
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-37906

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)

(781) 575-0775
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's Class A common stock outstanding as of August 1, 2022 was 130,887,817.

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Organogenesis Holdings Inc.
Quarterly Report on Form 10-Q
For the Quarterly Period Ended June 30, 2022

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Form 10-Q”) contains forward-looking statements. These statements may relate to, but are not limited to, expectations of our future results of operations, business strategies and operations, financing plans, potential growth opportunities, potential market opportunities and the effects of competition, as well as assumptions relating to the foregoing. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. These risks and other factors include, but are not limited to, those listed under “Risk Factors.” In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “intend,” “potential,” “might,” “would,” “continue” or the negative of these terms or other comparable terminology. These forward-looking statements are based on our management’s current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management’s beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. As a result, any or all of our forward-looking statements in this Form 10-Q may turn out to be inaccurate. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under “Risk Factors” and discussed elsewhere in this Form 10-Q and in “Part I, Item 1A—Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021. These forward-looking statements speak only as of the date of this Form 10-Q. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. You should, however, review the factors and risks we describe in the reports we will file from time to time with the U.S. Securities and Exchange Commission (the “SEC”) after the date of this Form 10-Q.

As used herein, except as otherwise indicated by context, references to “we,” “us,” “our,” “the Company,” “Organogenesis” and “ORGO” will refer to Organogenesis Holdings Inc. and its subsidiaries.

PART I—FINANCIAL INFORMATION
Item 1. Unaudited Consolidated Financial Statements.

ORGANOGENESIS HOLDINGS INC.
CONSOLIDATED BALANCE SHEETS
(unaudited)
(amounts in thousands, except share and per share data)

	<u>June 30,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 112,279	\$ 113,929
Restricted cash	665	599
Accounts receivable, net	88,824	82,460
Inventory, net	23,235	25,022
Prepaid expenses and other current assets	6,540	4,969
Total current assets	<u>231,543</u>	<u>226,979</u>
Property and equipment, net	93,292	79,160
Intangible assets, net	23,231	25,673
Goodwill	28,772	28,772
Operating lease right-of-use assets, net	45,860	49,144
Deferred tax asset, net	31,994	31,994
Other assets	1,665	1,537
Total assets	<u>\$ 456,357</u>	<u>\$ 443,259</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Deferred acquisition consideration	\$ -	\$ 1,436
Current portion of term loan	3,596	2,656
Finance lease obligations	-	200
Current portion of operating lease obligations	11,871	11,785
Accounts payable	36,373	29,339
Accrued expenses and other current liabilities	36,390	37,289
Total current liabilities	<u>88,230</u>	<u>82,705</u>
Term loan, net of current portion	68,969	70,769
Operating lease obligations, net of current portion	43,700	46,893
Other liabilities	1,073	1,557
Total liabilities	<u>201,972</u>	<u>201,924</u>
Commitments and contingencies (Note 18)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; none issued	-	-
Common stock, \$0.0001 par value; 400,000,000 shares authorized; 131,613,917 and 129,408,740 shares issued; 130,885,369 and 128,680,192 shares outstanding at June 30, 2022 and December 31, 2021, respectively.	13	13
Additional paid-in capital	307,374	302,155
Accumulated deficit	(53,002)	(60,833)
Total stockholders' equity	<u>254,385</u>	<u>241,335</u>
Total liabilities and stockholders' equity	<u>\$ 456,357</u>	<u>\$ 443,259</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ORGANOGENESIS HOLDINGS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(amounts in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net revenue	\$ 121,401	\$ 123,196	\$ 218,518	\$ 225,748
Cost of goods sold	26,652	29,940	51,732	55,435
Gross profit	94,749	93,256	166,786	170,313
Operating expenses:				
Selling, general and administrative	72,609	62,349	136,187	120,581
Research and development	10,205	7,320	18,792	13,529
Total operating expenses	82,814	69,669	154,979	134,110
Income from operations	11,935	23,587	11,807	36,203
Other expense, net:				
Interest expense	(730)	(2,431)	(1,467)	(4,901)
Other expense, net	(21)	18	(24)	15
Total other expense, net	(751)	(2,413)	(1,491)	(4,886)
Net income before income taxes	11,184	21,174	10,316	31,317
Income tax expense	(2,440)	(487)	(2,485)	(687)
Net income	<u>\$ 8,744</u>	<u>\$ 20,687</u>	<u>\$ 7,831</u>	<u>\$ 30,630</u>
Net income, per share:				
Basic	<u>\$ 0.07</u>	<u>\$ 0.16</u>	<u>\$ 0.06</u>	<u>\$ 0.24</u>
Diluted	<u>\$ 0.07</u>	<u>\$ 0.15</u>	<u>\$ 0.06</u>	<u>\$ 0.23</u>
Weighted-average common shares outstanding				
Basic	<u>129,635,682</u>	<u>128,235,224</u>	<u>129,214,541</u>	<u>128,053,654</u>
Diluted	<u>132,600,579</u>	<u>133,988,413</u>	<u>132,705,206</u>	<u>133,721,191</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ORGANOGENESIS HOLDINGS INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited)
(amounts in thousands, except share data)

	Three and Six Months Ended June 30, 2022				
	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Equity
Balance as of March 31, 2022 (as reported)	128,887,184	\$ 13	\$ 303,261	\$ (60,046)	\$ 243,228
Adjustment due to settlement of GPO fee dispute	-	-	-	(1,700)	(1,700)
Balance as of March 31, 2022 (as adjusted)	128,887,184	13	303,261	(61,746)	241,528
Exercise of stock options	1,759,776	-	1,751	-	1,751
Vesting of RSUs, net of shares surrendered to pay taxes	34,924	-	(158)	-	(158)
Issuance of common stock associated with business acquisition	203,485	-	828	-	828
Stock-based compensation expense	-	-	1,692	-	1,692
Net income	-	-	-	8,744	8,744
Balance as of June 30, 2022	<u>130,885,369</u>	<u>\$ 13</u>	<u>\$ 307,374</u>	<u>\$ (53,002)</u>	<u>\$ 254,385</u>
Balance as of December 31, 2021 (as reported)	128,680,192	\$ 13	\$ 302,155	\$ (60,133)	\$ 242,035
Adjustment due to settlement of GPO fee dispute	-	-	-	(700)	(700)
Balance as of December 31, 2021 (as adjusted)	128,680,192	13	302,155	(60,833)	241,335
Exercise of stock options	1,845,897	-	2,042	-	2,042
Vesting of RSUs, net of shares surrendered to pay taxes	155,795	-	(646)	-	(646)
Issuance of common stock associated with business acquisition	203,485	-	828	-	828
Stock-based compensation expense	-	-	2,995	-	2,995
Net income	-	-	-	7,831	7,831
Balance as of June 30, 2022	<u>130,885,369</u>	<u>\$ 13</u>	<u>\$ 307,374</u>	<u>\$ (53,002)</u>	<u>\$ 254,385</u>
	Three and Six Months Ended June 30, 2021				
	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Equity
Balance as of March 31, 2021	128,102,255	\$ 13	\$ 298,095	\$ (145,092)	\$ 153,016
Exercise of stock options	78,163	-	221	-	221
Vesting of RSUs, net of shares surrendered to pay taxes	102,823	-	(320)	-	(320)
Stock-based compensation expense	-	-	1,042	-	1,042
Net income	-	-	-	20,687	20,687
Balance as of June 30, 2021	<u>128,283,241</u>	<u>\$ 13</u>	<u>\$ 299,038</u>	<u>\$ (124,405)</u>	<u>\$ 174,646</u>
Balance as of December 31, 2020	127,731,833	13	296,830	(155,035)	141,808
Exercise of stock options	363,507	-	1,205	-	1,205
Vesting of RSUs, net of shares surrendered to pay taxes	187,901	-	(737)	-	(737)
Stock-based compensation expense	-	-	1,740	-	1,740
Net income	-	-	-	30,630	30,630
Balance as of June 30, 2021	<u>128,283,241</u>	<u>\$ 13</u>	<u>\$ 299,038</u>	<u>\$ (124,405)</u>	<u>\$ 174,646</u>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ORGANOGENESIS HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(amounts in thousands)

	Six Months Ended June 30,	
	2022	2021
Cash flows from operating activities:		
Net income	\$ 7,831	\$ 30,630
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,875	2,073
Amortization of intangible assets	2,442	2,486
Amortization of operating lease right-of-use assets	3,649	2,562
Non-cash interest expense	217	143
Deferred interest expense	291	1,036
Provision recorded for doubtful accounts	122	1,496
Loss on disposal of property and equipment	196	239
Adjustment for excess and obsolete inventories	5,228	4,678
Stock-based compensation	2,995	1,740
Change in fair value of Earnout liability	-	(3,058)
Changes in operating assets and liabilities:		
Accounts receivable	(6,485)	(21,460)
Inventory	(3,441)	(4,984)
Prepaid expenses and other current assets	(1,839)	(1,649)
Operating leases	(3,472)	(2,774)
Accounts payable	2,671	716
Accrued expenses and other current liabilities	(1,697)	2,646
Other liabilities	23	(340)
Net cash provided by operating activities	11,606	16,180
Cash flows from investing activities:		
Purchases of property and equipment	(12,840)	(9,290)
Net cash used in investing activities	(12,840)	(9,290)
Cash flows from financing activities:		
Payments of term loan	(938)	-
Payments of withholding taxes in connection with RSUs vesting	(646)	(737)
Proceeds from the exercise of stock options	2,042	1,205
Principal repayments of finance lease obligations	(200)	(1,374)
Payment of deferred acquisition consideration	(608)	(483)
Net cash used in financing activities	(350)	(1,389)
Change in cash, cash equivalents and restricted cash	(1,584)	5,501
Cash, cash equivalents, and restricted cash, beginning of period	114,528	84,806
Cash, cash equivalents, and restricted cash, end of period	\$ 112,944	\$ 90,307
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 1,041	\$ 3,836
Cash paid for income taxes	\$ 974	\$ 582
Supplemental disclosure of non-cash investing and financing activities:		
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 6,546	\$ 4,349
Right-of-use assets obtained through operating lease obligations	\$ 364	\$ 29,092
Shares issued for deferred acquisition consideration	\$ 828	\$ -

The accompanying notes are an integral part of these unaudited consolidated financial statements.

ORGANOGENESIS HOLDINGS INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(amounts in thousands, except share and per share data)

1. Nature of Business and Basis of Presentation

Organogenesis Holdings Inc. (“ORGO” or the “Company”) is a leading regenerative medicine company focused on the development, manufacture, and commercialization of solutions for the Advanced Wound Care and Surgical & Sports Medicine markets. Several of the existing and pipeline products in the Company’s portfolio have Premarket Application (“PMA”) approval, or Premarket Notification 510(k) clearance from the United States Food and Drug Administration (“FDA”). The Company’s customers include hospitals, wound care centers, government facilities, ambulatory service centers (“ASCs”) and physician offices. The Company has one operating and reportable segment.

COVID-19 pandemic

The coronavirus (COVID-19) pandemic around the world, and particularly in the United States, continues to present risks to the Company. While the COVID-19 pandemic has not materially adversely affected the Company’s financial results and business operations through the second quarter ended June 30, 2022, the Company is unable to predict the impact that COVID-19 will have on its financial position and operating results because of the numerous uncertainties created by the unprecedented nature of the pandemic.

The Company is closely monitoring the evolving impact of the pandemic on all aspects of its business. The Company has implemented a number of measures designed to protect the health and safety of its employees, support its customers and promote business continuity.

2. Summary of Significant Accounting Policies

The Company’s significant accounting policies are described in Note “2. Significant Accounting Policies” to the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as amended (the “Annual Report”). There have been no material changes to the significant accounting policies previously disclosed in the Annual Report.

