

**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*<br><u>Gillheeney Gary S.</u>                   | 2. Issuer Name and Ticker or Trading Symbol<br><u>Organogenesis Holdings Inc. [ ORGO ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President and CEO</b> |
| (Last) (First) (Middle)<br><u>C/O ORGANOGENESIS HOLDINGS INC.</u><br><u>85 DAN ROAD</u> | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/16/2021</u>                      |                                                                                                                                                                                                                                                       |
| (Street)<br><u>CANTON MA 02021</u>                                                      | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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            | 02/16/2021                           |                                                    | A <sup>(1)</sup>               |   | 51,626                                                            | A          | \$0                    | 245,845                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 02/17/2021                           |                                                    | S <sup>(2)</sup>               |   | 78,201                                                            | D          | \$13.3 <sup>(3)</sup>  | 167,644                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 02/17/2021                           |                                                    | S <sup>(2)</sup>               |   | 11,174                                                            | D          | \$13.82 <sup>(4)</sup> | 156,470                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 02/18/2021                           |                                                    | S <sup>(2)</sup>               |   | 16,663                                                            | D          | \$12.85 <sup>(5)</sup> | 139,807                                                                                       | D                                                        |                                                       |

**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 |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Stock Option (Right to Buy)                | \$13.68                                                | 02/16/2021                           |                                                    | A                              |   | 395,289                                                                                |     | (6)                                                      | 02/16/2031      | Class A Common Stock                                                              | \$0                                        | 395,289                                                                                            | D                                                         |                                                        |

**Explanation of Responses:**

1. Represents a grant of restricted stock units ("RSUs") under the Organogenesis Holdings Inc. ("Organogenesis") 2018 Equity Incentive Plan. Each RSU represents the contingent right to receive, upon vesting of the unit, one share of Organogenesis Class A common stock. The RSUs vest in equal annual installments over four years beginning February 16, 2021.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in August 2020.
3. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$12.76 to \$13.75, inclusive. The reporting person undertakes to provide to Organogenesis, any security holder of Organogenesis, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
4. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$13.76 to \$13.90, inclusive. The reporting person undertakes to provide to Organogenesis, any security holder of Organogenesis, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
5. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$12.62 to \$13.265, inclusive. The reporting person undertakes to provide to Organogenesis, any security holder of Organogenesis, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (5) to this Form 4.
6. The option becomes exercisable in equal annual installments over four years beginning February 16, 2021.

**Remarks:**

/s/ Stacie S. Aarestad, Attorney-in-Fact 02/18/2021

\*\* 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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