#### ORGANOVO HOLDINGS, INC.

Form 4

February 21, 2017

## FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**Bush Jennifer** 

Symbol ORGANOVO HOLDINGS, INC.

(Check all applicable)

[ONVO]

(Last)

3. Date of Earliest Transaction

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

6275 NANCY RIDGE DRIVE.

(First)

(Street)

(State)

(Middle)

(Month/Day/Year) 02/16/2017

below) General Counsel & Secretary

SUITE 110

4. If Amendment, Date Original

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

SAN DIEGO, CA 92121

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of

(Month/Day/Year) Execution Date, if

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Beneficial Ownership Indirect (I) (Instr. 4) Following (Instr. 4)

(A) or

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

Securities

Owned

Common Stock

Security

(Instr. 3)

02/16/2017

1.390 F D (1) 2.95

 $46,186 \frac{(2)}{}$ D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bush Jennifer 6275 NANCY RIDGE DRIVE, SUITE 110 SAN DIEGO, CA 92121

General Counsel & Secretary

# **Signatures**

/s/ Jennifer Bush 02/21/2017

\*\*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 the mandatory sale of shares to satisfy the Reporting Person's tax withholding obligations, in connection with the partial vesting and settlement of restricted stock units granted in July 2016, pursuant to the Reporting Person's agreement with the Issuer.
- (2) This number does not include 375,000 shares of common stock underlying outstanding options held by Ms. Bush; post-transaction Ms. Bush continues to beneficially own or have a right to acquire 421,186 shares of common stock.

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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