

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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☐ 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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>ERANI ALBERT</u> (Last) (First) (Middle) <u>C/O RUGBY REALTY CO., INC.</u> <u>300 LIGHTING WAY, STE 210</u> (Street) <u>SECAUCUS NJ 07094</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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	01/09/2024		s		197,921	D	\$4.3653 ⁽¹⁾	59,025,106 ⁽²⁾	D	
Class A Common Stock	01/10/2024		s		17,972	D	\$4.2775 ⁽³⁾	59,007,134 ⁽⁴⁾	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					

1. Name and Address of Reporting Person* <u>ERANI ALBERT</u> (Last) (First) (Middle) <u>C/O RUGBY REALTY CO., INC.</u> <u>300 LIGHTING WAY, STE 210</u> (Street) <u>SECAUCUS NJ 07094</u> (City) (State) (Zip) Relationship of Reporting Person(s) to Issuer
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Director	☒	10% Owner
Officer (give title below)		Other (specify below)

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

Explanation of Responses:

1. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$4.30 to \$4.45, inclusive. The reporting person undertakes to provide to Organogenesis, any security holder of Organogenesis, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
2. Reflects the total number of securities held by the Group. Only Albert Erani has a pecuniary interest in the shares being sold pursuant to the first line of Table I of this Form 4. None of the other members of the Group has a pecuniary interest in the shares being sold pursuant to the first line of Table I of this Form 4.
3. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$4.20 to \$4.34, inclusive. The reporting person undertakes to provide to Organogenesis, any security holder of Organogenesis, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

separate price within the ranges set forth in this footnote (3) to this Form 4.

4. Reflects the total number of securities held by the Group. Only RED Holdings, LLC has a pecuniary interest in the shares being sold pursuant to the second line of Table I of this Form 4. None of the other members of the Group has a pecuniary interest in the shares being sold pursuant to the second line of Table I of this Form 4, 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/ William R. Kolb, Attorney-in-Fact 01/11/2024

** 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.