

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

1. Name and Address of Reporting Person* <u>Avista Capital Managing Member IV, LLC</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) <u>C/O AVISTA CAPITAL PARTNERS</u> <u>65 EAST 55TH STREET, 18TH FLOOR</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2019</u>	
(Street) <u>NEW YORK NY 10022</u>	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 ☐ 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	08/19/2019		A ⁽²⁾		389,501	A	(2)	16,999,665 ⁽³⁾⁽⁴⁾	I	See Notes ⁽¹⁾⁽⁶⁾

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				
Warrants (right to buy)	(5)	08/19/2019		D ⁽²⁾			4,100,000	01/09/2019	12/10/2023	Class A common stock	2,050,000	(2)	0	I	See Notes ⁽¹⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>Avista Capital Managing Member IV, LLC</u>
(Last) (First) (Middle) <u>C/O AVISTA CAPITAL PARTNERS</u> <u>65 EAST 55TH STREET, 18TH FLOOR</u>
(Street) <u>NEW YORK NY 10022</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* <u>Avista Acquisition Corp.</u>
(Last) (First) (Middle) <u>65 EAST 55TH STREET</u> <u>18TH FLOOR</u>
(Street)

NEW YORK	NY	10022
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
☒ Director Officer (give title below)	☒ 10% Owner Other (specify below)	
1. Name and Address of Reporting Person [*] Avista Acquisition, LLC		
(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 Officer (give title below)	☒ 10% Owner 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 EAST 55TH STREET, 18TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
☒ Director Officer (give title below)	☒ 10% Owner 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 EAST 55TH STREET, 18TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
☒ Director Officer (give title below)	☒ 10% Owner 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	☒
	Officer (give title below)	10% Owner
		Other (specify below)
1. Name and Address of Reporting Person*		
<u>Dean Thompson</u>		
(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	☒
	Officer (give title below)	10% Owner
		Other (specify below)
1. Name and Address of Reporting Person*		
<u>Burgstahler David F</u>		
(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	☒
	Officer (give title below)	10% Owner
		Other (specify below)

Explanation of Responses:

1. This statement is being filed by the following Reporting Persons: Avista Acquisition Corp. (the "Sponsor"); Avista Acquisition LLC, which is the sole shareholder of the Sponsor; Avista Capital Partners IV, L.P. ("ACP Onshore"); Avista Capital Partners (Offshore) IV, L.P. ("ACP Offshore"); Avista Capital Partners IV GP, L.P. ("Avista GP"), which is the general partner of ACP Onshore and ACP Offshore; Avista Capital Managing Member IV, LLC, which is the general partner of Avista GP; Thomspson Dean; and David Burgstahler.
2. Based on a ratio of 0.095 shares per warrant, ACP Onshore and ACP Offshore exchanged (with the Issuer) 2,055,510 warrants and 2,044,490 warrants, respectively, for 195,274 shares and 194,227 shares, respectively (the "Warrant Exchange").
3. Represents 7,996,925 shares of Common Stock owned directly by ACP Onshore and 7,954,049 shares of Common Stock owned directly by ACP Offshore, in each case, following the Warrant Exchange, and 1,048,691 shares of Common Stock owned directly by the Sponsor.
4. 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. Joshua Tamaroff, an employee of an affiliate of the Reporting Persons, serves on the board of directors of the Issuer as a representative of the Reporting Persons.
5. Each warrant entitled the holder to purchase from the Issuer shares of Common Stock at a price of \$5.75 per-half share of Common Stock (or \$11.50 per whole share), subject to adjustments.
6. 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:

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

See Exhibit 99.1 for Signatures
incorporated herein by reference 08/21/2019

** 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.