Unaudited Interim Financial Information

The accompanying unaudited consolidated financial statements have been prepared by management in accordance with GAAP and the rules and regulations of the SEC regarding interim financial reporting. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. While we believe that the disclosures presented are adequate in order to make the information not misleading, these unaudited quarterly financial statements should be read in conjunction with the financial statements and notes thereto included in the Annual Report.

The unaudited consolidated financial statements include the accounts and results of operations of Organogenesis Holdings Inc. and its wholly-owned subsidiaries of Organogenesis Inc., including Organogenesis GmbH (a Switzerland corporation) and Prime Merger Sub, LLC. All intercompany balances and transactions have been eliminated in consolidation. The Company considers events or transactions that occur after the balance sheet date but before the financial statements are issued to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. In the opinion of management, the unaudited consolidated financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the Company’s financial position, results of operations and cash flows at the dates and for the periods indicated. The results for the six months ended June 30, 2022 are not necessarily indicative of the results to be expected for the year ending December 31, 2022, any other interim periods, or any future years or periods.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported results of operations during the reporting periods. In preparing the consolidated financial statements, the estimates and assumptions that management consider to be significant and that present the greatest amount of uncertainty include: revenue recognition; sales returns and credit losses; inventory reserve; recognition and measurement of current and deferred income tax assets and liabilities; the assessment of recoverability of long-lived and indefinite lived assets (including intangible assets); assessing impairment of goodwill; valuation of assets and liabilities that use unobservable inputs; and the valuation and recognition of stock-based compensation. Actual results and outcomes may differ significantly from those estimates and assumptions.

Revision to Previously Issued Financial Statements

In August 2022, the Company reached an agreement with a Group Purchasing Organization (“GPO”) to settle previously disputed GPO fees for \$3,300. The Company identified that part of the settlement fee should have been accrued as of March 31, 2022 and December 31, 2021. This error resulted in an overstatement of revenue and understatement of accrued expenses and other current liabilities and accumulated deficit in the financial statements included in the Company’s quarterly reports on Form 10-Q and the Company’s annual reports on Form 10-K previously filed with the SEC. The Company assessed the materiality of this error on prior period financial statements in accordance with the SEC Staff Accounting Bulletin Number 99, Materiality, and ASC 250-10, Accounting Changes and Error Corrections. The Company determined that this error was not material to the financial statements of any prior annual or interim period. To correct the immaterial misstatement, the Company revised its previously issued financial statements as follows:

CONSOLIDATED BALANCE SHEETS	As of March 31, 2022			As of December 31, 2021		
	As Previously Reported	Adjustments	As Revised	As Previously Reported	Adjustments	As Revised
Accrued expenses and other current liabilities	\$ 32,419	\$ 1,700	\$ 34,119	\$ 36,589	\$ 700	\$ 37,289
Total current liabilities	\$ 76,792	\$ 1,700	\$ 78,492	\$ 82,005	\$ 700	\$ 82,705
Total liabilities	\$ 193,044	\$ 1,700	\$ 194,744	\$ 201,224	\$ 700	\$ 201,924
Accumulated deficit	\$ (60,046)	\$ (1,700)	\$ (61,746)	\$ (60,133)	\$ (700)	\$ (60,833)
Total stockholders’ equity	\$ 243,228	\$ (1,700)	\$ 241,528	\$ 242,035	\$ (700)	\$ 241,335

CONSOLIDATED STATEMENTS OF OPERATIONS	For the Three Months Ended March 31, 2022			For the Year Ended December 31, 2021		
	As Previously Reported	Adjustments	As Revised	As Previously Reported	Adjustments	As Revised
Net revenue	\$ 98,117	\$ (1,000)	\$ 97,117	\$ 468,059	\$ (700)	\$ 467,359
Gross profit	\$ 73,037	\$ (1,000)	\$ 72,037	\$ 353,860	\$ (700)	\$ 353,160
Income from operations	\$ 872	\$ (1,000)	\$ (128)	\$ 72,918	\$ (700)	\$ 72,218
Net income before income taxes	\$ 132	\$ (1,000)	\$ (868)	\$ 63,786	\$ (700)	\$ 63,086
Net income	\$ 87	\$ (1,000)	\$ (913)	\$ 94,902	\$ (700)	\$ 94,202

CONSOLIDATED STATEMENTS OF CASH FLOWS	Three Months Ended March 31, 2022			For the Year Ended December 31, 2021		
	As Previously Reported	Adjustments	As Revised	As Previously Reported	Adjustments	As Revised
Net income / (loss)	\$ 87	\$ (1,000)	\$ (913)	\$ 94,902	\$ (700)	\$ 94,202
Changes in operating assets and liabilities:						
Accrued expenses and other current liabilities	\$ (4,828)	\$ 1,000	\$ (3,828)	\$ 8,654	\$ 700	\$ 9,354

Revenue by Product Category:	Three Months Ended March 31, 2022			For the Year Ended December 31, 2021		
	As Previously Reported	Adjustments	As Revised	As Previously Reported	Adjustments	As Revised
Advanced Wound Care	\$ 90,950	\$ (860)	\$ 90,090	\$ 430,839	\$ (602)	\$ 430,237
Surgical & Sports Medicine	\$ 7,167	\$ (140)	\$ 7,027	\$ 37,220	\$ (98)	\$ 37,122
Net revenue	\$ 98,117	\$ (1,000)	\$ 97,117	\$ 468,059	\$ (700)	\$ 467,359

Miscellaneous Items	Three Months Ended March 31, 2022			For the Year Ended December 31, 2021		
	As Previously Reported	Adjustments	As Revised	As Previously Reported	Adjustments	As Revised
GPO fees	\$ 619	\$ 1,000	\$ 1,619	\$ 2,963	\$ 700	\$ 3,663
PuraPly revenue	\$ 53,300	\$ (500)	\$ 52,800	\$ 198,400	\$ (350)	\$ 198,050

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). Subsequent to the issuance of ASU 2016-13, the FASB has issued the following updates: ASU 2018-19, *Codification Improvements to Topic 326, Financial Instruments- Credit Losses*, ASU 2019-04, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*, ASU 2019-05, *Financial Instruments—Credit Losses (Topic 326)—Targeted Transition Relief* and ASU 2019-11, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses*. The objective of ASU 2016-13 and all the related updates is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The amendments in this ASU replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. ASU 2016-13 and the related updates are effective for fiscal years, and interim periods within those years, beginning after December 15, 2019 for public business entities excluding entities eligible to be smaller reporting companies and for fiscal years, and interim periods within those years, beginning after December 15, 2022 for all other entities. Early adoption is permitted. As the Company was a smaller reporting company when the standard was issued, the Company took advantage of the extended transition period and will adopt this standard and the related improvements on January 1, 2023 by recognizing a cumulative-effect adjustment to retained earnings for any impact. The Company evaluated the effects of adopting ASU 2016-13 and the related improvements and does not expect a material impact on the Company's consolidated financial statements.

In March 2020, the FASB issued ASU No. 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* (“ASU 2020-04”). ASU 2020-04 provides temporary optional expedients and exceptions to the US GAAP guidance on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate (LIBOR) and other interbank offered rates to alternative reference rates. In January 2021, the FASB issued ASU No. 2021-01, *Reference Rate Reform (Topic 848): Scope* (“ASU 2021-01”), to clarify certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting to apply to derivatives that are affected by the discounting transition. Both ASU 2020-04 and ASU 2021-01 are effective upon issuance through December 31, 2022. The Company's debt agreement that utilizes LIBOR has conventional LIBOR replacement language. Since the debt agreement has not discontinued the use of LIBOR, this ASU is not yet effective for the Company. To the extent the interest rate changes to the rate specified in the debt agreement, the Company will utilize the relief in this ASU. The Company evaluated the effects of adopting the provisions of ASU 2020-04 and ASU 2021-01 and does not expect a material impact on the Company's consolidated financial statements.

3. Acquisition

On September 17, 2020 (the “Acquisition Date”), the Company acquired certain assets and assumed certain liabilities of CPN Biosciences, LLC (“CPN”) pursuant to an asset purchase agreement dated July 24, 2020. CPN offered a physician office management solution and advanced wound care products.

The aggregate consideration amounted to \$19,024 as of the Acquisition Date, consisting of \$6,427 in cash, 2,151,438 shares of the Company's Class A common stock with a fair value of \$8,815, and contingent consideration (the “Earnout”) with a fair value of \$3,782. On the Acquisition Date, the Company paid \$5,820 in cash and issued 1,947,953 shares of the Company's Class A common stock. The remaining consideration of \$1,436 was held back and was released in April 2022 by the Company paying \$608 in cash and issuing 203,485 shares of the Company's Class A common stock to the former equity holders of CPN.

The Company was obligated to pay the Earnout to CPN's former equity holders if CPN's legacy product revenue in the Earnout Period (July 1, 2021 to June 30, 2022), exceeded CPN's 2019 revenue. The amount of the Earnout, if any, would be equal to 70% of the excess and would be payable 60 days after the expiration of the Earnout Period. As of the conclusion of the Earnout Period on June 30, 2022, the Company calculated the Earnout liability to be \$0. During the Earnout Period, the Company assessed the fair value of the Earnout liability at each reporting period. Subsequent changes in the estimated fair value of the liability were reflected in earnings until the liability was settled. See Note “5. Fair Value Measurement of Financial Assets and Liabilities”.

4. Product and Geographic Sales

The Company generates revenue through the sale of Advanced Wound Care and Surgical & Sports Medicine products. There is a single performance obligation in all of the Company's contracts, which is the Company's promise to transfer the Company's products to customers based on specific payment and shipping terms in the arrangement. The entire transaction price reflects a single performance obligation. Product revenue is recognized when a customer obtains control of the Company's products which occurs at a point in time and may be upon shipment, procedure date, or delivery, based on the terms of the contract. Revenue is recorded net of a reserve for returns, discounts and GPO rebates, which represent a direct reduction to the revenue recognized. These reductions are accrued at the time revenue is recognized, based upon historical experience and specific circumstances. For the three months ended June 30, 2022 and 2021, the Company recorded GPO fees of \$2,334 and \$829, respectively, as a direct reduction of revenue. For the six months ended June 30, 2022 and 2021, the Company recorded GPO fees of \$3,953 and \$1,529, respectively, as a direct reduction of revenue.

In August 2022, the Company reached an agreement with a GPO to settle previously disputed GPO fees for \$3,300. The settlement fee was included in the GPO fees as a direct reduction of revenue. The Company recorded \$1,600 of the settlement fee during the three months ended June 30, 2022, and has revised the historical financial statements to include \$1,000 of the settlement fee in the three months ended March 31, 2022 and \$700 of the settlement fee during the year ended December 31, 2021. As such, the previously issued financial statements were revised accordingly. See Note "2. Summary of Significant Accounting Policies".

The following tables set forth revenue by product category:

	Three Months Ended June 30,	
	2022	2021
Advanced Wound Care	\$ 113,791	\$ 111,436
Surgical & Sports Medicine	7,610	11,760
Total net revenue	<u>\$ 121,401</u>	<u>\$ 123,196</u>

	Six Months Ended June 30,	
	2022	2021
Advanced Wound Care	\$ 203,881	\$ 202,144
Surgical & Sports Medicine	14,637	23,604
Total net revenue	<u>\$ 218,518</u>	<u>\$ 225,748</u>

For all periods presented, net revenue generated outside the United States represented less than 1% of total net revenue.

