

Adler Yaron  
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 \*  
Adler Yaron

(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)

03/04/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2018		C		37,662	A	Ⓛ	37,662	I	Held through Yaron Adler Investment (1999) LTD

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

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SEC 1474 (9-02)

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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 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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 7)
					V	(A)	(D)	Date Exercisable	
Warrants	\$ 6.24	03/04/2014		A		16,026	03/04/2017	03/04/2017	Common Stock
Warrants	\$ 6.24	11/30/2015		A		9,616	11/30/2018	11/30/2018	Common Stock
6% Convertible Note	\$ 4.8 <sup>(2)</sup>	09/15/2014		P		100,000 <sup>(3)</sup>	09/15/2014	03/15/2015	Common Stock
6% Convertible Note	\$ 4.8 <sup>(2)</sup>	06/11/2018		C		100,000 <sup>(3)</sup>	09/15/2014	03/15/2015	Common Stock
Stock Option	\$ 4.8 <sup>(2)</sup>	12/09/2016		A		41,667 <sup>(2)</sup>	<sup>(4)</sup>	12/09/2026	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Adler Yaron  
C/O ORGENESIS INC.  
20271 GOLDENROD LANE  
GERMANTOWN, MD 20876

## Signatures

/s/ Yaron Adler                      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) These securities were acquired by the reporting person upon the conversion of a convertible note as described in footnote 3 below.
- (2) Represents post-reverse stock split amounts.  

Represents an unsecured convertible note with a maturity date of March 15, 2015 (the "Maturity Date") issued by the Issuer to the reporting person on September 15, 2014 for a loan of \$100,000 (the "Principal Amount"). The Principal Amount and any accrued but unpaid interest was convertible into shares of common stock of the Issuer (each a "Conversion Share") at a conversion price of \$0.40 per
- (3) Conversion Share. The conversion price per Conversion Share was adjusted to \$4.80 as a result of the post-reverse stock split. Interest accrued daily at a rate of 6% per 360-day year and, due to default, increased to 24% per 360-day year, including the Principal Amount and any accrued but unpaid interest, from and after the Maturity Date. On June 11, 2018, the reporting person converted the loan and any accrued but unpaid interest and received 37,662 Conversion Shares in full satisfaction of the convertible note.
- (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.