

**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 2, 2019

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.)

**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))

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.001 par value

(Title of each class)

ONVO

(Trading symbol(s))

The Nasdaq Stock Market LLC

(Name of each exchange on which registered)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On October 2, 2019, Organovo Holdings, Inc. (the “Company”) issued a press release (i) acknowledging receipt of a proposal to acquire ownership control of the Company and (ii) reiterating the Company’s commitment to the previously disclosed strategic alternatives process.

A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release Issued by the Company on October 2, 2019.</u>

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.

Date: October 3, 2019

ORGANOVO HOLDINGS, INC.

/s/ Taylor Crouch

Taylor Crouch

Chief Executive Officer and President

Contact: Investor Relations
Organovo Holdings, Inc.
+1 (858) 224-1000
ir@organovo.com

Organovo Acknowledges Receipt of Proposal

Reiterates Commitment to Strategic Review Process

SAN DIEGO – October 2, 2019 – Organovo Holdings, Inc. (NASDAQ: ONVO) (“Organovo”) today confirmed that it has received a proposal from Viscient Biosciences (“Viscient”), an early-stage private company headquartered in San Diego, California, to acquire ownership control of Organovo.

As disclosed in August 2019, Organovo’s Board of Directors (the “Board”) determined that it would be in the best interests of Organovo’s stockholders to evaluate Organovo’s strategic alternatives. A Special Committee of the Board (the “Special Committee”) has retained Roth Capital Partners, a leading investment banking firm, to act as its financial advisor.

The Special Committee and the Board understand the importance of the strategic alternatives process to Organovo’s stockholders, and are diligently working in good faith and in an informed and deliberate manner to maximize stockholder value.

“I am pleased with what continues to be a robust process,” stated Taylor Crouch, Organovo’s Chief Executive Officer and President. “I am confident that the strategic alternatives process is the right course of action for Organovo to take in order to maximize value for its stockholders.”

Organovo intends to evaluate Viscient’s proposal in due course, and is not asking its stockholders to take any action at this time.

Organovo does not undertake any obligation to provide any updates with respect to this or any other proposed transaction, except as required by applicable law.

Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements regarding the Company’s ability execute the strategic alternative process and the Company’s ability to successfully complete a strategic transaction that maximizes stockholder value. The factors that could cause the Company’s actual future results to differ materially from current expectations include, but are not limited to, risks and uncertainties relating to the following: the Company may not be successful in completing a strategic transaction on favorable terms, on a timely basis, or at all; the Company may not recognize the benefits of its cost reduction efforts; the Company may incur unanticipated costs and charges; and the Company’s ability to regain compliance with the NASDAQ

Global Market's listing requirements and ability to remain listed on the NASDAQ Global Market exchange. These and other factors are identified and described in more detail in the Company's filings with the SEC, including its Quarterly Report on Form 10-Q filed with the SEC on August 8, 2019. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events.