5. Fair Value Measurement of Financial Assets and Liabilities

Earnout Liability

In connection with accounting for the CPN acquisition on September 17, 2020, the Company recorded an Earnout liability of \$3,782 on the Acquisition Date, representing the fair value of contingent consideration payable upon the achievement of a certain revenue target. The Earnout liability was classified as a Level 3 measurement within the fair value hierarchy for which fair value was derived from inputs that were unobservable and significant to the overall fair value measurement. The fair value of such Earnout liability was estimated using a Monte Carlo simulation model that utilized key assumptions including forecasted revenues and volatilities of the underlying financial metrics during the Earnout Period. The Earnout Period ended on June 30, 2022 and the Company calculated the Earnout liability to be \$0. Before its settlement, the Company assessed the fair value of the Earnout liability at each reporting period. Any subsequent changes in the estimated fair value of the liability were reflected in selling, general and administrative expenses until the liability was settled. For more information about the Earnout liability, refer to Note "3. Acquisition".

As of December 31, 2021, the Earnout liability was \$0 as a result of the Company's assessment of the near-term market for the CPN product portfolio. The following table provides a roll-forward of the fair value of the Company's Earnout liability, for which fair value was determined using Level 3 inputs until the end of the Earnout Period on June 30, 2022.

	Six Months Ended June 30,	
	2022	2021
Beginning balance	\$ -	\$ 3,985
Change in fair value	-	(3,058)
Ending balance	<u>\$ -</u>	<u>\$ 927</u>

The Company did not have any financial assets and liabilities measured at fair value on a non-recurring basis as of June 30, 2022 and December 31, 2021.

6. Accounts Receivable, Net

Accounts receivable consisted of the following:

	June 30, 2022	December 31, 2021
Accounts receivable	\$ 93,846	\$ 87,613
Less — allowance for doubtful accounts	(5,022)	(5,153)
	<u>\$ 88,824</u>	<u>\$ 82,460</u>

The Company's allowance for doubtful accounts was comprised of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Balance at beginning of period	\$ 5,127	\$ 3,576	\$ 5,153	\$ 2,669
Additions	82	575	122	1,496
Write-offs	(187)	(19)	(253)	(33)
Balance at end of period	<u>\$ 5,022</u>	<u>\$ 4,132</u>	<u>\$ 5,022</u>	<u>\$ 4,132</u>

7. Inventories

Inventories, net of related reserves for excess and obsolescence, consisted of the following:

	June 30, 2022	December 31, 2021
Raw materials	\$ 10,228	\$ 9,023
Work in process	1,041	991
Finished goods	11,966	15,008
	<u>\$ 23,235</u>	<u>\$ 25,022</u>

Raw materials include various components used in the Company's manufacturing process. The Company's excess and obsolete inventory review process includes analysis of sales forecasts and historical sales as compared to inventory level, and working with operations to maximize recovery of excess inventory. During the three months ended June 30, 2022 and 2021, the Company charged \$3,023 and \$2,388, respectively, for inventory excess and obsolescence to cost of goods sold within the consolidated statements of operations. During the six months ended June 30, 2022 and 2021, the Company charged \$5,228 and \$4,678, respectively, for inventory excess and obsolescence to cost of goods sold within the consolidated statements of operations.

8. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

	June 30, 2022	December 31, 2021
Subscriptions	\$ 2,147	\$ 2,745
Conferences and marketing expenses	2,371	538
Deposits	958	1,216
Insurance	1,021	358
Other	43	112
	<u>\$ 6,540</u>	<u>\$ 4,969</u>

Deposits are funds held by vendors which are expected to be released within twelve months and therefore they are recorded as current assets.

9. Property and Equipment, Net

Property and equipment consisted of the following:

	June 30, 2022	December 31, 2021
Leasehold improvements	\$ 35,309	\$ 30,531
Buildings	4,943	4,943
Furniture, computers and equipment	55,799	53,959
	96,051	89,433
Accumulated depreciation	(60,600)	(57,729)
Construction in progress	57,841	47,456
	<u>\$ 93,292</u>	<u>\$ 79,160</u>

Depreciation expense was \$1,528 and \$1,063 for the three months ended June 30, 2022 and 2021. Depreciation expense was \$2,875 and \$2,073 for the six months ended June 30, 2022 and 2021. Construction in progress primarily represents unfinished construction work on a purchased building located on the Company's Canton, Massachusetts campus and improvements at the Company's leased facilities in Canton and Norwood, Massachusetts.

10. Goodwill and Intangible Assets

Goodwill was \$28,772 as of June 30, 2022 and December 31, 2021.

Identifiable intangible assets consisted of the following as of June 30, 2022:

	Original Cost	Accumulated Amortization	Net Book Value
Developed technology	\$ 32,620	\$ (19,437)	\$ 13,183
Trade names and trademarks	2,080	(1,288)	792
Customer relationships	10,690	(1,915)	8,775
Independent sales agency network	4,500	(4,500)	-
Patent	7,623	(7,623)	-
Non-compete agreements	1,010	(529)	481
Total	<u>\$ 58,523</u>	<u>\$ (35,292)</u>	<u>\$ 23,231</u>

Identifiable intangible assets consisted of the following as of December 31, 2021:

	Original Cost	Accumulated Amortization	Net Book Value
Developed technology	\$ 32,620	\$ (17,709)	\$ 14,911
Trade names and trademarks	2,080	(1,183)	897
Customer relationship	10,690	(1,381)	9,309
Independent sales agency network	4,500	(4,500)	-
Patent	7,623	(7,623)	-
Non-compete agreements	1,010	(454)	556
Total	<u>\$ 58,523</u>	<u>\$ (32,850)</u>	<u>\$ 25,673</u>

Amortization of intangible assets, calculated on a straight-line basis or using an accelerated method, was \$1,221 and \$1,243 for the three months ended June 30, 2022 and 2021, respectively, and \$2,442 and \$2,486 for the six months ended June 30, 2022 and 2021, respectively.

11. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	June 30, 2022	December 31, 2021
Personnel costs	\$ 22,101	\$ 26,865
Royalties	3,696	3,458
Accrued but unpaid lease obligations and interest	3,476	3,963
Accrued settlement fee	3,300	-
Other	3,817	2,303
	<u>\$ 36,390</u>	<u>\$ 36,589</u>

The accrued but unpaid lease obligations and the interest accrual on these obligations are related to the buildings in Canton, Massachusetts. See Note "17. Leases". See Note "4. Product and Geographic Sales" for accrued settlement fee.

12. Restructuring

In order to reduce the Company's cost structure and achieve operating efficiency, the Company is consolidating its manufacturing operations in various locations into Massachusetts facilities.

On October 21, 2020, the Company committed to a plan to restructure the workforce and operations in its La Jolla, California facilities. The restructuring involved approximately 65 employees and was substantially completed as of December 31, 2021, with certain facility and storage activities continuing through 2024.

On March 9, 2022, the Company committed to a plan to restructure the workforce and operations in its Birmingham, Alabama facilities. The restructuring is expected to be completed by the end of 2022 and will result in a charge of approximately \$3.0 million, of which approximately \$2.0 million is attributable to the retention benefits associated with approximately 25 employees and the remaining \$1.0 million is related to the other exit activities, including but not limited to contract termination, decommission and transportation of certain fixed assets. As employees are required to provide future services, employee retention and other benefit-related costs are expensed over the service period.

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As a result of the restructuring activities, the Company incurred a pre-tax charge of \$643 and \$939 during the three months ended June 30, 2022 and 2021, respectively, and \$907 and \$1,866 during the six months ended June 30, 2022 and 2021, respectively. These charges were included in selling, general and administrative expenses in the consolidated statements of operations. The liability related to the restructuring activities was \$661 and \$3,168 as of June 30, 2022 and December 31, 2021, respectively, and was included in accrued expenses and other current liabilities in the consolidated balance sheets. The following table provides a roll-forward of the restructuring liability.

	Employee	Other	Total
Liability balance as of March 31, 2022	\$ 115	\$ 17	\$ 132
Expenses	523	120	643
Payments	-	(114)	(114)
Liability balance as of June 30, 2022	<u>\$ 638</u>	<u>\$ 23</u>	<u>\$ 661</u>

	Employee	Other	Total
Liability balance as of December 31, 2021	\$ 2,517	\$ 651	\$ 3,168
Expenses	638	269	907
Payments	(2,517)	(897)	(3,414)
Liability balance as of June 30, 2022	<u>\$ 638</u>	<u>\$ 23</u>	<u>\$ 661</u>

13. Long-Term Debt Obligations

Long-term debt obligations consisted of the following:

	June 30, 2022	December 31, 2021
Line of credit	\$ -	\$ -
Term loan	73,125	74,062
Less debt discount and debt issuance cost	(560)	(637)
Term loan, net of debt discount and debt issuance cost	<u>\$ 72,565</u>	<u>\$ 73,425</u>

2021 Credit Agreement

In August 2021, the Company, as borrower, its subsidiaries, as guarantors, and Silicon Valley Bank (“SVB”), and the several other lenders thereto (collectively, the “Lenders”) entered into a credit agreement (the “2021 Credit Agreement”), providing for a term loan facility not to exceed \$75,000 (the “Term Loan Facility”) and a revolving credit facility not to exceed \$125,000 (the “Revolving Facility”). The Company’s obligations to the Lenders are secured by substantially all of the Company’s assets, including intellectual property. Capitalized terms used herein and not otherwise defined are defined as set forth in the 2021 Credit Agreement.

Advances made under the 2021 Credit Agreement may be either Eurodollar Loans or ABR Loans, at the Company’s option. For Eurodollar Loans, the interest rate is a per annum interest rate equal to LIBOR plus an Applicable Margin between 2.00% to 3.25% based on the Total Net Leverage Ratio. For ABR Loans, the interest rate is equal to (1) the highest of (a) the Wall Street Journal Prime Rate, (b) the Federal Funds Rate plus 0.50% and (c) the LIBOR rate plus 1.0%, plus (2) an Applicable Margin between 1.00% to 2.25% based on the Total Net Leverage Ratio.

The 2021 Credit Agreement requires the Company to make consecutive quarterly installment payments equal to the following: (a) from September 30, 2021 through and including June 30, 2022, \$469; (b) from September 30, 2022 through and including June 30, 2023, \$938; (c) from September 30, 2023 through and including June 30, 2025, \$1,406 and (d) from September 30, 2025 and the last day of each quarter thereafter until August 6, 2026 (the “Term Loan Maturity Date”), \$1,875. The Company may prepay the Term Loan Facility, provided that any Term Loans prepaid prior to August 6, 2022 must be accompanied by a prepayment premium equal to 1.00% of the aggregate amount of Term Loans prepaid. Once repaid, amounts borrowed under the Term Loan Facility may not be re-borrowed.

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The Company must pay in arrears, on the first day of each quarter prior to August 6, 2026 (the “Revolving Termination Date”) and on the Revolving Termination Date, a fee for the Company’s non-use of available funds (the “Commitment Fee”). The Commitment Fee rate is between 0.25% to 0.45% based on the Total Net Leverage Ratio. The Company may elect to reduce or terminate the Revolving Facility in its entirety at any time by repaying all outstanding principal, unpaid accrued interest and, with respect to any such reduction or termination of the Revolving Commitments made prior to August 6, 2022, 1.00% of the aggregate amount of the Revolving Commitments so reduced or terminated.

Under the 2021 Credit Agreement, the Company is required to comply with certain financial covenants including the Consolidated Fixed Charge Coverage Ratio and Consolidated Total Net Leverage Ratio, tested quarterly. In addition, the Company is also required to make representations and warranties and comply with certain non-financial covenants that are customary in loan agreements of this type, including restrictions on the payment of dividends, repurchase of stock, incurrence of indebtedness, dispositions and acquisitions.

The Company had outstanding borrowings of \$73,125 and \$74,062 under the Term Loan Facility and \$0 under the Revolving Facility with \$125,000 available for future revolving borrowings as of June 30, 2022 and December 31, 2021, respectively. The Company recorded additional debt issuance costs and related fees of \$604 in connection with the Term Loan Facility, which are recorded as a reduction of the carrying value of the term loan on the Company’s consolidated balance sheets. In connection with the Revolving Facility, the Company recorded debt issuance costs and related fees of \$1,223, which are recorded as other assets. Both of these costs are being amortized to interest expense through the maturity date of the facilities.

