                                      |   |            |                         | Code V             | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>Buy) | \$ 5.86   | 08/21/2013 |                         | A                  | 54,000   | <u>(1)</u>          | 08/21/2023         | Common<br>Stock  | 54,000                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 5.86   | 08/21/2013 |                         | A                  | 30,500   | (2)                 | 08/21/2023         | Common<br>Stock  | 30,500                              |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| Reporting O when rule ( rule ( so   | Director      | 10% Owner | Officer | Other |  |  |  |
| Heyman Richard A.<br>6275 NANCY RIDGE DRIVE, SUITE 110<br>SAN DIEGO, CA 92121 | X             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| /s/ Barry Michaels,<br>Attorney-in-fact                                       | 23/2013       |           |         |       |  |  |  |

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

## **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) The option shares vest and become exercisable in 12 equal quarterly installments measured from August 21, 2013.

Date

(2) The option shares vest and become exercisable in full on the earlier of (i) August 21, 2014 or (ii) immediately prior to commencement of 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.

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