

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Avista Capital Managing Member VI, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/12/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person	
(Last) (First) (Middle) <u>C/O 65 EAST 55TH STREET, 18TH FLOOR</u>			
(Street) <u>NEW YORK NY 10022</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.0001 per share	2,178,317 ⁽¹⁾⁽⁶⁾⁽⁷⁾	D ⁽¹⁾⁽⁶⁾⁽⁷⁾	
Class A Common Stock, par value \$0.0001 per share	1,555,704 ⁽²⁾⁽⁶⁾⁽⁷⁾	D ⁽²⁾⁽⁶⁾⁽⁷⁾	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock ⁽⁴⁾	(4)	(4)	Class A Common Stock, par value \$0.0001 per share	26,502,042 ⁽⁵⁾	(4)	I ⁽³⁾⁽⁶⁾⁽⁷⁾	See Explanation of Responses ⁽³⁾ (6)(7)

1. Name and Address of Reporting Person*		
<u>Avista Capital Managing Member VI, LLC</u>		
(Last)	(First)	(Middle)
<u>C/O 65 EAST 55TH STREET, 18TH FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		

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

1. Name and Address of Reporting Person*

Avista Capital Partners VI GP, L.P.

(Last) (First) (Middle)

65 EAST 55TH STREET 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person*

Avista Healthcare Partners III, L.P.

(Last) (First) (Middle)

C/O 65 EAST 55TH STREET, 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person*

AHP III Orchestra Holdings, L.P.

(Last) (First) (Middle)

65 EAST 55TH STREET 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person*

Dean Thompson

(Last) (First) (Middle)
65 EAST 55TH STREET 18TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person *

Burgstahler David F

(Last) (First) (Middle)
65 EAST 55TH STREET 18TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

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

Explanation of Responses:

1. Represents shares of common stock directly held by Thompson Dean.
2. Represents shares of common stock directly held by David Burgstahler.
3. Avista Healthcare Partners III, L.P. ("AHP III") directly owns 65,750 shares of the Issuer's Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Convertible Preferred Stock"), and AHP III Orchestra Holdings, L.P. ("AHP III Orchestra") directly owns 64,250 shares of Convertible Preferred Stock. Avista Capital Partners VI GP, L.P. ("ACP VI GP") is the general partner of each of AHP III and AHP III Orchestra, and Avista Capital Managing Member VI, LLC ("Avista Managing Member") is the general partners of ACP VI GP. Thompson Dean and David Burgstahler are the managers of Avista Managing Member.
4. The Convertible Preferred Stock is convertible at the option of a holder at any time into shares of common stock of the Issuer at an initial implied conversion price of \$3.7917 per share; provided, however, the maximum number of shares of common stock issuable upon conversion of the Convertible Preferred Stock prior to receipt by the Issuer of stockholder approval (the "Requisite Stockholder Approval"), as contemplated by Nasdaq listing rules, is an aggregate of 26,502,042 shares of common stock (the "Share Cap"), and until the Requisite Stockholder Approval is obtained, no person or group of persons may beneficially own shares of common stock issuable upon conversion of the Convertible Preferred Stock in an amount greater than 19.99% of the then-outstanding shares of common stock.. The Convertible Preferred Stock has no expiration date.
5. Represents the number of shares of the Issuer's common stock that the Convertible Preferred Stock held by AHP III and AHP III Orchestra is currently convertible into due to the Share Cap.
6. Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
7. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

See Exhibit 24.1 - Power of Attorney

AVISTA HEALTHCARE 11/19/2024
PARTNERS III, L.P, by
Avista Capital Partners VI
GP, L.P., its general
partner, by Avista Capital
Managing Member VI,
LLC, its general partner /s/

Benjamin Silbert,
Authorized Representative
AHP III ORCHESTRA
HOLDINGS, L.P., by
Avista Capital Partners VI
GP, L.P., its general
partner, by Avista Capital 11/19/2024
Managing Member VI,
LLC, its general partner /s/
Benjamin Silbert,
Authorized Representative
AVISTA CAPITAL
PARTNERS VI GP, L.P,
by Avista Capital
Managing Member VI, 11/19/2024
LLC, its general partner /s/
Benjamin Silbert,
Authorized Representative
AVISTA CAPITAL
MANAGING MEMBER
VI, LLC, /s/ Benjamin 11/19/2024
Silbert, Authorized
Representative
/s/ Benjamin Silbert,
Attorney-in-Fact for 11/19/2024
Thompson Dean
/s/ Benjamin Silbert,
Attorney-in-Fact for David 11/19/2024
Burgstahler

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.