Future payments of the 2021 Credit Agreement, as of June 30, 2022, are as follows for the calendar years ending December 31:

2022	\$	1,875
2023		4,687
2024		5,625
2025		6,563
2026		54,375
Total	\$	<u>73,125</u>

2019 Credit Agreement

In March 2019, the Company, its subsidiaries and SVB, and the several other lenders thereto entered into a credit agreement, as amended (the “2019 Credit Agreement”), providing for a term loan facility of \$40,000 and a revolving credit facility of up to \$60,000. Both facilities were set to mature in 2024. The interest rate for the term loan facility was a floating per annum interest rate equal to the greater of 3.75% above the Wall Street Journal Prime Rate and 9.25%. The interest rate for advances under the revolving facility was a floating per annum interest rate equal to the greater of the Wall Street Journal Prime Rate and 5.50%. If the Company elected to prepay the loan or terminate the facilities, the Company was required to pay a certain percentage of the outstanding principal as a prepayment fee. A final payment fee (the “Final Payment”) of 6.5% multiplied by the original aggregate principal amount of term loan facility was due upon the earlier to occur of the maturity date of the term loan or prepayment of all outstanding principal.

In August 2021, upon entering into the 2021 Credit Agreement, the Company paid an aggregate amount of \$70,559 due under the 2019 Credit Agreement, including unpaid principal, accrued interest, the Final Payment and a prepayment fee, with proceeds from the 2021 Credit Agreement, and the 2019 Credit Agreement was terminated. Upon termination of the 2019 Credit Agreement, the Company recognized \$1,883 as loss on the extinguishment of the loan for the year ended December 31, 2021.

14. Stockholders’ Equity

Common Stock

As of June 30, 2022, the issued shares of Class A common stock include 728,548 treasury shares that were reacquired in connection with the redemption of redeemable shares in March 2019.

As of June 30, 2022 and December 31, 2021, the Company reserved the following shares of Class A common stock for future issuance:

	June 30, 2022	December 31, 2021
Shares reserved for issuance for outstanding options	6,132,561	6,596,969
Shares reserved for issuance for outstanding restricted stock units	1,471,223	764,871
Shares reserved for issuance for future grants	11,187,149	5,644,691
Total shares of authorized common stock reserved for future issuance	<u>18,790,933</u>	<u>13,006,531</u>

15. Stock-Based Compensation

Stock Incentive Plans-the 2018 Plan

On November 28, 2018, the Board of Directors of the Company adopted, and on December 10, 2018 the Company's stockholders approved, the Organogenesis 2018 Equity and Incentive Plan (the "2018 Plan"). The purposes of the 2018 Plan are to provide long-term incentives and rewards to the Company's employees, officers, directors and other key persons (including consultants), to attract and retain persons with the requisite experience and ability, and to more closely align the interests of such employees, officers, directors and other key persons with the interests of the Company's stockholders.

The 2018 Plan authorizes the Company's Board of Directors or a committee of not less than two independent directors (in either case, the "Administrator") to grant the following types of awards: non-statutory stock options; incentive stock options; restricted stock awards; restricted stock units; stock appreciation rights; unrestricted stock awards; performance share awards; and dividend equivalent rights. The 2018 Plan is administered by the Company's Board of Directors.

At the adoption of the 2018 plan, a total of 9,198,996 shares of Class A common stock was authorized to be issued (subject to adjustment in the case of any stock dividend, stock split, reverse stock split, or similar change in capitalization of the Company). In June, 2022, an amendment was made to the 2018 Plan, increasing the number of shares of Class A common stock reserved for issuance by 7,826,970 shares.

Stock Incentive Plans-the 2003 Plan

The Organogenesis 2003 Stock Incentive Plan (the "2003 Plan"), provides for the Company to issue restricted stock awards, or to grant incentive stock options or non-statutory stock options. Incentive stock options may be granted only to the Company's employees. Restricted stock awards and non-statutory stock options may be granted to employees, members of the Board of Directors, outside advisors and consultants of the Company.

Effective as of the closing of the Avista Merger on December 10, 2018, no additional awards may be made under the 2003 Plan and as a result (i) any shares in respect of stock options that are expired or terminated under the 2003 Plan without having been fully exercised will not be available for future awards; (ii) any shares in respect of restricted stock that are forfeited to, or otherwise repurchased by the Company, will not be available for future awards; and (iii) any shares of Class A common stock that are tendered to the Company by a participant to exercise an award will not be available for future awards.

Stock-Based Compensation Expense

Stock options awarded under the stock incentive plans expire 10 years after the grant date and typically vest over four or five years. Restricted stock units awarded typically vest over four years.

Stock-based compensation expense was \$1,692 and \$1,042 for the three months ended June 30, 2022 and 2021, respectively, and was \$2,995 and \$1,740 for the six months ended June 30, 2022 and 2021, respectively. The total amount of stock-based compensation expense was included within selling, general and administrative expenses on the consolidated statements of operations.

Restricted Stock Units (RSUs)

The Company granted 979,257 and 290,027 time-based restricted stock units to its employees, executives and the Board of Directors in the six months ended June 30, 2022 and 2021, respectively. Each restricted stock unit represents the contingent right to receive one share of the Company's Class A common stock. A majority of the restricted stock units will vest in four equal annual installments. The fair value of the restricted stock units was based on the fair market value of the Company's stock on the date of grant.

The activity of restricted stock units is set forth below:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2021	764,871	\$ 7.52
Granted	979,257	7.56
Vested	(239,245)	7.11
Canceled/Forfeited	(33,660)	6.76
Unvested at June 30, 2022	<u>1,471,223</u>	<u>\$ 7.63</u>

As of June 30, 2022, the total unrecognized compensation cost related to unvested restricted stock units expected to vest was \$7,479 and the weighted average remaining recognition period for unvested awards was 2.92 years.

Stock Option Valuation

The stock options granted during the six months ended June 30, 2022 and 2021 were 1,418,224 and 1,037,099, respectively. The assumptions that the Company used to determine the grant-date fair value of stock options granted during these periods were as follows, presented on a weighted-average basis:

	June 30, 2022	June 30, 2021
Risk-free interest rate	1.92%	0.82%
Expected term (in years)	6.25	6.21
Expected volatility	50.66%	39.30%
Expected dividend yield	0.0%	0.0%
Exercise price	\$ 8.03	\$ 13.54
Underlying stock price	\$ 7.87	\$ 13.54

These assumptions resulted in an estimated weighted-average grant-date fair value per share of stock options granted during the six months ended June 30, 2022 and 2021 of \$3.94 and \$5.31, respectively.

Stock Option Activity

The following table summarizes the Company's stock option activity since December 31, 2021:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding as of December 31, 2021	6,596,969	\$ 4.10	5.20	\$ 38,524
Granted	1,418,224	8.03		
Exercised	(1,845,897)	1.11		8,408
Canceled / forfeited	(36,735)	2.50		
Outstanding as of June 30, 2022	<u>6,132,561</u>	5.92	6.65	7,509
Options exercisable as of June 30, 2022	<u>3,167,162</u>	3.57	4.60	6,860
Options vested or expected to vest as of June 30, 2022	<u>5,504,030</u>	\$ 5.61	6.38	\$ 7,414

The aggregate intrinsic value of stock options is calculated as the difference between the exercise price of the stock options and the fair value of the Company's Class A common stock for those stock options that have exercise prices lower than the fair value of the Company's Class A common stock.

The total fair value of options vested during the six months ended June 30, 2022 and 2021 was \$2,029 and \$586, respectively.

As of June 30, 2022, the total unrecognized stock compensation expense related to unvested stock options expected to vest was \$7,106 and was expected to be recognized over a weighted-average period of 3.06 years.

16. Net Income (Loss) per Share (EPS)

Basic EPS is calculated by dividing net income (loss) by the weighted-average number of shares outstanding during the period. Diluted EPS is calculated by dividing net income (loss) by the weighted-average number of shares outstanding plus the dilutive effect, if any, of outstanding equity awards using the treasury stock method which includes consideration of unrecognized compensation expenses as additional proceeds.

A reconciliation of the numerator and denominator used in the calculation of the basic and diluted net income (loss) attributable to the Class A common stockholders is as follows.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Numerator:				
Net Income	\$ 8,744	\$ 20,687	\$ 7,831	\$ 30,630
Denominator:				
Weighted average common shares outstanding—basic	129,635,682	128,235,224	129,214,541	128,053,654
Dilutive effect of restricted stock units	147,600	508,015	205,838	517,837
Dilutive effect of options	2,817,297	5,245,174	3,284,827	5,149,700
Weighted-average common shares outstanding—diluted	132,600,579	133,988,413	132,705,206	133,721,191
Earnings per share—basic	\$ 0.07	\$ 0.16	\$ 0.06	\$ 0.24
Earnings per share—diluted	\$ 0.07	\$ 0.15	\$ 0.06	\$ 0.23

For the three and six months ended June 30, 2022, outstanding stock-based awards of 3,755,497 and 3,378,641 were excluded from the diluted EPS calculation as they were anti-dilutive. For the three and six months ended June 30, 2021, outstanding stock-based awards of 923,907 and 967,146 were excluded from the diluted EPS calculation as they were anti-dilutive.

17. Leases

The Company leases are primarily real estate, equipment and vehicle leases.

The Company leases real estate for office, lab, warehouse and production space under noncancelable leases that expire at various dates through 2035, subject to the Company's options to terminate or renew certain leases for an additional five to ten years. The Company leases vehicles under operating leases for certain employees and has fleet services agreements for service on these vehicles. The minimum lease term for each newly leased vehicle is 367 days with renewal options. The Company may terminate the vehicle lease after the minimum lease term upon thirty days' prior notice. The Company also leases other equipment under noncancelable operating and finance leases that expire at various dates through 2025.

On January 1, 2013, the Company entered into finance lease arrangements with 65 Dan Road SPE, LLC, 85 Dan Road Associates, LLC, Dan Road Equity I, LLC and 275 Dan Road SPE, LLC for office and laboratory space in Canton, Massachusetts. 65 Dan Road SPE, LLC, 85 Dan Road Associates, LLC, Dan Road Equity I, LLC and 275 Dan Road SPE, LLC are related parties as the owners of these entities are also stockholders of the Company. In August 2021, the Company purchased the building (the "275 Dan Road Building") under the lease with 275 Dan Road SPE, LLC for \$6,013 and the lease was terminated. The Company recorded an asset of \$4,943 to buildings within fixed asset, net in accordance with ASC 842-20-40-2 *Purchase of the Underlying Asset* to account for the purchase of the leased asset. Other than the lease with 275 Dan Road SPE, LLC which was terminated in August 2021, the remaining three leases were set to terminate on December 31, 2022 and each contained a renewal option for a five-year period with a rental rate at the greater of (i) rent for the last year of the prior term, or (ii) the then fair market value. The Company exercised the option to extend the leases for an additional five years in November 2021 and is currently negotiating the rental rate for those properties with the landlord. The Company used its best estimate to calculate the lease assets and liabilities in the renewal period and reassessed the classification for these leases according to ASC 842-10-25-1 *Lease Classification*. As a result, these leases were reclassified from finance leases to operating leases. The related finance lease assets and liabilities were reclassified to operating lease right-of-use assets and operating lease obligations on the consolidated balance sheet as of December 31, 2021. Due to the competitive real estate market for biotechnology companies in Massachusetts, the negotiated rental rate could differ materially from management's estimates, which may significantly increase the lease assets and lease liabilities currently reported on the consolidated financial statements.

