

Adler Yaron
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Adler Yaron

(Last) (First) (Middle)

C/O ORGENESIS INC., 20271
GOLDENROD LANE

(Street)

GERMANTOWN, MD 20876

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Orgenesis Inc. [ORGS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2014

4. If Amendment, Date 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)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/11/2018 | | C | | 37,662 | A | Ⓛ |
| | | | | | 37,662 | I | |
| | | | | | | | Held through Yaron Adler Investment (1999) LTD |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474 (9-02)

Edgar Filing: Adler Yaron - Form 4

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 Underlying (Instr. 3 and 7) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Warrants | \$ 6.24 | 03/04/2014 | | A | 16,026 | | 03/04/2017 | 03/04/2017 | Common Stock |
| Warrants | \$ 6.24 | 11/30/2015 | | A | 9,616 | | 11/30/2018 | 11/30/2018 | Common Stock |
| 6% Convertible Note | \$ 4.8 ⁽²⁾ | 09/15/2014 | | P | 100,000 ⁽³⁾ | | 09/15/2014 | 03/15/2015 | Common Stock |
| 6% Convertible Note | \$ 4.8 ⁽²⁾ | 06/11/2018 | | C | 100,000 ⁽³⁾ | | 09/15/2014 | 03/15/2015 | Common Stock |
| Stock Option | \$ 4.8 ⁽²⁾ | 12/09/2016 | | A | 41,667 ⁽²⁾ | | ⁽⁴⁾ | 12/09/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

Adler Yaron
C/O ORGENESIS INC.
20271 GOLDENROD LANE
GERMANTOWN, MD 20876

Signatures

/s/ Yaron Adler 03/05/2019

 Date
**Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- (1) These securities were acquired by the reporting person upon the conversion of a convertible note as described in footnote 3 below.
- (2) Represents post-reverse stock split amounts.

Represents an unsecured convertible note with a maturity date of March 15, 2015 (the "Maturity Date") issued by the Issuer to the reporting person on September 15, 2014 for a loan of \$100,000 (the "Principal Amount"). The Principal Amount and any accrued but unpaid interest was convertible into shares of common stock of the Issuer (each a "Conversion Share") at a conversion price of \$0.40 per
- (3) Conversion Share. The conversion price per Conversion Share was adjusted to \$4.80 as a result of the post-reverse stock split. Interest accrued daily at a rate of 6% per 360-day year and, due to default, increased to 24% per 360-day year, including the Principal Amount and any accrued but unpaid interest, from and after the Maturity Date. On June 11, 2018, the reporting person converted the loan and any accrued but unpaid interest and received 37,662 Conversion Shares in full satisfaction of the convertible note.
- (4) These non-plan options were awarded to purchase shares of common stock of the Issuer and vested in equal quarterly installments over a two-year period from the award date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.