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

Your **Vote** Counts!

ORGANOVO HOLDINGS, INC.

2024 Annual Meeting
Vote by November 19, 2024
11:59 PM ET



V58245-P18331

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 materials for the stockholder meeting to be held on November 20, 2024.**

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 November 6, 2024. 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, (2) call 1-800-579-1639 or (3) send an email to 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

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

November 20, 2024
9:00 a.m. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/ONVO2024

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

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 Recommendations
1. To elect each of Alison Tjosvold Milhous and Vaidehi Joshi as a Class I director to hold office until the 2027 Annual Meeting of Stockholders and until her respective successor is elected and qualified.	
Nominees:	
1a. Alison Tjosvold Milhous	✔ For
1b. Vaidehi Joshi	✔ 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, 2025.	✔ For
3. To approve, on an advisory basis, the compensation of the Company's named executive officers.	✔ For
4. To approve the amendment and restatement of the Organovo Holdings, Inc. 2022 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 1,775,000 shares.	✔ For
5. To approve an amendment to the Company's Certificate of Incorporation, as amended, to effect, in the sole discretion of the Board of Directors of the Company (the "Board") at any time on or before November 20, 2025, a reverse stock split of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at a ratio to be determined by the Board within a range of 1-for-5 to 1-for-20 (or any number in between) without reducing the authorized number of shares of Common Stock, and without further approval or authorization of the Company's stockholders.	✔ For
NOTE: 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, be sure to click "Delivery Settings".