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The Company owes some accrued but unpaid lease obligations under the aforementioned leases as detailed in the section below. Effective April 1, 2019, the Company agreed to accrue interest on the accrued but unpaid lease obligations at an interest rate equal to the rate charged under the 2019 Credit Agreement. These accrued but unpaid lease obligations as well as the accrued interest on these obligations were subordinated to the 2019 Credit Agreement. With the termination of the 2019 Credit Agreement and the execution of the 2021 Credit Agreement (see Note “13. Long-Term Debt Obligations”) in August 2021, these obligations are no longer subordinated to the Company’s existing loans.

In connection with the purchase of the 275 Dan Road Building in August 2021, the Company paid 50% of the accrued but unpaid lease obligations associated with this building and the accrued interest thereof. The remaining balance is being paid in five quarterly installments ending on January 3, 2023. The interest on the balance of the accrued but unpaid lease obligations associated with the 275 Dan Road Building was reduced to an annual simple rate of 4.5%.

The accrued but unpaid lease obligations as well as the related interest accruals are shown below.

	June 30, 2022	December 31, 2021
Principal portion of rent in arrears	6,792	7,246
Unpaid operating and common area maintenance costs	-	558
Total accrued but unpaid lease obligations	6,792	7,804
Accrued interest on accrued but unpaid lease obligations	1,957	1,938

The principal portion of rent in arrears was included in the short-term portion of operating lease obligations other than the balance related to the 275 Dan Road Building that was included in accrued expenses and other current liabilities on the consolidated balance sheets as of June 30, 2022 and December 31, 2021. The unpaid operating and common area maintenance costs, and the accrued interest on the accrued but unpaid lease obligations were included in accrued expenses and other current liabilities on the consolidated balance sheets as of June 30, 2022 and December 31, 2021.

The components of lease cost were as follows:

	Classification	Six Months Ended June 30,	
		2022	2021
Finance lease			
Amortization of right-of-use assets	COGS and SG&A	\$ 213	\$ 603
Interest on lease liabilities	Interest Expense	7	661
Total Finance lease cost		220	1,264
Operating lease cost	COGS, R&D, SG&A	4,808	3,015
Short-term lease cost	COGS, R&D, SG&A	1,391	1,414
Variable lease cost	COGS, R&D, SG&A	2,201	2,449
Total lease cost		<u>\$ 8,620</u>	<u>\$ 8,142</u>

Supplemental balance sheet information related to finance leases was as follows:

	June 30, 2022	December 31, 2021
Property and equipment, gross	\$ 1,174	\$ 1,174
Accumulated depreciation	(1,174)	(961)
Property and equipment, net	<u>\$ -</u>	<u>\$ 213</u>
Finance lease obligations	<u>\$ -</u>	<u>\$ 200</u>

Supplemental cash flow information related to leases was as follows:

	Six Months Ended June 30,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	4,630	3,228
Operating cash flows for finance leases	7	1,022
Financing cash flows for finance leases	200	1,374
Right-of-use assets obtained in exchange for lease obligations		
Operating leases	364	29,092
Finance leases	-	-
	June 30, 2022	December 31, 2021
Weighted-average remaining lease term		
Finance leases	-	0.45
Operating leases	7.86	8.22
	June 30, 2022	December 31, 2021
Weighted-average discount rate		
Finance leases	-	11.30 %
Operating leases	4.54 %	4.51 %

As of June 30, 2022, maturities of lease liabilities were as follows:

	Operating leases	Finance leases
2022 (remaining 6 months)	\$ 9,713	\$ -
2023	8,165	-
2024	7,315	-
2025	7,526	-
2026	7,435	-
Thereafter	25,966	-
Total lease payments	66,120	-
Less: interest	(10,549)	-
Total lease liabilities	\$ 55,571	\$ -

18. Commitments and Contingencies

Royalties

The Company entered into a license agreement with a university for certain patent rights related to the development, use, and production of one of its advanced wound care products. Under this agreement, the Company incurred a royalty based on a percentage of net product sales, for the use of these patents until the patents expired, which was in November 2006. Accrued royalties totaled \$1,187 as of June 30, 2022 and December 31, 2021, respectively, and were classified as part of accrued expenses and other current liabilities on the Company's consolidated balance sheets. There was no royalty expense incurred during the three and six months ended June 30, 2022 or 2021 related to this agreement.

In October 2017, the Company entered into a license agreement with a third party. Under the license agreement, the Company is required to pay royalties based on a percentage of net sales of the licensed product that occur, after December 31, 2017, through the expiration of the underlying patent in October 2026, subject to minimum royalty payment provisions. The Company recorded royalty expense of \$2,104 and \$1,134 during the three months ended June 30, 2022 and 2021, respectively, and \$3,705 and \$2,355 during the six months ended June 30, 2022 and 2021, respectively, within selling, general and administrative expenses on the consolidated statements of operations.

Legal Matters

In conducting its activities, the Company, from time to time, is subject to various claims and also has claims against others. In management's opinion, the ultimate resolution of such claims would not have a material effect on the financial position, operating results or cash flows of the Company. The Company accrues for these claims when amounts due are probable and estimable. The Company accrued \$150 as of June 30, 2022 and December 31, 2021 for certain pending lawsuits.

19. Related Party Transactions

Lease obligations to affiliates, including accrued but unpaid lease obligations, and purchase of an asset under a finance lease with an affiliate are further described in Note "17. Leases".

During 2010, the Company's Board of Directors approved a loan program that permitted the Company to make loans to three executives of the Company (the "Employer Loans") to (i) provide them with liquidity ("Liquidity Loans") and (ii) fund the exercise of vested stock options ("Option Loans"). Two of the executives left the Company in 2014. The Employer Loans matured with all principal and accrued interest due on the tenth anniversary of the issuance date of each subject loan. Interest on the Employer Loans was at various rates ranging from 2.30% - 3.86% per annum, compounded annually. The Employer Loans were secured by shares of the Company's Class A common stock held by the former executives. With respect to the Liquidity Loans, the Company had no personal recourse against the borrowers beyond the pledged shares. As of December 31, 2020, Liquidity Loans and Option Loans to one former executive were outstanding with an aggregate principal balance of \$100 and \$334, respectively. During the three months ended March 31, 2021, this former executive paid off the outstanding principal balance of his Employer Loans and the related interest receivable. As a result, the Company recorded \$179 as a recovery of the previously reserved related party receivables within selling, general and administrative expenses on the consolidated statement of operations for the three months ended March 31, 2021. The \$334 of the repaid principal balance of the Option Loans was recorded to equity.

20. Taxes

The Company is principally subject to taxation in the United States. The Company has a history of net operating losses both federally and in various states and began utilizing those losses to offset current taxable income in 2020. The Company's wholly owned Swiss subsidiary, Organogenesis GmbH, is subject to taxation in Switzerland and has a transfer pricing arrangement in place with Organogenesis Inc., its U.S. parent and a wholly owned subsidiary of the Company.

The income tax rate for the six months ended June 30, 2022 varied from the U.S. statutory rate of 21% primarily due to the tax adjustments related to executive compensation, other permanent tax adjustments, and discrete items. Income tax expense for the six months ended June 30, 2022 was \$2,485, which included a discrete tax expense of \$23 related primarily to the interest on certain uncertain tax positions. Income tax expense for the six months ended June 30, 2021 was \$687, which included a discrete tax expense of \$20 related to the interest on certain uncertain tax positions.

The Company examines all positive and negative evidence to estimate whether sufficient future taxable income in the U.S. will be generated to permit the use of existing deferred tax assets. In the fourth quarter of 2021, the Company released the valuation allowance recorded against its U.S. deferred tax assets. Upon reviewing the positive evidence of net operating loss utilization, cumulative profits, and forecasted taxable income, the Company believed that it was more likely than not that these United States deferred tax assets would be utilized. There are no material deferred tax assets in the other jurisdictions. On a quarterly basis, the Company reassesses the need for a valuation allowance on deferred income tax assets, weighing positive and negative evidence to assess the recoverability of the deferred tax assets. After assessing both the positive and negative evidence, including net operating loss utilization, cumulative profits, and forecasted taxable income, the Company determined that it is more likely than not the U.S. deferred assets will be realized in full. As such, the Company has not recorded a valuation allowance against its U.S. deferred tax assets as of June 30, 2022 and December 31, 2021.

21. Subsequent Events

The Company has evaluated subsequent events through August 9, 2022, the date on which these consolidated financial statements were issued. There was no additional event to report other than that disclosed within Note. "4. Product and Geographic Sales".

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our financial statements and accompanying notes included in this Form 10-Q and the financial statements and accompanying notes thereto and Management’s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC, on March 1, 2022, as amended. Please refer to our note regarding forward-looking statements on page 3 of this Form 10-Q, which is incorporated herein by this reference.

Overview

Organogenesis is a leading regenerative medicine company focused on the development, manufacture, and commercialization of solutions for the Advanced Wound Care and Surgical & Sports Medicine markets. Our products have been shown through clinical and scientific studies to support and in some cases accelerate tissue healing and improve patient outcomes. We are advancing the standard of care in each phase of the healing process through multiple breakthroughs in tissue engineering and cell therapy. Our solutions address large and growing markets driven by aging demographics and increases in comorbidities such as diabetes, obesity, cardiovascular and peripheral vascular disease and smoking. We offer our differentiated products and in-house customer support to a wide range of health care customers including hospitals, wound care centers, government facilities, ambulatory service centers (“ASCs”) and physician offices. Our mission is to provide integrated healing solutions that substantially improve medical outcomes and the lives of patients while lowering the overall cost of care.

We offer a comprehensive portfolio of products in the markets we serve that address patient needs across the continuum of care. We have and intend to continue to generate data from clinical trials, real-world outcomes and health economics research that validate the clinical efficacy and value proposition offered by our products. Several of our existing and pipeline products in our portfolio have PMA approval, or 510(k) clearance from the FDA. Given the extensive time and cost required to conduct clinical trials and receive FDA approvals, we believe that our data and regulatory approvals provide us a strong competitive advantage. Our product development expertise and multiple technology platforms provide a robust product pipeline, which we believe will drive future growth.

In the Advanced Wound Care market, we focus on the development and commercialization of advanced wound care products for the treatment of chronic and acute wounds in various treatment settings. We have a comprehensive portfolio of regenerative medicine products, capable of supporting patients from early in the wound healing process through wound closure regardless of wound type. Our Advanced Wound Care products include Apligraf for the treatment of venous leg ulcers (“VLUs”) and diabetic foot ulcers (“DFUs”); Dermagraft for the treatment of DFUs (manufacturing currently suspended pending transition to our Massachusetts based manufacturing facilities); PuraPly AM as an antimicrobial barrier for a broad variety of wound types; and the Affinity, Novachor and NuShield wound coverings to address a variety of wound sizes and types. We have a highly trained and specialized direct wound care sales force paired with comprehensive customer support services.

In the Surgical & Sports Medicine market, we focus on products that support the healing of musculoskeletal injuries, including degenerative conditions such as osteoarthritis and tendonitis. We are leveraging our regenerative medicine capabilities in this attractive, adjacent market. Our Surgical & Sports Medicine products include NuShield for surgical application in targeted soft tissue repairs; and Affinity, Novachor and PuraPly AM for management of open wounds in the surgical setting. We currently sell these products through independent agencies and our growing direct sales force.

For the six months ended June 30, 2022, we generated \$218.5 million of net revenue and \$7.8 million of net income compared to \$225.7 million of net revenue and \$30.6 million of net income for the six months ended June 30, 2021. While we reported net income for the most recent two years, we have incurred significant losses since inception and we may incur operating losses in the future as we expend resources as part of our efforts to grow our organization to support the planned expansion of our business. As of June 30, 2022, we had an accumulated deficit of \$53.0 million. Our primary sources of capital to date have been from sales of our products, borrowings from related parties and institutional lenders and proceeds from the sale of our Class A common stock. We operate as one segment of regenerative medicine.

