

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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)		
<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)			<u>Organogenesis Holdings Inc. [ORGO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)			X Director X 10% Owner Officer (give title below) Other (specify below) X Form filed by One Reporting Person 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	09/03/2019		P		200,000 ⁽²⁾ (3)	A	\$4.7488 ⁽²⁾ (4)	17,199,665 ⁽⁵⁾	I	See Notes ⁽¹⁾ (12)(13)
Class A common stock	09/04/2019		P		200,000 ⁽²⁾ (6)	A	\$4.8961 ⁽²⁾ (7)	17,399,665 ⁽⁸⁾	I	See Notes ⁽¹⁾ (12)(13)
Class A common stock	09/05/2019		P		177,600 ⁽²⁾ (9)	A	\$4.8906 ⁽²⁾ (10)	17,577,265 ⁽¹¹⁾	I	See Notes ⁽¹⁾ (12)(13)

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)			Amount or Number of Shares				

1. Name and Address of Reporting Person*

Avista Capital Managing Member IV, LLC

(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)
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1. Name and Address of Reporting Person*

Avista Acquisition Corp.

(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)
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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)
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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)
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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

X 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

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

1. Name and Address of Reporting Person*
Dean Thompson

(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

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

1. Name and Address of Reporting Person*
Burgstahler David F

(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	☒ 10% Owner
Officer (give title below)	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; Thompson Dean; and David Burgstahler.
2. The number of securities reported represents an aggregate number of shares of Class A common stock of the Issuer ("Common Stock") purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. Each Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares of Common Stock purchased by the Reporting Person at each separate price within the range.
3. Represents an aggregate of 100,269 shares of Common Stock purchased by ACP Onshore and 99,731 shares of Common Stock purchased by ACP Offshore.
4. Purchase prices range from \$4.44 to \$4.75 per share, inclusive.
5. Represents 8,097,194 shares of Common Stock owned directly by ACP Onshore, 8,053,780 shares of Common Stock owned directly by ACP Offshore, and 1,048,691 shares of Common Stock owned directly by the Sponsor.
6. Represents an aggregate of 100,269 shares of Common Stock purchased by ACP Onshore and 99,731 shares of Common Stock purchased by ACP Offshore.
7. Purchase prices range from \$4.70 to \$4.90 per share, inclusive.
8. Represents 8,197,463 shares of Common Stock owned directly by ACP Onshore, 8,153,511 shares of Common Stock owned directly by ACP Offshore, and 1,048,691 shares of Common Stock owned directly by the Sponsor.
9. Represents an aggregate of 89,039 shares of Common Stock purchased by ACP Onshore and 88,561 shares of Common Stock purchased by ACP Offshore.
10. Purchase prices range from \$4.52 to \$4.90 per share, inclusive.
11. Represents 8,286,502 shares of Common Stock owned directly by ACP Onshore, 8,242,072 shares of Common Stock owned directly by ACP Offshore, and 1,048,691 shares of Common Stock owned directly by the Sponsor.
12. 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.
13. 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](#) [09/05/2019](#)

** 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.