

ORGANOVO HOLDINGS, INC.
Form 4
August 19, 2016

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 *
HOWSON TAMAR D

2. Issuer Name and Ticker or Trading Symbol
**ORGANOVO HOLDINGS, INC.
[ONVO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**6275 NANCY RIDGE DRIVE,
SUITE 110**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2016

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

SAN DIEGO, CA 92121

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock ⁽¹⁾	08/17/2016		A		7,500 <u>(2)</u>	A	\$ 0 7,500 D

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.

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 4.35	08/17/2016		A	18,500	⁽³⁾ 08/17/2025	Common Stock	18,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOWSON TAMAR D
6275 NANCY RIDGE DRIVE, SUITE 110 X
SAN DIEGO, CA 92121

Signatures

/s/ Tamar

Howson

08/19/2016

 Signature of Reporting Person

Date

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) Annual long-term equity award issued pursuant to the Issuer's non-employee director compensation plan.

The shares represent a grant of Restricted Stock Units ("RSUs"). The RSUs represent a right to receive shares of the Issuer's common

(2) stock, at no additional conversion or exercise price. The RSUs vest and settle in full on the earlier of (i) August 15, 2017 or (ii) immediately prior to the Issuer's next annual stockholder meeting.

(3) The option shares vest and become exercisable in full on the earlier of (i) August 15, 2017 or (ii) immediately prior to 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.

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