COVID-19 pandemic

The emergence of the coronavirus (COVID-19) around the world, and particularly in the United States, continues to present risks to the Company. While the COVID-19 pandemic has not materially adversely affected our financial results and business operations through the second quarter ended June 30, 2022, we are unable to predict the impact that COVID-19 will have on our financial position and operating results because of the numerous uncertainties created by the unprecedented nature of the pandemic. We are closely monitoring the evolving impact of the pandemic on all aspects of our business. We have implemented a number of measures designed to protect the health and safety of our employees, support our customers and promote business continuity. We continue to evaluate the Company’s liquidity position, communicate with and monitor the actions of our customers and suppliers, and review our near-term financial performance as we manage the Company through this period of uncertainty.

End of Enforcement Grace Period for ReNu and NuCel

On November 16, 2017, the FDA issued a final guidance document entitled, “Regulatory Considerations for Human Cells, Tissues, and Cellular and Tissue-Based Products: Minimal Manipulation and Homologous Use”, or 361 HCT/P Guidance, which provided the FDA’s thinking on how to apply the existing regulatory criteria for regulation as a Section 361 HCT/P. The 361 HCT/P Guidance clarified the FDA’s views about the criteria that differentiate those products subject to regulation under Section 361 of the Public Health Service Act from those considered to be drugs, devices, and/or biological products subject to licensure under Section 351 and related regulations. The 361 HCT/P Guidance originally indicated that the FDA was providing a 36-month enforcement grace period to allow time for distributors of HCT/Ps to make any regulatory submissions and obtain any premarket approvals necessary to comply with the guidance. In July 2020, the FDA announced that the enforcement grace period would be extended until May 31, 2021 as a result of the challenges presented by the COVID-19 public health emergency. On April 21, 2021, the FDA reaffirmed that the enforcement grace period would end on May 31, 2021, at which time we ceased commercial distribution of ReNu and NuCel. We are continuing to conduct clinical studies of ReNu to support FDA approval of a Biologics License Application for the treatment of knee osteoarthritis and, based on favorable feasibility studies, we believe ReNu has potential as a treatment for additional osteoarthritis and tissue regeneration applications. Accordingly, we have decided to focus on clinical development of ReNu and we discontinued clinical development of NuCel.

Dermagraft

As part of our long-term plan to consolidate manufacturing operations in Massachusetts, manufacturing of Dermagraft was suspended in the fourth quarter of 2021 and sales of Dermagraft were suspended in the second quarter of 2022. We currently plan to transition our Dermagraft manufacturing to Massachusetts, which we expect will result in substantial long-term cost savings. In the period when Dermagraft is not available (possibly for a few years), we expect that customers will be willing to substitute Apligraf for Dermagraft and that the suspension of Dermagraft sales will not have a material impact on our net revenue. However, if we do not realize the expected substantial long-term cost savings or if customers are unwilling to substitute Apligraf for Dermagraft during the period in which Dermagraft is unavailable, it could have an adverse effect on our net revenue and results of operations.

Components of Our Consolidated Results of Operations

In assessing the performance of our business, we consider a variety of performance and financial measures. We believe the items discussed below provide insight into the factors that affect these key measures.

Revenue

We derive our net revenue from our portfolio of Advanced Wound Care and Surgical & Sports Medicine products. We primarily sell our Advanced Wound Care products through direct sales representatives who manage and maintain the sales relationships with hospitals, wound care centers, government facilities, ASCs and physician offices. We primarily sell our Surgical & Sports Medicine products through third party agencies. As of June 30, 2022, we had approximately 350 direct sales representatives and approximately 150 independent agencies.

We recognize revenue from sales of our Advanced Wound Care and Surgical & Sports Medicine products when the customer obtains control of our product, which occurs at a point in time and may be upon procedure date, shipment, or delivery, based on the contractual terms of a contract. We record revenue net of a reserve for returns, discounts and GPO rebates, which represent a direct reduction to the revenue we recognize.

Several factors affect our reported revenue in any period, including product, payer and geographic sales mix, operational effectiveness, pricing realization, marketing and promotional efforts, the timing of orders and shipments, regulatory actions including healthcare reimbursement scenarios, competition and business acquisitions.

Cost of goods sold and gross profit

Cost of goods sold includes personnel costs, product testing costs, quality assurance costs, raw materials and product costs, manufacturing costs, and the costs associated with our manufacturing and warehouse facilities. The changes in our cost of goods sold correspond with the changes in sales units and are also affected by product mix. We expect our cost of goods sold to increase due primarily to the anticipated increase in sales volumes driven by the expansion of our sales force and sales territories, expansion of our product portfolio offerings, and the number of healthcare facilities that offer our products.

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Gross profit is calculated as net revenue less cost of goods sold and generally increases as revenue increases. Our gross profit is affected by product and geographic sales mix, realized pricing of our products, the efficiency of our manufacturing operations and the costs of materials used and fees charged by third-party manufacturers to produce our products. Regulatory actions, including healthcare reimbursement scenarios, which may require costly expenditures or result in pricing pressures, may decrease our gross profit.

Selling, general and administrative expenses

Selling, general and administrative expenses generally include personnel costs for sales, marketing, sales support, customer support, and general and administrative personnel, sales commissions, incentive compensation, insurance, professional fees, depreciation, amortization, bad debt expense, royalties, information systems costs and costs associated with our administrative facilities. We generally expect our selling, general and administrative expenses to continue to increase due to increased investments in market development and the geographic expansion of our sales forces as we drive for continued revenue growth.

Research and development expenses

Research and development expenses include personnel costs for our research and development personnel, expenses related to improvements in our manufacturing processes, enhancements to our currently available products, and additional investments in our product and platform development pipeline. Our research and development expenses also include expenses for clinical trials. We expense research and development costs as incurred. We generally expect that research and development expenses will increase as we continue to conduct clinical trials on new and existing products, move products through the regulatory pathway (e.g., seek BLA approval), add personnel to support product enhancements as well as to bring new products to market, and enhance our manufacturing process and procedures.

Other expense, net

Interest expense—Interest expense consists of interest on our outstanding indebtedness, including amortization of debt discount and debt issuance costs, net of interest income recognized.

Income taxes

We account for income taxes using an asset and liability approach. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Valuation allowances are provided when necessary to reduce net deferred tax assets to an amount that is more likely than not to be realized.

In determining whether a valuation allowance for deferred tax assets is necessary, we analyze both positive and negative evidence related to the realization of deferred tax assets including projected future taxable income, recent financial results and estimates of future reversals of deferred tax assets and liabilities. In addition, we consider whether it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. Based on a consideration of the factors discussed above, we have determined that our net U.S. deferred tax assets do not require a valuation allowance as of June 30, 2022 and December 31, 2021.

We account for uncertainty in income taxes recognized in the consolidated financial statements by applying a two-step process to determine the amount of tax benefit to be recognized. First, the tax position must be evaluated to determine the likelihood that it will be sustained upon external examination by the taxing authorities. If the tax position is deemed more-likely-than-not to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the consolidated financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50% likelihood of being realized upon ultimate settlement. The provision for income taxes includes the effects of any resulting tax reserves, or unrecognized tax benefits, that are considered appropriate as well as the related net interest and penalties.

Results of Operations

The following table sets forth, for the periods indicated, our results of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net revenue	\$ 121,401	\$ 123,196	\$ 218,518	\$ 225,748
Cost of goods sold	26,652	29,940	51,732	55,435
Gross profit	94,749	93,256	166,786	170,313
Operating expenses:				
Selling, general and administrative	72,609	62,349	136,187	120,581
Research and development	10,205	7,320	18,792	13,529
Total operating expenses	82,814	69,669	154,979	134,110
Income from operations	11,935	23,587	11,807	36,203
Other expense, net:				
Interest expense	(730)	(2,431)	(1,467)	(4,901)
Other expense, net	(21)	18	(24)	15
Total other expense, net	(751)	(2,413)	(1,491)	(4,886)
Net income before income taxes	11,184	21,174	10,316	31,317
Income tax expense	(2,440)	(487)	(2,485)	(687)
Net income	\$ 8,744	\$ 20,687	\$ 7,831	\$ 30,630

EBITDA and Adjusted EBITDA

Our management uses financial measures that are not in accordance with generally accepted accounting principles in the United States, or GAAP, in addition to financial measures in accordance with GAAP to evaluate our operating results. These non-GAAP financial measures should be considered supplemental to, and not a substitute for, our reported financial results prepared in accordance with GAAP. Our management uses Adjusted EBITDA to evaluate our operating performance and trends and make planning decisions. Our management believes Adjusted EBITDA helps identify underlying trends in our business that could otherwise be masked by the effect of the items that we exclude. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects, and allowing for greater transparency with respect to key financial metrics used by our management in its financial and operational decision-making.

The following is a reconciliation of GAAP net income to non-GAAP EBITDA and non-GAAP Adjusted EBITDA for each of the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
Net income	\$ 8,744	\$ 20,687	\$ 7,831	\$ 30,630
Interest expense, net	730	2,431	1,467	4,901
Income tax expense	2,440	487	2,485	687
Depreciation	1,528	1,063	2,875	2,073
Amortization	1,221	1,243	2,442	2,486
EBITDA	14,663	25,911	17,100	40,777
Stock-based compensation expense	1,692	1,042	2,995	1,740
Recovery of certain notes receivable from related parties (1)	-	-	-	(179)
Change in fair value of Earnout (2)	-	(2,762)	-	(3,058)
Restructuring charge (3)	643	939	907	1,866
Settlement fee (4)	1,600	-	2,600	-
Adjusted EBITDA	\$ 18,598	\$ 25,130	\$ 23,602	\$ 41,146

- (1) Amount reflects the collection of certain notes receivable from related parties previously reserved. See Note “19. Related Party Transactions”.
- (2) Amounts reflect the change in the fair value of the Earnout liability in connection with the CPN acquisition. See Note “3. Acquisition”.
- (3) Amounts reflect employee retention and benefits as well as other exit cost associated with the Company’s restructuring activities. See Note “12. Restructuring”.

(4) Amounts reflect the fee the Company agreed to pay to a GPO to settle previously disputed GPO fees. See Note "4. Product and Geographic Sales".

Comparison of the Three and Six Months Ended June 30, 2022 and 2021

Revenue

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Advanced Wound Care	\$ 113,791	\$ 111,436	\$ 2,355	2%
Surgical & Sports Medicine	7,610	11,760	(4,150)	(35%)
Net revenue	<u>\$ 121,401</u>	<u>\$ 123,196</u>	<u>\$ (1,795)</u>	<u>(1%)</u>

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Advanced Wound Care	\$ 203,881	\$ 202,144	\$ 1,737	1%
Surgical & Sports Medicine	14,637	23,604	(8,967)	(38%)
Net revenue	<u>\$ 218,518</u>	<u>\$ 225,748</u>	<u>\$ (7,230)</u>	<u>(3%)</u>

Net revenue from our Advanced Wound Care products in the three and six months ended June 30, 2022 was \$113.8 million and \$203.9 million, respectively, increased slightly compared to the net revenue of \$111.4 million and \$202.1 million in the three and six months ended June 30, 2021, respectively. The slight increase in Advanced Wound Care net revenue was primarily attributable to the expanded sales force, increased sales to existing and new customers, and increased adoption of our PuraPly line extensions, partially offset by the decrease of our Dermagraft product revenue, the sales of which were suspended in the three months ended June 30, 2022, and the settlement fee with a GPO recorded as a direct reduction of revenue in the three and six months ended June 30, 2022.

Net revenue from our Surgical & Sports Medicine products decreased by \$4.2 million, or 35%, to \$7.6 million in the three months ended June 30, 2022 from \$11.8 million in the three months ended June 30, 2021. Net revenue from our Surgical & Sports Medicine products decreased by \$9.0 million, or 38%, to \$14.6 million in the six months ended June 30, 2022 from \$23.6 million in the six months ended June 30, 2021. The decrease in Surgical & Sports Medicine net revenue was primarily due to the continued impact of the suspension of marketing of our ReNu and NuCel products in connection with the expiration of the FDA's enforcement grace period on May 31, 2021 and, to a lesser extent, the impact of the COVID-19 pandemic on sales of our Affinity product.

