

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Erani Dennis</u>			2. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
<u>6000 ISLAND BOULEVARD</u> <u>APT. 2502</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>AVENTURA FL 33160</u>								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/15/2021		G	V	5,417,900 ⁽¹⁾	D	\$0	59,448,027 ⁽²⁾	I	By the Dennis Erani 2014 GRAT
Class A Common Stock	12/15/2021		G	V	5,417,900 ⁽¹⁾	A	\$0	59,448,027 ⁽²⁾	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>Erani Dennis</u>		
(Last)	(First)	(Middle)
<u>6000 ISLAND BOULEVARD</u> <u>APT. 2502</u>		
(Street)		
<u>AVENTURA FL 33160</u>		
(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*		
GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016		
(Last)	(First)	(Middle)
35 SAWGRASS DRIVE		
(Street)		
BELLPORT	NY	11713
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
Director	X	10% Owner
Officer (give title below)		Other (specify below)

Explanation of Responses:

1. The reported securities, which were indirectly held by Dennis Erani, a member of the Group (as defined below), were transferred by the Dennis Erani 2014 GRAT to the Dennis Erani 2012 Issue Trust dated 12/20/12, which is a member of the Group, for no consideration. None of the other members of the Group has a pecuniary interest in the transferred securities.
2. Reflects the total number of securities held by the Group. There was no change to the total number of securities because, at all times, the transferred shares were held, either directly or indirectly, by a member of the Group.

Remarks:

Alan A. Ades, Albert Erani, Glenn H. Nussdorf, Dennis Erani, Starr Wisdom and certain of their respective affiliates, including Organo PFG LLC, Organo Investors LLC, Dennis Erani 2012 Issue Trust, Alan Ades as Trustee of the Alan Ades 2014 GRAT, Albert Erani Family Trust dated 12/29/2012, GN 2016 Family Trust u/a/d August 12, 2016 and GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016, referred to collectively as the "Group", are parties to a Controlling Stockholders' Agreement dated December 10, 2018 with Organogenesis Holdings Inc. (the "Stockholders' Agreement"). The Stockholders' Agreement, among other things, provides for nomination rights of the Group with respect to four directors of the Issuer. As a result of the Stockholders' Agreement, the reporting persons may be deemed to be members of a group holding over 10% of the outstanding shares of common stock of the issuer for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. This is Form 4 No. 2 of 2 filed for the Group.

[/s/ Stacie S. Aarestad,](#)
[Attorney-in-Fact](#)

[12/17/2021](#)

** 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 4 (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.