SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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*
Gillheeney Gary S.

(Last) (First) (Middle)
C/O ORGANOGENESIS HOLDINGS INC.
85 DAN ROAD

(Street)
CANTON MA 02021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Organogenesis Holdings Inc. [ORGO]

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
X Officer (give title below)
Other (specify below)
President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
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			

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				
Stock Option (Right to Buy)	$1.7	12/10/2018		A		397,900		(1)	07/01/2019	Common Stock	397,900	(2)	397,900	D	
Stock Option (Right to Buy)	$0.99	12/10/2018		A		704,410		(3)	07/25/2023	Common Stock	704,410	(4)	704,410	D	
Stock Option (Right to Buy)	$0.99	12/10/2018		A		664,804		(1)	08/21/2024	Common Stock	664,804	(5)	664,804	D	
Stock Option (Right to Buy)	$0.99	12/10/2018		A		1,637,631		(6)	12/08/2024	Common Stock	1,637,631	(7)	1,637,631	D	

Explanation of Responses:

1. 100% of the shares subject to this option are fully vested and exercisable.
2. Received in connection with the Issuer's business combination (the "Merger") with Organogenesis Inc. ("Organogenesis") in accordance with the terms of the Agreement and Plan of Merger dated as of August 17, 2018 among the Issuer, which was then referred to as Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc. and Organogenesis, in exchange for an option to acquire 196,010 shares of common stock of Organogenesis for $3.45 per share.
3. The shares underlying the option vested or shall vest 20% annually beginning on January 1, 2016.
4. Received in connection with the Merger in exchange for an option to acquire 347,000 shares of common stock of Organogenesis for $2.00 per share.
5. Received in connection with the Merger in exchange for an option to acquire 327,490 shares of common stock of Organogenesis for $2.00 per share.
6. The shares underlying the option vested or shall vest 20% annually beginning on December 8, 2015.
7. Received in connection with the Merger in exchange for an option to acquire 806,715 shares of common stock of Organogenesis for $2.00 per share.

Remarks:

/s/ Stacie S. Aarestad, Attorney-in-Fact 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.

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