

ORGANOVO HOLDINGS, INC.  
Form 8-K  
October 25, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 20, 2016**

**ORGANOVO HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-35996**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**27-1488943**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**6275 Nancy Ridge Dr.,**

**San Diego, California 92121**

**(Address of principal executive offices, including zip code)**

**(858) 224-1000**

**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 1.01 Entry into a Material Definitive Agreement.**

On October 25, 2016, Organovo Holdings, Inc., a Delaware corporation (the *Company*), closed the issuance and sale of 10,065,000 shares (the *Offering*) of the *Company*'s common stock, par value \$0.001 per share (*Common Stock*), which included 1,065,000 shares of *Common Stock* issued pursuant to the partial exercise of the Underwriters' option to purchase additional shares. The *Offering* was effected pursuant to an Underwriting Agreement (the *Underwriting Agreement*), dated October 20, 2016, with Jefferies LLC (the *Representative*), acting as representative of the underwriters named in the *Underwriting Agreement* (the *Underwriters*). The price to the public in the *Offering* was \$2.75 per share, and the Underwriters purchased the shares from the *Company* pursuant to the *Underwriting Agreement* at a price of \$2.585 per share.

The net proceeds to the *Company* from the *Offering* were approximately \$25,600,000, after deducting underwriting discounts and commissions and estimated expenses payable by the *Company*.

The *Offering* was made pursuant to the *Company*'s shelf registration statement on Form S-3, initially filed with the Securities and Exchange Commission (*SEC*) on February 27, 2015 and was declared effective by the *SEC* on March 17, 2015 (File No. 333-202382) and the related prospectus supplement filed with the *SEC* pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the *Securities Act*), on October 21, 2016.

The *Underwriting Agreement* contains customary representations, warranties and agreements by the *Company*, customary conditions to closing, indemnification obligations of the *Company* and the Underwriter, including for liabilities under the *Securities Act*, other obligations of the parties and termination provisions. Concurrently with the execution of the *Underwriting Agreement*, each of the *Company*'s directors and executive officers entered into a lock-up agreement with the Underwriters that prohibits, subject to specified exceptions, the sale, transfer or other disposition of securities of the *Company* without the consent of the *Representative* for a period ending 90 days following October 20, 2016. A copy of the *Underwriting Agreement* is filed as Exhibit 1.1 to this Current Report and is incorporated herein by reference. The foregoing description of the terms of the *Underwriting Agreement* is qualified in its entirety by the *Underwriting Agreement*.

The *Underwriting Agreement* is attached hereto as an exhibit to provide interested persons with information regarding its terms, but is not intended to provide any other factual information about the *Company*. The representations, warranties and covenants contained in the *Underwriting Agreement* were made only for purposes of the *Underwriting Agreement* as of specific dates indicated therein, were solely for the benefit of the parties to the *Underwriting Agreement*, and may be subject to limitations agreed upon by the parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the *Underwriting Agreement*.

The legal opinion, including the related consent, of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP relating to the legality of the issuance and sale of the shares of *Common Stock* in the *Offering* is filed as Exhibit 5.1 to this Current Report.

### **Item 8.01 Other Events.**

#### *Press Release Regarding the Pricing of the Offering*

On October 20, 2016, the *Company* issued a press release announcing that it had priced the *Offering*. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

| No.  | Description   |
|------|---|
| 1.1  | Underwriting Agreement, dated October 20, 2016, between Organovo Holdings, Inc. and Jefferies LLC                                       |
| 5.1  | Opinion and Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP  |
| 23.1 | Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1)                                      |
| 99.1 | Press Release, dated October 20, 2016, titled Organovo Holdings, Inc. Prices Approximately \$25 Million Public Offering of Common Stock |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORGANOVO HOLDINGS, INC.**

Date: October 25, 2016

/s/ Keith Murphy  
Keith Murphy  
Chief Executive Officer and President

**Exhibit Index**

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