

Theodorus II SA
Form 4
October 12, 2017

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 *
Theodorus II SA

2. Issuer Name and Ticker or Trading Symbol
Orgenesis Inc. [ORGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ALLEE DE LA RECHERCHE, 12

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2017

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

(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

ANDERLECHT, C9 1070

(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 | 10/11/2017 | | S | | 2,500,000 | D | \$ 0.25 |
| | | | | | | | 2,952,358 ⁽¹⁾ |
| Common Stock | 10/11/2017 | | S | | 2,500,000 | D | \$ 0.25 |
| | | | | | | | 2,952,358 ⁽¹⁾ |
| | | | | | | | ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| Theodorus II SA ALLEE DE LA RECHERCHE, 12 ANDERLECHT, C9 1070 | | | | less than 10% |

Signatures

/s/ Olivier Belenger 10/12/2017

**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) Theodorus SCA and Theodorus II SA entered into Restricted Stock Purchase Agreements with 5 individuals pursuant to which they each sold an aggregate of 2,500,000 shares of common stock (the "Purchase Agreements"). Under the Purchase Agreements, Theodorus SCA and Theodorus II SA each granted the purchasers an option to purchase a pro rate portion of a total of 5,904,715 shares of common stock for a 120 day period from the date of the respective Purchase Agreements ("Optioned Shares").

(2) Determined in accordance with Rule 13d-3(d)(1), as a result of their cooperation and acting in concert for the sole purpose of facilitating the orderly disposition of the Optioned Shares, Theodorus SCA and Theodorus II SA may be deemed to beneficially own as a group 5,904,716 shares of the Issuer's common stock. Monsieur Belenger is the investment manager for Theodorus SCA and Theodorus II SA and has sole voting and dispositive power of the shares beneficially owned by Theodorus SCA and Theodorus II SA. Theodorus SCA expressly disclaims beneficial ownership in the shares beneficially owned by Theodorus II SA.

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.