
**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 19, 2024

Organovo Holdings, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35996
(Commission File Number)

27-1488943
(IRS Employer
Identification No.)

**11555 Sorrento Valley Rd
Suite 100
San Diego, California**
(Address of Principal Executive Offices)

92121
(Zip Code)

Registrant's Telephone Number, Including Area Code: (858) 224-1000

**11555 Sorrento Valley Road, Suite 100
San Diego, CA 92121**

(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:

- ?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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	ONVO	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ?

Item 8.01 Other Events.

As previously disclosed, on March 16, 2018, the Organovo Holdings, Inc. (the “Company”) entered into a Sales Agreement with H.C. Wainwright & Co., LLC and JonesTrading Institutional Services LLC (each an “Agent” and together, the “Agents”), pursuant to which the Company may offer and sell, from time to time through the Agents, shares of its common stock, par value \$0.001 per share (“Common Stock”), in “at the market” sales transactions having an aggregate offering price of up to \$50,000,000 (the “ATM Offering”).

Between February 1, 2024 and April 19, 2024, the Company issued an aggregate of 1,349,778 shares of Common Stock pursuant to the ATM Offering for total gross proceeds of approximately \$1.8 million.

As of April 19, 2024, and after giving effect to the transactions described above, among others, the Company has 11,391,102 shares of Common Stock issued and outstanding.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Number</u>	<u>Description</u>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

* * *

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 23, 2024

By: /s/ Keith Murphy

Name: Keith Murphy

Title: Executive Chairman
