

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

Form 3 Holdings Reported.
Form 4 Transactions Reported.

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>NUSSDORF GLENN H</u>	2. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
(Last) (First) (Middle) <u>35 SAWGRASS DRIVE</u>	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2020</u>	
(Street) <u>BELLPORT NY 11713</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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	12/29/2020		G	251,430 ⁽¹⁾	D	\$0	68,543,546	D	
Class A Common Stock	12/29/2020		G	251,430 ⁽¹⁾	A	\$0.0	68,794,976	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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>NUSSDORF GLENN H</u>
(Last) (First) (Middle) <u>35 SAWGRASS DRIVE</u>
(Street) <u>BELLPORT NY 11713</u>
(City) (State) (Zip)
Relationship of Reporting Person(s) to Issuer ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
1. Name and Address of Reporting Person* <u>Wisdom Starr</u>

(Last)	(First)	(Middle)
44 WILSON STREET		
(Street)		
HARTSDALE	NY	10530
(City)	(State)	(Zip)
Relationship of Reporting Person(s) to Issuer		
Director	X	10% Owner
Officer (give title below)		Other (specify below)

Explanation of Responses:

1. Such shares were previously held by GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016 (the "GN 2016 GRAT"), a member of the Group (as defined below). On December 29, 2020, the GN 2016 GRAT distributed 251,430 shares of Class A Common Stock of Organogenesis Holdings Inc. to Glenn H. Nussdorf in satisfaction of its annuity obligation and in an exempt transaction pursuant to Rule 16a-13. On December 29, 2020, Glenn H. Nussdorf transferred 251,430 shares of Class A Common Stock of Organogenesis Holdings Inc. to GN 2016 Family Trust u/a/d August 12, 2016 for no consideration. Each of Glenn H. Nussdorf and GN 2016 Family Trust u/a/d August 12, 2016 is a member of the Group.

Remarks:

Alan A. Ades, Albert Erani, Glenn H. Nussdorf, Dennis Erani, Starr Wisdom and certain of their respective affiliates, including Organo PFG LLC, Organo Investors LLC, Dennis Erani 2012 Issue Trust, Alan Ades as Trustee of the Alan Ades 2014 GRAT, Albert Erani Family Trust dated 12/29/2012, GN 2016 Family Trust u/a/d August 12, 2016 and GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016, referred to collectively as the "Controlling Entities", are parties to a Controlling Stockholders' Agreement dated December 10, 2018 with Organogenesis Holdings Inc. (the "Stockholders' Agreement"). The Stockholders' Agreement, among other things, provides for nomination rights of the Controlling Entities with respect to four directors of the Issuer and qualifies the Issuer as a "controlled company" under the Nasdaq listing rules. As a result of the Stockholders' Agreement, the reporting persons may be deemed to be members of a group (the "Group") holding over 10% of the outstanding shares of common stock of the issuer for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. This is Form 5 No. 2 of 2 filed for the Controlling Entities.

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

02/12/2021

** 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.

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.