SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Avista Capital Managing Member IV, LLC	Organogenesis Holdings Inc. [ORGO]	Director X 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) C/O AVISTA HEALTHCARE PUBLIC ACQUISITION CORP., 65 EAST 55TH STREET, 18TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2018	
(Street) NEW YORK NY 10022	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
(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	12/10/2018		P(2)		6,538,732(2)	A	(2)	15,561,473(3)	I	See Notes(1) (4)

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*	
Avista Capital Managing Member IV, LLC	
(Last) (First) (Middle) C/O AVISTA HEALTHCARE PUBLIC ACQUISITION CORP., 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 Capital Partners (Offshore) IV, L.P.

(Last)	(First)	(Middle)
C/O AVISTA CAPITAL PARTNERS		
65 E. 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 Capital Partners IV, L.P.

(Last)	(First)	(Middle)
C/O AVISTA CAPITAL PARTNERS		
65 E. 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 Capital Partners IV GP, L.P.

(Last)	(First)	(Middle)
C/O AVISTA CAPITAL PARTNERS		
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)

Explanation of Responses:

1. This statement is being filed by the following Reporting Persons: Avista Capital Partners IV, L.P. ("Fund IV"), Avista Capital Partners (Offshore) IV, L.P. ("Offshore Fund IV"), Avista Capital Partners IV GP, L.P. ("Fund IV GP"), which is the general partner of Fund IV and Offshore Fund IV; and Avista Capital Managing Member IV, LLC, which is the general partner of Fund IV GP.

2. Represents 3,278,154 shares of Class A common stock received by Fund IV and 3,260,578 shares of Class A common stock received by Offshore Fund IV, in each case, at an exchange ratio of 2.03 shares of the Issuer's Class A common stock for each share of common stock of Organogenesis Inc. in connection with the consummation of the business combination pursuant to that certain Agreement and Plan of Merger, dated as of August 17, 2018, by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc. and Organogenesis Inc.

3. 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.

4. 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:

Avista Healthcare Public Acquisition Corp. changed its name to Organogenesis Holdings Inc. in connection with the consummation of a business combination. Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

See Exhibit 99.1 for Signatures	12/12/2018
** 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.