Included within net revenue is PuraPly revenue of \$69.4 million and \$37.6 million for the three months ended June 30, 2022 and 2021, respectively, and \$122.2 million and \$78.9 million for the six months ended June 30, 2022 and 2021, respectively. The continued increase in PuraPly revenue in the three and six months ended June 30, 2022 was due to the expanded sales force, expanded sites of care, and increased adoption, by existing and new customers, of our PuraPly line extensions.

Cost of goods sold and gross profit

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Cost of goods sold	\$ 26,652	\$ 29,940	\$ (3,288)	(11%)
Gross profit	<u>\$ 94,749</u>	<u>\$ 93,256</u>	<u>\$ 1,493</u>	<u>2%</u>

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Cost of goods sold	\$ 51,732	\$ 55,435	\$ (3,703)	(7%)
Gross profit	<u>\$ 166,786</u>	<u>\$ 170,313</u>	<u>\$ (3,527)</u>	<u>(2%)</u>

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Cost of goods sold decreased by \$3.3 million, or 11%, to \$26.7 million in the three months ended June 30, 2022 from \$29.9 million in the three months ended June 30, 2021. Cost of goods sold decreased by \$3.7 million or 7% to \$51.7 million in the six months ended June 30, 2022 from \$55.4 million in the six months ended June 30, 2021. The decrease in cost of goods sold was primarily due to decreased sales volume in our Surgical & Sports Medicine products.

Gross profit in the three months ended June 30, 2022 was \$94.7 million, increased slightly compared to the gross profit of \$93.3 million in the three months ended June 30, 2021. Gross profit decreased by \$3.5 million, or 2%, to \$166.8 million in the six months ended June 30, 2022 from \$170.3 million in the six months ended June 30, 2021. The decrease in gross profit resulted primarily from decreased sales volume in Surgical & Sports Medicine products and increased manufacturing-related costs, partially offset by a shift in product mix to our higher gross margin products.

Research and Development Expenses

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
Research and development	\$ 10,205	\$ 7,320	\$ 2,885	39%

(in thousands, except for percentages)

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
Research and development	\$ 18,792	\$ 13,529	\$ 5,263	39%

(in thousands, except for percentages)

Research and development expenses increased by \$2.9 million, or 39%, to \$10.2 million in the three months ended June 30, 2022 from \$7.3 million in the three months ended June 30, 2021. Research and development expenses increased by \$5.3 million, or 39%, to \$18.8 million in the six months ended June 30, 2022 from \$13.5 million in the six months ended June 30, 2021. The increase in research and development expenses was primarily due to increased headcount associated with our existing Advanced Wound Care and Surgical & Sports Medicine products, an increase in product costs associated with our pipeline products not yet commercialized and an increase in the clinical study and related costs necessary to seek regulatory approvals for certain of our products.

Selling, General and Administrative Expenses

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
Selling, general and administrative	\$ 72,609	\$ 62,349	\$ 10,260	16%

(in thousands, except for percentages)

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
Selling, general and administrative	\$ 136,187	\$ 120,581	\$ 15,606	13%

(in thousands, except for percentages)

Selling, general and administrative expenses increased by \$10.3 million, or 16%, to \$72.6 million in the three months ended June 30, 2022 from \$62.3 million in the three months ended June 30, 2021. The increase in selling, general and administrative expenses was primarily due to a \$6.4 million increase related to additional headcount, primarily in our direct sales force and increased sales commissions, and a \$1.3 million increase in legal, royalty and other costs associated with the ongoing operations of our business. In addition, in the three months ended June 30, 2021, the Company recorded a \$2.8 million reduction to the selling, general and administrative expenses related to the CPN Earnout fair value adjustments.

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Selling, general and administrative expenses increased by \$15.6 million, or 13%, to \$136.2 million in the six months ended June 30, 2022 from \$120.6 million in the six months ended June 30, 2021. The increase in selling, general and administrative expenses was primarily due to a \$10.6 million increase related to additional headcount, primarily in our direct sales force, a \$2.1 million increase related to increased travel and marketing programs amid the relaxed COVID-19 travel restrictions and a \$0.9 million increase in legal, royalty and other costs associated with the ongoing operations of our business. In addition, in the six months ended June 30, 2021, the Company recorded a \$3.1 million reduction to the selling, general and administrative expenses related to the CPN Earnout fair value adjustments. These increases were partially offset by a \$1.0 million decrease in restructuring costs due to the smaller scale of the restructuring activities associated with closing the Birmingham office in 2022 as compared to the restructuring activities associated with closing the La Jolla office in 2021.

Other Expense, net

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Interest expense, net	\$ (730)	\$ (2,431)	\$ 1,701	(70 %)
Other income, net	(21)	18	(39)	(217 %)
Total other expense, net	\$ (751)	\$ (2,413)	\$ 1,662	(69 %)

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Interest expense, net	\$ (1,467)	\$ (4,901)	\$ 3,434	(70 %)
Other income, net	(24)	15	(39)	(260 %)
Total other expense, net	\$ (1,491)	\$ (4,886)	\$ 3,395	(69 %)

Other expense, net, decreased by \$1.7 million, or 69%, to \$0.8 million in the three months ended June 30, 2022 from \$2.4 million in the three months ended June 30, 2021. Other expense, net, decreased by \$3.4 million or 69% to \$1.5 million in the six months ended June 30, 2022 from \$4.9 million in the six months ended June 30, 2021. The decrease is primarily due to the decrease in interest expense resulting from the lower interest rate for the borrowings under the 2021 Credit Agreement.

Income Tax Expense

	Three Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Income tax expense	\$ (2,440)	\$ (487)	\$ (1,953)	401 %

	Six Months Ended June 30,		Change	
	2022	2021	\$	%
	(in thousands, except for percentages)			
Income tax expense	\$ (2,485)	\$ (687)	\$ (1,798)	262 %

Income tax expense increased by \$2.0 million, or 401%, to \$2.4 million in the three months ended June 30, 2022 from \$0.5 million in the three months ended June 30, 2021. Income tax expense increased by \$1.8 million, or 262% to \$2.5 million in the six months ended June 30, 2022 from \$0.7 million in the six months ended June 30, 2021. The increase in the provision is attributed to the increase in the effective rate from 2.21% in the six months ended June 30, 2021 to 26.99% in the six months ended June 30, 2022 due to the release of the valuation allowance in the three months ended December 31, 2021.

Liquidity and Capital Resources

Since our inception, we have funded our operations and capital expenditures through cash flows from product sales, loans from affiliates and entities controlled by certain of our affiliates, third-party debt and proceeds from the sale of our capital stock. As of June 30, 2022, we had an accumulated deficit of \$53.0 million and working capital of \$143.3 million which included \$112.3 million in cash and cash equivalents. We also have \$125.0 million available for future revolving borrowings under our Revolving Facility (see Note “13. Long-Term Debt Obligations”). For the six months ended June 30, 2022, we reported \$218.5 million in net revenue, \$7.8 million in net income and \$11.6 million of cash inflows from operating activities. We expect that our cash on hand and other components of working capital as of June 30, 2022, availability under the 2021 Credit Agreement, plus net cash flows from product sales, will be sufficient to fund our operating expenses, capital expenditure requirements and debt service payments for at least 12 months beyond the filing date of this quarterly report.

We continue to closely monitor ongoing developments in connection with the COVID-19 pandemic, which may negatively affect our commercial prospects, cash position and access to capital in fiscal 2022 or beyond. We will continue to assess our cash and other sources of liquidity and, if circumstances warrant, we will make appropriate adjustments to our operating plan.

Our primary uses of cash are working capital requirements, capital expenditure and debt service payments. Additionally, from time to time, we may use capital for acquisitions and other investing and financing activities. Working capital is used principally for our personnel as well as manufacturing costs related to the production of our products. Our working capital requirements vary from period to period depending on manufacturing volumes, the timing of shipments and the payment cycles of our customers and payers. Our capital expenditures consist primarily of building improvements, manufacturing equipment, and computer hardware and software.

To the extent additional funds are necessary to meet our long-term liquidity needs as we continue to execute on our business strategy, we anticipate that they will be obtained through additional equity or debt financings, other strategic transactions or a combination of these potential sources of funds. There can be no assurance that we will be able to obtain additional funds on terms acceptable to us, on a timely basis or at all.

Cash Flows

The following table summarizes our cash flows for each of the periods presented:

	Six Months Ended June 30,	
	2022	2021
	(in thousands)	
Net cash provided by operating activities	\$ 11,606	\$ 16,180
Net cash used in investing activities	(12,840)	(9,290)
Net cash used in financing activities	(350)	(1,389)
Net change in cash, cash equivalents, and restricted cash	\$ (1,584)	\$ 5,501

Operating Activities

During the six months ended June 30, 2022, net cash provided by operating activities was \$11.6 million, resulting from our net income of \$7.8 million and non-cash charges of \$18.0 million, partially offset by net cash used in connection with changes in our operating assets and liabilities of \$14.2 million. Net cash used in changes in our operating assets and liabilities included an increase in accounts receivable of \$6.5 million, an increase in inventory of \$3.4 million, an increase in prepaid expenses and other current assets of \$1.8 million, a decrease in operating leases liabilities of \$3.5 million, and a decrease in accrued expenses and other current liabilities of \$1.7 million, partially offset by an increase in accounts payable of \$2.7 million.

During the six months ended June 30, 2021, net cash provided by operating activities was \$16.2 million, resulting from our net income of \$30.6 million and non-cash charges of \$13.4 million, partially offset by net cash used in connection with changes in our operating assets and liabilities of \$27.8 million. Net cash used in changes in our operating assets and liabilities included an increase in accounts receivable of \$21.5 million, an increase in inventory of \$5.0 million, an increase in prepaid expenses and other current assets of \$1.6 million, and a decrease in operating leases and other liabilities of \$3.1 million, partially offset by an increase in accounts payable, accrued expenses and other liabilities of \$3.4 million.

Investing Activities

During the six months ended June 30, 2022, we used \$12.8 million of cash in investing activities solely consisting of capital expenditures.

During the six months ended June 30, 2021, we used \$9.3 million of cash in investing activities solely consisting of capital expenditures.

Financing Activities

During the six months ended June 30, 2022, net cash used in financing activities was \$0.4 million. This consisted primarily of the payment of term loan and finance lease obligations of \$1.1 million and the payment of \$0.6 million related to the CPN deferred acquisition consideration, partially offset by the net receipts of \$1.4 million in connection with the stock awards activities.

During the six months ended June 30, 2021, net cash used in financing activities was \$1.4 million. This consisted primarily of the payment of finance lease obligations of \$1.4 million and the payment of \$0.5 million related to the NuTech Medical deferred acquisition consideration, partially offset by the net receipts of \$0.5 million in connection with the stock awards activities.

Indebtedness

2021 Credit Agreement

In August 2021, we and our subsidiaries entered into a credit agreement with SVB and several other lenders, which we refer to as the 2021 Credit Agreement. The 2021 Credit Agreement provides for a term loan facility not to exceed \$75,000 (the "Term Loan Facility") and a revolving credit facility not to exceed \$125,000 (the "Revolving Facility").

Advances made under the 2021 Credit Agreement may be either Eurodollar Loans or ABR Loans, at our option. For Eurodollar Loans, the interest rate is a per annum interest rate equal to LIBOR plus an Applicable Margin between 2.00% to 3.25% based on the Total Net Leverage Ratio. For ABR Loans, the interest rate is equal to (1) the highest of (a) the Wall Street Journal Prime Rate, (b) the Federal Funds Rate plus 0.50% and (c) the LIBOR rate plus 1.0%, plus (2) an Applicable Margin between 1.00% to 2.25% based on the Total Net Leverage Ratio.

