

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)

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 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:

| Director | For | Against | Withheld | Broker Non Votes |
|---------------------|------------|----------------|-----------------|-------------------------|
| 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:

| For | Against | Abstain |
|------------|----------------|----------------|
| 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:

| For | Against | Withheld | Broker Non Votes |
|------------|----------------|-----------------|-------------------------|
| 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