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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ORGANOGENESIS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

98-1329150
(I.R.S. Employer
Identification No.)

85 Dan Road, Canton, MA
(Address of Principal Executive Offices)

02021
(Zip Code)

Organogenesis Holdings Inc. 2018 Equity Incentive Plan
(Full title of the plan)

Lori Freedman
Vice President and General Counsel
Organogenesis Holdings Inc.
85 Dan Road
Canton, MA 02021
(Name and address of agent for service)

(781) 575-0775
(Telephone number, including area code, of agent for service)

Copies to:

William R. Kolb
Stacie S. Aarestad
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
Telephone: (617) 832-1000
Telecopy: (617) 832-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Organogenesis Holdings Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register an additional 7,826,970 shares of its Class A common stock, par value \$0.0001 per share, that may be issued and sold under the Organogenesis Holdings Inc. 2018 Equity Incentive Plan, as amended (the “Plan”), following the amendment to the Plan that was approved by the Registrant’s stockholders at its annual meeting on June 23, 2022. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to that instruction, the contents of the Registration Statement on [Form S-8](#) (File No. 333-229601) filed with the Securities and Exchange Commission on February 11, 2019 are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Certificate of Incorporation of ORGO (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-3/A (File No. 333-233621) filed with the SEC on September 16, 2019)
4.2	Certificate of Amendment of Certificate of Incorporation of Organogenesis Holdings Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K (File No. 001-37906) filed with the SEC on June 27, 2022)
4.3	Bylaws of ORGO (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form S-3/A (File No. 333-233621) filed with the SEC on September 16, 2019)
4.4+	2018 Equity Incentive Plan (as amended) (incorporated by reference to Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q (File No. 001-37906) filed with the SEC on August 9, 2022)
5.1*	Opinion of Foley Hoag LLP
23.1*	Consent of RSM US LLP
23.2*	Consent of Foley Hoag LLP (included in the opinion filed as Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page hereto)
107*	Filing Fee Table

* Filed herewith.

+ Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Canton, Commonwealth of Massachusetts, on December 9, 2022.

ORGANOGENESIS HOLDINGS INC.

By: /s/ Gary S. Gillheaney, Sr.

Gary S. Gillheaney, Sr.
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Organogenesis Holdings Inc., hereby severally constitute and appoint each of Gary S. Gillheaney, Sr. and David Francisco, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gary S. Gillheaney, Sr.</u> Gary S. Gillheaney, Sr.	Chief Executive Officer, President and Director (Principal Executive Officer)	December 9, 2022
<u>/s/ David Francisco</u> David Francisco	Chief Financial Officer (Principal Financial and Accounting Officer)	December 9, 2022
<u>/s/ Alan A. Ades</u> Alan A. Ades	Director	December 9, 2022
<u>/s/ Robert Ades</u> Robert Ades	Director	December 9, 2022
<u>/s/ Michael J. Driscoll</u> Michael J. Driscoll	Director	December 9, 2022
<u>/s/ Prathyusha Duraibabu</u> Prathyusha Duraibabu	Director	December 9, 2022
<u>/s/ David Erani</u> David Erani	Director	December 9, 2022
<u>/s/ Jon Giacomini</u> Jon Giacomini	Director	December 9, 2022

<u>/s/ Michele Korfin</u> Michele Korfin	Director	December 9, 2022
<u>/s/ Arthur S. Leibowitz</u> Arthur S. Leibowitz	Director	December 9, 2022
<u>/s/ Glenn H. Nussdorf</u> Glenn H. Nussdorf	Director	December 9, 2022
<u>/s/ Gilberto Quintero</u> Gilberto Quintero	Director	December 9, 2022



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

617 832 1000 *main*
617 832 7000 *fax*

December 9, 2022

Organogenesis Holdings Inc.
85 Dan Road
Canton, MA 02021

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are familiar with the Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by Organogenesis Holdings Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), on the date hereof. The Registration Statement relates to the offer and sale by the Company of up to 7,826,970 shares (the “**Shares**”) of its Class A common stock, par value \$0.0001 per share (“**Common Stock**”), issuable under the Company’s 2018 Equity Incentive Plan (as amended through June 23, 2022, the “**2018 Plan**”).

In arriving at the opinions expressed below, we have examined the Certificate of Incorporation and Bylaws of the Company, each as amended to date, the records of meetings and consents of the Company’s Board of Directors, or committees thereof, records of the proceedings of its stockholders, and the 2018 Plan, each as provided to us by the Company, and the Registration Statement.

In addition, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies and the due authorization, execution and delivery of all documents by all persons other than the Company, where authorization, execution and delivery are prerequisites to the effectiveness of such documents. We have also made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that the Company will continue to have sufficient authorized, unissued and otherwise unreserved shares of Common Stock available for issuance at the time of each issuance of the Shares pursuant to the 2018 Plan. We have also assumed that the purchase price or other consideration to be received by the Company for the Shares will be valid consideration equal to or in excess of the par value thereof.

In rendering the opinion expressed below, we express no opinion other than as to the Delaware General Corporation Law.

On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the terms of the 2018 Plan and the awards thereunder against the Company’s receipt of the purchase price or other consideration therefor, will be validly issued, fully paid and non-assessable.

This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose, nor may it be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

This opinion is based upon currently existing statutes, rules and regulations and judicial decisions and is rendered as of the date hereof, and we disclaim and obligation to advise you of any change in any of the foregoing sources of law or subsequent developments in law or changes in facts or circumstances which might affect any matters or opinions set forth herein.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion letter shall be interpreted in accordance with the Core Opinion Principles jointly issued by the Committee on Legal Opinions of the American Bar Association's Business Law Section and the Working Group on Legal Opinions Foundation as published in 74 Business Lawyer 815 (2019).

Very truly yours,

FOLEY HOAG LLP

By: /s/ Ryan M. Rourke Reed
a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Organogenesis Holdings Inc. of our report dated March 1, 2022, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Organogenesis Holdings Inc. appearing in the Annual Report on Form 10-K of Organogenesis Holdings Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Boston, Massachusetts
December 9, 2022

Calculation Of Filing Fee Tables

Form S-8
(Form Type)Organogenesis Holdings Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	7,826,970(2)	\$2.61(3)	\$20,428,391.70	\$0.00011020	\$2,251.21
Total Offering Amounts					\$20,428,391.70		\$2,251.21
Total Fee Offsets							—
Net Fee Due							\$2,251.21

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the Registrant’s Class A common stock, \$0.0001 par value per share (the “Common Stock”) that becomes issuable under the Registrant’s 2018 Equity Incentive Plan (as amended through June 23, 2022) (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) This Registration Statement covers 7,826,970 shares of the Registrant’s Common Stock, which are issuable pursuant to the Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.61, the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Capital Market on December 6, 2022, which date is within five business days prior to the filing of this Registration Statement.