

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
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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>Gillheeney Gary S.</u> (Last) (First) (Middle) <u>C/O ORGANOGENESIS HOLDINGS INC.</u> <u>85 DAN ROAD</u> (Street) <u>CANTON</u> <u>MA</u> <u>02021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/16/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	07/16/2021		M		24,313	A	\$0.99	156,230	D	
Class A Common Stock	07/16/2021		M		115,450	A	\$4.04	271,680	D	
Class A Common Stock	07/16/2021		S ⁽¹⁾		110,329	D	\$14.58 ⁽²⁾	161,351	D	
Class A Common Stock	07/16/2021		S ⁽¹⁾		29,434	D	\$15.33 ⁽³⁾	131,917	D	
Class A Common Stock	07/19/2021		M		160,237	A	\$0.99	292,154	D	
Class A Common Stock	07/19/2021		S ⁽¹⁾		160,237	D	\$14.02 ⁽⁴⁾	131,917	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$0.99	07/16/2021		M			24,313	(5)	07/25/2023	Class A Common Stock	24,313	\$0.0	680,097	D	
Stock Option (Right to Buy)	\$4.04	07/16/2021		M			115,450	(6)	04/22/2030	Class A Common Stock	115,450	\$0	465,392	D	
Stock Option (Right to Buy)	\$0.99	07/19/2021		M			160,237	(5)	07/25/2023	Class A Common Stock	160,237	\$0.0	519,860	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in June 2021.
2. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$14.27 to \$14.99, 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 (2) to this Form 4.
3. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.85, 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 \$13.61 to \$14.38, 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. 100% of the shares subject to the option are fully vested and exercisable.
6. The option became and continues to become exercisable in equal annual installments over four years beginning April 1, 2020.

Remarks:

/s/ Stacie S. Aarestad, Attorney-
in-Fact 07/20/2021

** 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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