

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Avista Capital Managing Member VI, LLC</u> (Last) (First) (Middle) <u>C/O 65 EAST 55TH STREET, 18TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/12/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Organogenesis Holdings Inc. [ORGO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, par value \$0.0001 per share	2,178,317 ⁽¹⁾⁽⁶⁾⁽⁷⁾	D ⁽¹⁾⁽⁶⁾⁽⁷⁾	
Class A Common Stock, par value \$0.0001 per share	1,555,704 ⁽²⁾⁽⁶⁾⁽⁷⁾	D ⁽²⁾⁽⁶⁾⁽⁷⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock ⁽⁴⁾	(4)	(4)	Class A Common Stock, par value \$0.0001 per share	26,502,042 ⁽⁵⁾	(4)	I ⁽³⁾⁽⁶⁾⁽⁷⁾	See Explanation of Responses ⁽³⁾⁽⁶⁾⁽⁷⁾

1. Name and Address of Reporting Person*
Avista Capital Managing Member VI, LLC
 (Last) (First) (Middle)
C/O 65 EAST 55TH STREET, 18TH FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Avista Capital Partners VI GP, L.P.
 (Last) (First) (Middle)
65 EAST 55TH STREET 18TH FLOOR
 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Avista Healthcare Partners III, L.P.](#)

(Last) (First) (Middle)

C/O 65 EAST 55TH STREET, 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AHP III Orchestra Holdings, L.P.](#)

(Last) (First) (Middle)

65 EAST 55TH STREET 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Dean Thompson](#)

(Last) (First) (Middle)

65 EAST 55TH STREET 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Burgstahler David F](#)

(Last) (First) (Middle)

65 EAST 55TH STREET 18TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. Represents shares of common stock directly held by Thompson Dean.

2. Represents shares of common stock directly held by David Burgstahler.

3. Avista Healthcare Partners III, L.P. ("AHP III") directly owns 65,750 shares of the Issuer's Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Convertible Preferred Stock"), and AHP III Orchestra Holdings, L.P. ("AHP III Orchestra") directly owns 64,250 shares of Convertible Preferred Stock. Avista Capital Partners VI GP, L.P. ("ACP VI GP") is the general partner of each of AHP III and AHP III Orchestra, and Avista Capital Managing Member VI, LLC ("Avista Managing Member") is the general partners of ACP VI GP. Thompson Dean and David Burgstahler are the managers of Avista Managing Member.

4. The Convertible Preferred Stock is convertible at the option of a holder at any time into shares of common stock of the Issuer at an initial implied conversion price of \$3.7917 per share; provided, however, the maximum number of shares of common stock issuable upon conversion of the Convertible Preferred Stock prior to receipt by the Issuer of stockholder approval (the "Requisite Stockholder Approval"), as contemplated by Nasdaq listing rules, is an aggregate of 26,502,042 shares of common stock (the "Share Cap"), and until the Requisite Stockholder Approval is obtained, no person or group of persons may beneficially own shares of common stock issuable upon conversion of the Convertible Preferred Stock in an amount greater than 19.99% of the then-outstanding shares of common stock. The Convertible Preferred Stock has no expiration date.

5. Represents the number of shares of the Issuer's common stock that the Convertible Preferred Stock held by AHP III and AHP III Orchestra is currently convertible into due to the Share Cap.

6. Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

7. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

AVISTA HEALTHCARE PARTNERS III, L.P., by Avista Capital Partners VI GP, L.P., its general partner, by Avista Capital Managing Member VI, LLC, its general partner /s/ Benjamin Silbert, Authorized Representative
AHP III ORCHESTRA HOLDINGS, L.P., by Avista Capital Partners VI GP, L.P., its general partner, by Avista Capital Managing Member VI, LLC, its general partner /s/ Benjamin Silbert, Authorized Representative
AVISTA CAPITAL PARTNERS VI GP, L.P., by Avista Capital Managing Member VI, LLC, its general partner /s/ Benjamin Silbert, Authorized Representative
AVISTA CAPITAL MANAGING MEMBER VI, LLC, /s/ Benjamin Silbert, Authorized Representative
/s/ Benjamin Silbert, Attorney-in-Fact for Thompson Dean
/s/ Benjamin Silbert, Attorney-in-Fact for David Burgstahler

11/19/2024

11/19/2024

11/19/2024

11/19/2024

11/19/2024

11/19/2024

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Benjamin Silbert with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned with respect to Organogenesis Holdings Inc. (the "**Company**"), Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confining all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledge that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedules 13D or 13G or Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of November, 2024.

THOMPSON DEAN

/s/ Thompson Dean

Thompson Dean

DAVID BURGSTAHLER

/s/ David Burgstahler

David Burgstahler
