

**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): April 7, 2020

**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.)

**440 Stevens Avenue, Suite 200**

**Solana Beach, CA 92075**

(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:

(Title of each class)

Common Stock, \$0.001 par value

(Trading symbol(s))

ONVO

(Name of each exchange on which registered)

The Nasdaq Stock Market LLC

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.

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**Item 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on December 13, 2020, Organovo Holdings, Inc. (the “Company” or “Organovo”) entered into an Agreement and Plan of Merger and Reorganization by and among the Company, Opal Merger Sub, Inc. and Tarveda Therapeutics, Inc. (“Tarveda”), as amended by that First Amendment to Merger Agreement, dated January 26, 2020 (the “Merger Agreement”).

On April 7, 2020, the Company terminated the Merger Agreement pursuant to Section 9.1(d) thereof, due to the merger related proposal not being approved by the Company’s stockholders at the Special Meeting (as defined below) as further described below. Pursuant to the terms of the Merger Agreement, Organovo is obligated to reimburse certain of Tarveda’s merger-related expenses not to exceed \$300,000, which is offset by any amounts of Tarveda’s portion of shared expenses incurred by Organovo.

The description of the provisions of the Merger Agreement that were material to the Company, are set forth in the Company’s Current Reports on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on December 16, 2019 and January 29, 2020 and are incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 7, 2020, the Company reconvened the Special Meeting of Stockholders that was originally held on March 26, 2020 (the “Special Meeting”) and adjourned until April 7, 2020. The purpose of the Special Meeting is described in Organovo’s definitive proxy statement/prospectus/information statement as filed with the SEC on February 24, 2020 (the “Definitive Proxy Statement”) relating to the pending merger (the “Merger”) with Tarveda Therapeutics, Inc. (“Tarveda”), which the Company first mailed to its stockholders on or about February 26, 2020.

Organovo Proposal Nos. 2, 3 and 5, as described in the Definitive Proxy Statement, were approved at the Special Meeting on March 26, 2020 and the polls were closed with respect to such proposals, as described in the Company’s Current Report on Form 8-K filed with the SEC on March 27, 2020. To allow additional time for stockholders to vote on Organovo Proposal Nos. 1 and 4, as set forth in the Definitive Proxy Statement, Organovo adjourned the Special Meeting with respect to such proposals until 10:00 a.m. Pacific Time, on April 7, 2020 after which the Special Meeting was finally adjourned on April 7, 2020.

Of the 130,497,563 shares of the Company’s common stock outstanding as of February 14, 2020 (the “Record Date”), 99,069,635 shares, or 75.91%, were represented at the Special Meeting either in person or by proxy, which total constituted a quorum of the issued and outstanding shares as of the Record Date.

The number of votes cast “For” and “Against” and the number of “Abstentions” and “Broker Non-Votes” with respect to Organovo Proposal Nos. 1 and 4 are set forth below.

***Proposal One: Issuance of Organovo Common Stock in the Merger***

Stockholders did not approve the issuance of shares of Organovo common stock in the Merger to the Tarveda securityholders in accordance with the terms of the Merger Agreement. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<u>23,427,937</u>	<u>40,271,580</u>	<u>396,572</u>	<u>34,973,546</u>

***Proposal Four: Approval of the Combined Organization 2020 Equity Incentive Plan***

Stockholders did not vote to approve the adoption of the Combined Organization 2020 Equity Incentive Plan. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
<u>9,630,424</u>	<u>53,646,035</u>	<u>819,630</u>	<u>34,973,546</u>

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**Item 8.01 Other Events.**

On April 7, 2020, the Company issued a press release regarding the termination of the Merger Agreement and the voting results of the Special Meeting. The Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release, dated April 7, 2020, issued by Organovo Holdings, Inc.</a>

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## 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: April 8, 2020

**ORGANOVO HOLDINGS, INC.**

/s/ Taylor Crouch

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Taylor Crouch

Chief Executive Officer and President

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## Organovo Announces Termination of Merger Agreement with Tarveda Therapeutics

**SAN DIEGO--(BUSINESS WIRE)--April 7, 2020-- Organovo Holdings, Inc. (“Organovo”) (Nasdaq: ONVO)** announced today that it has terminated the merger agreement with Tarveda Therapeutics, Inc. (“Tarveda”), originally announced on December 16, 2019, and will continue to operate as an independent company. The Company had submitted the merger proposal and other related proposals to be voted upon at a Special Meeting of Stockholders, as described in its definitive proxy materials filed with the Securities and Exchange Commission on February 24, 2020. The Special Meeting of Stockholders was held on March 26, 2020 and adjourned until today. At today’s reconvened special meeting, Organovo’s stockholders did not approve the merger related proposal and Organovo terminated the merger agreement in accordance with its terms.

“I would like to thank our stockholders for their dedicated engagement in reviewing our merger proposal, and we look forward to laying out our go forward strategic plan in the coming weeks,” commented Taylor J. Crouch, CEO. “I would like to deeply thank Organovo’s team, our Board of Directors, our advisors, and our outstanding counterparts at Tarveda Therapeutics for the months of diligent effort and well-intentioned negotiations to put forward the business combination proposal. We continue to believe that Tarveda is an exciting and innovative company, and we wish them much success in their on-going mission to bring significant advancements to the treatment of a broad range of patients suffering from solid tumor malignancies.”

Organovo notes that among other items voted upon through this process, its stockholders have approved the proposal to effect a reverse stock split of 1 share for every 20 to 40 shares of existing common stock, such reverse stock split to be carried out at the Board’s discretion.

### About Organovo

Organovo has been a pioneer in the development of 3-D bioprinted tissues comprised of human cells. After Organovo concluded that it had not generated decisive scientific data supporting the prolonged functionality and therapeutic benefit of its lead therapeutic liver tissue candidate, Organovo implemented a restructuring plan to significantly reduce expenses in order to focus on evaluating strategic alternatives, while retaining certain key management, IP, licenses, collaborations, and proprietary equipment.

### 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 how the Company intends to proceed following the termination of the Merger Agreement with Tarveda. 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 Company may not be successful in completing another strategic transaction on favorable terms, on a*

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*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; the Company may not be able to continue to support its ongoing operations with its cash resources or advance any research and development activities; the Company may not be able to pursue any dissolution and liquidation of the Company and return cash to stockholders on a timely or cost-effective basis, or at all; and the Company's ability to regain compliance with the Nasdaq Capital Market's listing requirements and ability to remain listed on the Nasdaq Capital Market exchange. These and other factors are identified and described in more detail in the Company's filings with the SEC, including its Annual Report on Form 10-K filed with the SEC on June 3, 2019 and its Quarterly Report on Form 10-Q filed with the SEC on February 10, 2020. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered with any written or oral forward-looking statements that the Company may issue in the future. 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.*

**Organovo:**

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