

ORGANOVO HOLDINGS, INC.  
Form 8-K  
August 21, 2014

**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): August 20, 2014**

**ORGANOVO HOLDINGS, INC.**

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

**Commission File Number: 001-35996**

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

**of incorporation)**

**6275 Nancy Ridge Dr.,**

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

**Identification No.)**

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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 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on August 20, 2014 (the Annual Meeting). Of the 78,282,460 shares of the Company's common stock outstanding as of the record date, 58,592,390 shares were represented at the Annual Meeting either in person or by proxy.

A description of each matter voted upon at the Annual Meeting is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 11, 2014. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

(1) Election of Directors. The Company's stockholders elected Robert Baltera, Jr. and James Glover as Class III directors to hold office until the 2017 Annual Meeting of Stockholders and until their respective successors are elected and qualified as follows:

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Broker Non Votes</b>
Robert Baltera, Jr.	20,429,622	174,250	432,805	37,555,713
James Glover	20,523,498	167,462	345,717	37,555,713

(2) Ratification of Auditors. The Company's stockholders ratified the appointment of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2015 as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
57,759,411	420,381	412,598

(3) Executive Compensation. The Company's stockholders, on a non-binding, advisory basis, approved the compensation of the Company's named executive officers as disclosed in the definitive proxy statement as follows:

<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Broker Non Votes</b>
17,561,083	3,137,952	337,641	37,555,714

No other items were presented for stockholder approval at the Annual Meeting.

**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: August 21, 2014

/s/ Keith Murphy  
Keith Murphy  
Chief Executive Officer