ORGANOVO HOLDINGS, INC.

Form 4

January 29, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

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January 31,

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Check this box

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subject to

Section 16.

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Renard Michael Issuer Symbol ORGANOVO HOLDINGS, INC. (Check all applicable) [ONVO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 6275 NANCY RIDGE DRIVE, 01/27/2014 **EVP of Commercial Operations** SUITE 110 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92121 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Table 1 - Non-Delivative Securities Acquired, Disposed of, or Deficiently Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	01/27/2014		M	10,000	A	\$ 1.65	10,000	D	
Common Stock	01/27/2014		S <u>(1)</u>	10,000	D	\$ 8.92 (2)	0	D	
Common Stock	01/29/2014		M	30,000	A	\$ 1.65	30,000	D	
Common Stock	01/29/2014		S <u>(1)</u>	30,000	D	\$ 9.9333 (3)	0 (4)	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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 orDerivative 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.65	01/27/2014		M	10,000	<u>(5)</u>	07/23/2022	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 1.65	01/29/2014		M	30,000	<u>(5)</u>	07/23/2022	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Renard Michael 6275 NANCY RIDGE DRIVE, SUITE 110 SAN DIEGO, CA 92121

EVP of Commercial Operations

Signatures

/s/ Michael

Renard 01/29/2014

**Signature of Date
Reporting Person

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) The sale of shares was effectuated pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

Reporting Owners 2

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- This transaction was executed in multiple sales through a sale order executed by a broker-dealer at prices ranging from \$8.90 to \$8.95.
- (2) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- This transaction was executed in multiple sales through a sale order executed by a broker-dealer at prices ranging from \$9.80 to \$10.00.
- (3) The price reported in this column reflects the weighted average sale price. The Reporting Person will provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) This number does not include 660,000 shares of common stock underlying outstanding options held by Mr. Renard; post-transaction Mr. Renard continues to beneficially own or have a right to acquire 660,000 shares of common stock.
- (5) 25% of the option shares vest and become exercisable on April 30, 2013 and the remaining shares vest in 12 equal quarterly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.