

ORGANOVO HOLDINGS, INC.  
Form DEF 14A  
July 12, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Organovo Holdings, Inc.**

(Name of Registrant as Specified In Its Charter)

Not Applicable

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(4) Date Filed:

**Organovo Holdings, Inc.**

**6275 Nancy Ridge Dr.**

**San Diego, CA 92121**

July 12, 2013

Dear Stockholder:

You are cordially invited to attend this year's annual meeting of stockholders of Organovo Holdings, Inc. on Wednesday, August 21, 2013 at 9:00 a.m. (local time). The meeting will be held at our corporate offices located at 6275 Nancy Ridge Dr., Suite 110, San Diego, California 92121.

We are pleased to take advantage of the Securities and Exchange Commission (the "SEC") rule that allows companies to furnish proxy materials primarily over the Internet. We believe that this will allow us to promptly provide proxy materials to you, while lowering the costs of distribution and reducing the environmental impact of our annual meeting.

On July 12, 2013, we mailed to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy materials, including our Proxy Statement and Annual Report to Stockholders for the three-month transition period ended March 31, 2013 and the fiscal years ended December 31, 2010, 2011 and 2012, over the Internet. The Notice also provides instructions on how to vote online or by telephone and includes instructions on how you can receive a paper copy of the proxy materials by mail. If you receive your proxy materials by mail, the Annual Report, the Notice of Annual Meeting, the Proxy Statement, and proxy card will be enclosed. If you receive your proxy materials via e-mail, the e-mail will contain voting instructions and links to the Annual Report and the Proxy Statement on the Internet, both of which are available at [www.proxyvote.com](http://www.proxyvote.com).

The matters to be acted upon are described in the Notice of Annual Meeting of Stockholders and Proxy Statement. Following the formal business of the meeting, we will report on our operations and respond to questions from stockholders.

Whether or not you plan to attend the meeting, your vote is very important and we encourage you to vote promptly. You may vote by proxy over the Internet or by telephone, or, if you received paper copies of the proxy materials by mail, you can also vote by mail by following the instructions on the proxy card. If you attend the meeting you will, of course, have the right to revoke the proxy and vote your shares in person. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from your brokerage firm, bank or other nominee to vote your shares.

We look forward to seeing you at the annual meeting.

Sincerely yours,

/s/ Keith Murphy

Keith Murphy

*Chairman of the Board, Chief Executive Officer and President*

**ORGANOVO HOLDINGS, INC.**

**NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON AUGUST 21, 2013**

**To Our Stockholders:**

The 2013 annual meeting of stockholders of Organovo Holdings, Inc. will be held at our corporate offices located at 6275 Nancy Ridge Dr., Suite 110, San Diego, California 92121 on August 21, 2013 at 9:00 a.m. (local time) for the following purposes:

1. To elect Tamar Howson and Richard Heyman, PhD as Class II Directors to hold office until the 2016 annual meeting of stockholders and until their respective successors are elected and qualified;
  2. To ratify the appointment of Mayer Hoffman McCann P.C. as our independent registered public accounting firm for the fiscal year ending March 31, 2014;
  3. To hold a non-binding advisory vote on the compensation of our named executive officers;
  4. To hold a non-binding advisory vote on the frequency of the advisory vote on executive compensation;
  5. To approve an amendment to the 2012 Equity Incentive Plan to increase the number of shares of Common Stock issuable under the Plan by 5,000,000 shares; and
  6. To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.
- Our Board of Directors recommends a vote **FOR** each of the directo