SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ 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*

RED Holdings, LLC

(Last) (First) (Middle)

C/O RUGBY REALTY CO., INC.
300 LIGHTING WAY, STE 210

(Street)

SECAUCUS NJ 07094

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Organogenesis Holdings Inc. [ORGO]

3. Date of Earliest Transaction (Month/Day/Year)

12/28/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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	12/28/2021		G	V	4,661,129(1)	D	$0	59,448,027(2)	I	By the Albert Erani 2014 GRAT
Class A Common Stock	12/28/2021		G	V	4,661,129(1)	A	$0	59,448,027(2)	D	
Class A Common Stock	12/28/2021		G	V	7,392,328(3)	D	$0	59,448,027(2)	D	
Class A Common Stock	12/28/2021		G	V	7,392,328(3)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*

RED Holdings, LLC

(Last) (First) (Middle)

C/O RUGBY REALTY CO., INC.
300 LIGHTING WAY, STE 210

(Street)

SECAUCUS NJ 07094

(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*

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)

1. Name and Address of Reporting Person*

Erani Dennis

(Last)	(First)	(Middle)

6000 ISLAND BOULEVARD

APT. 2502

(Street)

AVENTURA	FL	33160
(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. On December 28, 2021, the reported securities, which were indirectly held by Albert Erani, a member of the Group (as defined below), were transferred by the Albert Erani 2014 GRAT to the Albert Erani Family Trust dated 12/29/2012, which is a member of the Group, as a gift for no consideration for estate planning purposes. 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.

3. On December 28, 2021, the reported securities, which were directly held by the Albert Erani Family Trust dated 12/29/2012, a member of the Group, were transferred to RED Holdings, LLC, which is a member of the Group, as a gift for no consideration for estate planning purposes. None of the other members of the Group has a pecuniary interest in the transferred securities, except for Albert Erani, who is the sole manager of RED Holdings, LLC, and who disclaims ownership of the shares held by RED Holdings, LLC, except to the extent of his pecuniary interest therein.

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, GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016 and RED Holdings, LLC, 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	12/30/2021
** 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.