

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>			<u>Organogenesis Holdings Inc. [ORGO]</u>			☒ 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>11/17/2020</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	11/17/2020		P		4,272,657 ⁽²⁾	A	\$3.25 ⁽³⁾	29,790,171	I	See Notes ⁽¹⁾ (11)(12)
Class A common stock	11/17/2020		P		50,000 ⁽⁴⁾⁽⁵⁾	A	\$4.4481 ⁽⁶⁾	29,840,171	I	See Notes ⁽¹⁾ (11)(12)
Class A common stock	11/18/2020		P		45,378 ⁽⁴⁾⁽⁷⁾	A	\$4.6833 ⁽⁸⁾	29,885,549	I	See Notes ⁽¹⁾ (11)(12)
Class A common stock	11/19/2020		P		36,127 ⁽⁴⁾⁽⁹⁾	A	\$4.9717 ⁽¹⁰⁾	29,921,676	I	See Notes ⁽¹⁾ (11)(12)

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					
										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 PARTNERS65 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*

(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*

(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*

(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

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		
X	Director Officer (give title below)	X 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; Thompson Dean; and David Burgstahler.
2. Represents an aggregate of 2,142,071 shares of Class A common stock of the Issuer ("Common Stock") purchased by ACP Onshore and 2,130,586 shares of Common Stock purchased by ACP Offshore in the Issuer's underwritten public offering (the "Offering") that was completed on November 17, 2020.
3. Represents the public offering price of \$3.25 per share of Common Stock, without giving effect to the fee paid by the Issuer to Avista Capital Holdings, L.P., an affiliate of the Avista Funds ("Avista Management"), pursuant to the Fee Letter Agreement, dated November 12, 2020, among the Issuer, Avista Management and the Avista Funds, made in connection with the Offering, as described in the Issuer's Current Report on Form 8-K filed on November 18, 2020 and filed as Exhibit 10.1 thereto.
4. The number of securities reported represents an aggregate number of shares of 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 Securities and Exchange Commission, 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.
5. Represents an aggregate of 25,065 shares of Common Stock purchased by ACP Onshore and 24,935 shares of Common Stock purchased by ACP Offshore.
6. Purchase prices range from \$4.38 to \$4.50 per share, inclusive.
7. Represents an aggregate of 22,747 shares of Common Stock purchased by ACP Onshore and 22,631 shares of Common Stock purchased by ACP Offshore.
8. Purchase prices range from \$4.58 to \$4.75 per share, inclusive.
9. Represents an aggregate of 18,111 shares of Common Stock purchased by ACP Onshore and 18,016 shares of Common Stock purchased by ACP Offshore.
10. Purchase prices range from \$4.86 to \$5.00 per share, inclusive.
11. 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.
12. 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](#)

[11/19/2020](#)

** 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.