

---

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

---

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

---

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Organovo Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

**Not Applicable**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 
-

# Your **Vote** Counts!

**ORGANOVO HOLDINGS, INC.**

2023 Annual Meeting  
Vote by October 30, 2023  
11:59 PM ET

ORGANOVO HOLDINGS, INC.  
11555 SORRENTO VALLEY ROAD, SUITE 100  
SAN DIEGO, CA 92121



V23261-P98852

## You invested in **ORGANOVO HOLDINGS, INC.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on October 31, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to October 17, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

October 31, 2023  
9:00 a.m. Pacific Time

Virtually at:  
[www.virtualshareholdermeeting.com/ONVO2023](http://www.virtualshareholdermeeting.com/ONVO2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

V12

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect each of Keith Murphy and Adam Stern as a Class III director to hold office until the 2026 Annual Meeting of Stockholders and until his respective successor is elected and qualified.	
<b>Nominees:</b>	
1a. Keith Murphy	✔ For
1b. Adam Stern	✔ For
2. To ratify the appointment of Rosenberg Rich Baker Berman P.A. as our independent registered public accounting firm for the fiscal year ending March 31, 2024.	✔ For
3. To approve, on an advisory basis, the compensation of our named executive officers.	✔ For
4. To approve the Organovo Holdings, Inc. 2023 Employee Stock Purchase Plan.	✔ For
5. To approve an amendment to our Certificate of Incorporation, as amended, to reflect new Delaware law provisions regarding officer exculpation.	✔ For
<b>NOTE:</b> In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".

