

ORGANOVO HOLDINGS, INC.

Form 4

January 29, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Renard Michael

2. Issuer Name and Ticker or Trading Symbol
ORGANOVO HOLDINGS, INC.
[ONVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

6275 NANCY RIDGE DRIVE,
SUITE 110

01/27/2014

EVP of Commercial Operations

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

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

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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.