

Caplan Vered  
Form 4  
March 05, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Last) (First) (Middle)  
C/O ORGENESIS INC., 20271  
GOLDENROD LANE  
(Street)

GERMANTOWN, MD 20876

(City) (State) (Zip)

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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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.

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