

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): June 23, 2022

ORGANOGENESIS HOLDINGS INC.

(Exact Name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37906
(Commission
File Number)

98-1329150
(IRS Employer
Identification No.)

85 Dan Road
Canton, MA
(Address of principal executive offices)

02021
(Zip Code)

(781) 575-0775
(Registrant's telephone number, including area code)

Not Applicable
(Registrant's name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	ORGO	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent applicable, the information in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As set forth below in Item 5.07, our stockholders approved an amendment to the 2018 Equity Incentive Plan of Organogenesis Holdings Inc. (the “Company”) at the 2022 Annual Meeting of Stockholders held on June 23, 2022 (the “Annual Meeting”) to increase the number of shares of Class A common stock reserved for issuance thereunder by 7,826,970 shares. A description of the material terms of the 2018 Equity Incentive Plan is set forth in the Company’s definitive proxy statement relating to the Annual Meeting filed with the Securities and Exchange Commission on May 10, 2022.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As set forth below in Item 5.07, at the Annual Meeting, our stockholders approved an amendment to our Certificate of Incorporation (the “Certificate of Amendment”), which amends Article V, Section 5.3 of our Certificate of Incorporation to remove a provision that states that a director may be removed by stockholders only for cause. As a result of this amendment, our Certificate of Incorporation reverts to the default provision provided by Section 141(k) of the Delaware General Corporation Law that entitles the stockholders of a Delaware corporation to remove any director or the entire board of directors by a vote of a majority of the votes entitled to be cast. The above description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 attached hereto and incorporated by reference herein.

The Certificate of Amendment became effective upon acceptance of the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware on June 23, 2022.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, six proposals were submitted to, and approved by, our stockholders. The holders of 117,639,346 shares of our Class A common stock were present or represented by proxy at the meeting. The proposals are described in detail in our definitive proxy statement for the 2022 Annual Meeting filed with the Securities and Exchange Commission on May 10, 2022. The final results for the votes for each proposal are set forth below.

At the annual meeting, each of Alan A. Ades, Robert Ades, Michael J. Driscoll, Prathyusha Duraibabu, David Erani, Jon Giacomini, Gary S. Gillheeny, Sr., Michele Korfin, Arthur S. Leibowitz, Glenn H. Nussdorf and Gilberto Quintero was elected as a Director of the Company, to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified. The votes cast in the election of the directors were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Alan A. Ades	88,292,756	16,291,777	13,054,813
Robert Ades	88,545,691	16,038,842	13,054,813
Michael J. Driscoll	86,401,824	18,182,709	13,054,813
Prathyusha Duraibabu	85,976,107	18,608,426	13,054,813
David Erani	96,607,996	7,976,537	13,054,813
Jon Giacomini	74,014,059	30,570,474	13,054,813
Gary S. Gillheeny, Sr.	94,661,549	9,922,984	13,054,813
Michele Korfin	87,225,919	17,358,614	13,054,813
Arthur S. Leibowitz	70,111,532	34,473,001	13,054,813
Glenn H. Nussdorf	96,614,046	7,970,487	13,054,813
Gilberto Quintero	86,624,795	17,959,738	13,054,813

At the annual meeting, our stockholders also approved, on an advisory basis, the compensation paid to the Company's named executive officers. The votes cast on this proposal were as follows:

<u>Proposal</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
To approve, on an advisory basis, the compensation paid to the Company's named executive officers.	91,740,768	12,563,596	280,169	13,054,813

At the annual meeting, our stockholders also approved, on an advisory basis, "1 year" as the frequency of holding an advisory vote on the compensation paid to the Company's named executive officers. The votes cast on this proposal were as follows:

<u>Proposal</u>	<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
To approve, on an advisory basis, the frequency of holding an advisory vote on the compensation paid to the Company's named executive officers.	94,233,055	9,431,733	891,131	28,614	13,054,813

At the annual meeting, our stockholders also approved an amendment to the Company's Certificate of Incorporation to remove a provision that states that directors may only be removed for cause. The votes cast on this proposal were as follows:

<u>Proposal</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
To approve an amendment to the Company's Certificate of Incorporation to remove a provision that states that directors may only be removed for cause.	86,797,769	17,734,177	52,587	13,054,813

At the annual meeting, our stockholders also approved an amendment to the Company's 2018 Equity Incentive Plan to increase the number of shares of Class A common stock reserved for issuance thereunder by 7,826,970 shares. The votes cast on this proposal were as follows:

<u>Proposal</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
To approve an amendment to the Company's 2018 Equity Incentive Plan to increase the number of shares of Class A common stock reserved for issuance thereunder by 7,826,970 shares.	86,138,319	18,416,291	29,923	13,054,813

At the annual meeting, our stockholders also approved the proposal to ratify the appointment of RSM US LLP as our independent registered public accounting firm for our fiscal year ending on December 31, 2022. The votes cast on this proposal were as follows:

<u>Proposal</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
To ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for fiscal year 2022	117,041,276	141,394	456,676	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation of Organogenesis Holdings Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Organogenesis Holdings Inc.

By: /s/ Lori Freedman

Name: Lori Freedman

Title: Vice President and General Counsel

Date: June 27, 2022

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ORGANOGENESIS HOLDINGS INC.**

Organogenesis Holdings Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth the proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and submitting said amendment to the stockholders of the Corporation for consideration thereof.

SECOND: That the amendment is as follows:

The Certificate of Incorporation is hereby amended by deleting the existing Section 5.3 of Article V in its entirety and substituting in lieu thereof a new Section 5.3 of Article V which reads as follows:

"Section 5.3 [Reserved]."

THIRD: The amendment shall be effective upon its filing.

FOURTH: The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 10, 2018.

FIFTH: That the aforesaid amendment was submitted to the stockholders of the Corporation at the Corporation's annual meeting of the stockholders, which was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

SIXTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this 23rd day of June, 2022.

By: /s/ Gary S. Gillheeny, Sr.
Name: Gary S. Gillheeny, Sr.
Title: President and Chief Executive Officer

**State of Delaware
Secretary of State
Division of Corporations
Delivered 11:45 AM 06/23/2022
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