

ORGANOVO HOLDINGS, INC.  
Form 8-K  
February 26, 2015

**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): February 26, 2015**

**ORGANOVO HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-35996**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**27-1488943**  
**(I.R.S. Employer**

**Identification No.)**

**6275 Nancy Ridge Dr.,**

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**San Diego, California 92121**

**(Address of principal executive offices, including zip code)**

**(858) 224-1000**

**(Registrant's telephone number, including area code)**

**(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 (see General Instruction A.2. below):

- .. 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))

**Item 7.01 Regulation FD Disclosure**

On February 26, 2015, Organovo Holdings, Inc. (the Company ) issued a letter from Keith Murphy, its President and Chief Executive Officer, addressed to the Company s shareholders and providing an update on the Company s business strategy (the Shareholder Letter ). A copy of the Shareholder Letter is attached hereto as Exhibit 99.1, and incorporated herein by reference.

The information furnished on or with this Form 8-K (including the Shareholder Letter) shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any other filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Shareholder Letter, dated February 26, 2015.

**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.

**ORGANOVO HOLDINGS, INC.**

Date: February 26, 2015

/s/ Keith Murphy  
Keith Murphy  
Chief Executive Officer and President

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Shareholder Letter, dated February 26, 2015.