ORGANOVO HOLDINGS, INC.

Form 4

December 20, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

OMB APPROVAL

January 31, 2005

0.5

Estimated average burden hours per

Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MICHAELS BARRY D

2. Issuer Name and Ticker or Trading

Symbol

ORGANOVO HOLDINGS, INC.

[ONVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Month/Day/Year)

12/20/2013

(Last) (First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

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

Chief Financial Officer

6275 NANCY RIDGE DRIVE.

SUITE 110

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

> > D

Person

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

SAN DIEGO, CA 92121

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Price (D) Amount

Code V

M

Transaction(s) (Instr. 3 and 4)

47,619

550,432 (1)

Stock

Common

12/20/2013

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

(A)

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)

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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. Transactic Code (Instr. 8)	5. Number of iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.1	12/20/2013		M		47,619	08/23/2012	08/23/2022	Common Stock	47,619

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MICHAELS BARRY D 6275 NANCY RIDGE DRIVE, SUITE 110 SAN DIEGO, CA 92121

Chief Financial Officer

Signatures

/s/ Barry Michaels 12/20/2013

**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) This number does not include 296,715 shares of common stock underlying outstanding options held by Mr. Michaels; post-transaction Mr. Michaels continues to beneficially own or have a right to acquire 847,147 shares of common stock.

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.

Reporting Owners 2