

Edgar Filing: ORGANOVO HOLDINGS, INC. - Form 4

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 Derivative 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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy) ⁽³⁾	\$ 2.04	02/16/2016		A	24,690	02/16/2016 02/16/2026	Common Stock	24,690

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Keith 6275 NANCY RIDGE DRIVE, SUITE 110 SAN DIEGO, CA 92121	X		Chairman, CEO and President	

Signatures

/s/ Keith
Murphy

02/18/2016

**Signature of Reporting Person Date

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 shares were withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the partial vesting of restricted stock units granted in August 2012 in accordance with the terms of the Reporting Person's Equity Incentive Award Agreement dated August 2012.
- (2) This number does not include 1,416,454 shares of common stock underlying outstanding options and 30,000 shares of common stock underlying warrants held by Mr. Murphy; post-transaction Mr. Murphy continues to beneficially own or have a right to acquire 7,366,092 shares of common stock.
- (3) The option was automatically issued pursuant to the terms of the Reporting Person's Equity Incentive Award Agreement issued in August 2012.

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.