The 2021 Credit Agreement requires us to make consecutive quarterly installment payments equal to the following: (a) from September 30, 2021 through and including June 30, 2022, \$469; (b) from September 30, 2022 through and including June 30, 2023, \$938; (c) from September 30, 2023 through and including June 30, 2025, \$1,406 and (d) from September 30, 2025 and the last day of each quarter thereafter until August 6, 2026 (the "Term Loan Maturity Date"), \$1,875. We may prepay the Term Loan Facility, provided that any Term Loans prepaid prior to August 6, 2022, must be accompanied by a prepayment premium equal to 1.00% of the aggregate amount of Term Loans prepaid. Once repaid, amounts borrowed under the Term Loan Facility may not be re-borrowed.

We must pay in arrears, on the first day of each quarter prior to August 6, 2026 (the "Revolving Termination Date") and on the Revolving Termination Date, a fee for our non-use of available funds (the "Commitment Fee"). The Commitment Fee rate is between 0.25% to 0.45% based on the Total Net Leverage Ratio. We may elect to reduce or terminate the Revolving Facility in its entirety at any time by repaying all outstanding principal, unpaid accrued interest and, with respect to any such reduction or termination of the Revolving Commitments made prior to August 6, 2022, 1.00% of the aggregate amount of the Revolving Commitments so reduced or terminated.

Under the 2021 Credit Agreement, we are required to comply with certain financial covenants including the Consolidated Fixed Charge Coverage Ratio and Consolidated Total Net Leverage Ratio, tested quarterly. In addition, we are also required to make representations and warranties and comply with certain non-financial covenants that are customary in loan agreements of this type, including restrictions on the payment of dividends, repurchase of stock, incurrence of indebtedness, dispositions and acquisitions.

As of June 30, 2022, we were in compliance with the covenants under the 2021 Credit Agreement. We had outstanding borrowings under the Revolving Facility and Term Loan Facility of the 2021 Credit Agreement of \$0.0 million and \$73.1 million, respectively.

2019 Credit Agreement

In March 2019, we, our subsidiaries and SVB, and the several other lenders thereto entered into a credit agreement, as amended (the “2019 Credit Agreement”), providing for a term loan facility of \$40,000 and a revolving credit facility of up to \$60,000. Both facilities were set to mature in 2024. The interest rate for the term loan facility was a floating per annum interest rate equal to the greater of 3.75% above the Wall Street Journal Prime Rate and 9.25%. The interest rate for advances under the revolving facility was a floating per annum interest rate equal to the greater of the Wall Street Journal Prime Rate and 5.50%. If we elected to prepay the loan or terminate the facilities, we were required to pay a certain percentage of the outstanding principal as a prepayment fee. A final payment fee (the “Final Payment”) of 6.5% multiplied by the original aggregate principal amount of term loan facility was due upon the earlier to occur, the maturity date of the term loan or prepayment of all outstanding principal.

In August 2021, upon entering into the 2021 Credit Agreement, we paid an aggregate amount of \$70.6 million due under the 2019 Credit Agreement, including unpaid principal, accrued interest, the Final Payment and a prepayment fee, with proceeds from the 2021 Credit Agreement, and the 2019 Credit Agreement was terminated. Upon termination of the 2019 Credit Agreement, the Company recognized \$1.9 million as loss on the extinguishment of the loan for the year ended December 31, 2021.

Critical Accounting Policies and Significant Judgments and Estimates

Our unaudited consolidated financial statements have been prepared in accordance with GAAP. The preparation of our unaudited consolidated financial statements requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, and the disclosure at the date of the unaudited consolidated financial statements, as well as revenue and expenses recorded during the reporting periods. Management bases its estimates, assumptions and judgments on historical experience and on various other factors that it believes to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our unaudited consolidated financial statements, which, in turn, could materially change our results from those reported. Management evaluates its estimates, assumptions and judgments on an ongoing basis. Historically, our critical accounting estimates have not differed materially from actual results. However, if our assumptions change, we may need to revise our estimates, or take other corrective actions, either of which may also have a material adverse effect on our consolidated statements of operations, liquidity and financial condition. See also our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 for information about these accounting policies as well as a description of our other significant accounting policies.

Off-Balance Sheet Arrangements

We did not have, during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Recently Issued Accounting Pronouncements

We have reviewed all recently issued standards as disclosed in Note “2. Summary of Significant Accounting Policies” to our consolidated financial statements included in this Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to various market risks, including fluctuations in interest rates and variability in currency exchange rates. We have established policies, procedures and internal processes governing our management of market risk and the use of financial instruments to manage our exposure to such risk.

Interest Rate Risk

As of June 30, 2022, we had \$73.1 million in borrowings outstanding under our term loan facility and no borrowings outstanding under our revolving credit facility, respectively. Borrowings under the term loan facility and revolving credit facility bear interest at variable rates. Based on the principal amounts outstanding as of June 30, 2022, an immediate 10% change in the interest rate would not have a material impact on our debt related obligations, financial position or results of operations.

Foreign Currency and Market Risk

The majority of our employees and our major operations are currently located in the United States. The functional currency of our foreign subsidiary in Switzerland is the U.S. dollar. We have, in the normal course of business, engaged in contracts with contractors or other vendors in a currency other than the U.S. dollar. To date, we have had minimal exposure to fluctuations in foreign currency exchange rates as the time period from the date that transactions are initiated and the date of payment or receipt of payment is generally of short duration. Accordingly, we believe we do not have a material exposure to foreign currency risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Material Weaknesses on Internal Control over Financial Reporting

The Company's management, with the participation of its principal executive officer and principal financial officer, evaluated the effectiveness of its disclosure controls and procedures as of June 30, 2022. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms promulgated by the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, even effective internal control over financial reporting can only provide reasonable assurance of achieving their control objectives.

Management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria established in the SEC guidance on conducting such assessments as of the end of the period covered by this report. Management conducted the assessment based on certain criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. As a result of this assessment, management concluded that, as of June 30, 2022, our internal control over financial reporting was not effective based on those criteria.

As disclosed in the Company's Annual Report for the fiscal year ended December 31, 2021, our management team identified the following material weakness in our internal control over financial reporting: we did not design and maintain formal accounting, business operations, and information technology policies, procedures and controls to achieve complete, accurate and timely financial accounting, reporting and disclosures, including (i) formalized policies and procedures for reviews over account reconciliations, journal entries, and other accounting analyses, memos and procedures to ensure completeness and accuracy of information used in these review controls and (ii) controls to support the objectives of proper segregation of the initiation of transactions, the recording of transactions, and the custody of assets.

Although management has made significant progress in remediating this material weakness, management concluded that the material weakness described above continued to exist as of June 30, 2022.

Plans for Remediation of Material Weakness

Management has taken actions to remediate the deficiencies in its internal controls over financial reporting and implemented additional processes and controls designed to address the underlying causes associated with the above-mentioned material weakness. Management is committed to finalizing the remediation of the material weakness. Management's internal control remediation efforts include the following:

- We are planning the implementation of a new company-wide enterprise resource planning, or ERP, system to provide additional systematic controls and segregation of duties for our accounting processes. We anticipate that the ERP system will go live in 2023.
- We have continued to train and cross train our employees on their internal control responsibilities and how to best support the Company if personnel turnover issues within their departments occur. We have also supplemented our internal resources with third-party resources, where necessary.

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- We have continued to engage an outside firm to assist management with performing control operating effectiveness testing throughout the year.
- We regularly reported the results of control testing to the key stakeholders across the organization, including the audit committee, on testing progress and defined corrective actions, and we monitored and reported on the results of control remediation. Through these actions, we have continued to strengthen our internal policies, processes, and reviews.

As management continues to evaluate and work to improve our internal control over financial reporting, management may determine it is necessary to take additional measures to address the material weakness. However, we believe the above actions will be effective in remediating the material weaknesses and we will continue to devote significant time and attention to these remediation efforts. Until the controls have been operating for a sufficient period of time and management has concluded, through testing, that these controls are executed consistently and operating effectively, the material weakness described above will continue to exist.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting other than those described above related to remediation efforts. However, as the implementation of the new ERP system continues, we will change our processes and procedures, which in turn, could result in changes to our internal control over financial reporting. As such changes occur, we will evaluate quarterly whether such changes materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material legal proceedings. From time to time, we may become involved in litigation or other legal proceedings relating to claims arising from the ordinary course of business. These matters may include intellectual property, employment and other general claims. With respect to our outstanding legal matters, based on our current knowledge, we believe that the amount or range of reasonably possible loss will not, either individually or in the aggregate, have a material adverse effect on our business, consolidated financial position, results of operations, or cash flows. However, the outcome of such legal matters is inherently unpredictable and subject to significant uncertainties.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Our Annual Report on Form 10-K for the year ended December 31, 2021, as amended, includes a detailed discussion of our risk factors under the heading “Part I, Item 1A—Risk Factors.” There have been no material changes from such risk factors during the quarter ended June 30, 2022. You should consider carefully the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2021, and all other information contained in or incorporated by reference in this Quarterly Report on Form 10-Q before making an investment decision. If any of the risks discussed in the Annual Report on Form 10-K for the year ended December 31, 2021 or herein actually occur, they may materially harm our business, financial condition, operating results, cash flows or growth prospects. As a result, the market price of our common stock could decline, and you could lose all or part of your investment. Additional risks and uncertainties that are not yet identified or that we think are immaterial may also materially harm our business, financial condition, operating results, cash flows or growth prospects and could result in a complete loss of your investment.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

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Item 6. Exhibits

Exhibit number	Description
3.1	Certificate of Incorporation of Organogenesis Holdings Inc. (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)
3.2	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)
3.3	Bylaws of Organogenesis Holdings Inc. (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)
10.1†	Organogenesis Holdings Inc. 2018 Equity Incentive Plan (as amended)
31.1†	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2†	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1†	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	XBRL Instance Document XBRL
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

† Filed herewith

* Management contract or compensatory plan or arrangement

SIGNATURES

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

Dated: August 9, 2022

Organogenesis Holdings Inc.

(Registrant)

/s/ David Francisco

David Francisco
Chief Financial Officer

(Principal Financial and Accounting Officer)

**ORGANOGENESIS HOLDINGS INC.
2018 EQUITY INCENTIVE PLAN**

Section 1. Purposes of the Plan

The purposes of the *Organogenesis Holdings Inc.* 2018 Equity Incentive Plan (the “Plan”) are to (i) provide long-term incentives and rewards to those employees, officers, directors and other key persons (including consultants) of *Organogenesis Holdings Inc.* (the “Company”) and its Subsidiaries (as defined below) who are in a position to contribute to the long-term success and growth of the Company and its Subsidiaries, (ii) to assist the Company and its Subsidiaries in attracting and retaining persons with the requisite experience and ability, and (iii) to more closely align the interests of such employees, officers, directors and other key persons with the interests of the Company’s stockholders.

Section 2. Definitions

The following terms shall be defined as set forth below:

“*Act*” means the Securities Act of 1933, as amended, and the rules and regulations thereunder.

“*Administrator*” is defined in Section 3(a).

“*Award*” or “*Awards*,” except where referring to a particular category of grant under the Plan, shall include Incentive Stock Options, Nonstatutory Stock Options, Stock Appreciation Rights, Restricted Stock Units, Restricted Stock Awards, Unrestricted Stock Awards, Performance Share Awards, and Dividend Equivalent Rights.

“*Award Agreement*” shall mean the agreement, whether in written or electronic form, specifying the terms and conditions of an Award granted under the Plan.

“*Board*” means the Board of Directors of the Company.

“*Change in Control*” and “Change in Control of the Company” are defined in Section 18.

“*Code*” means the Internal Revenue Code of 1986, as amended, and any successor Code, and related rules, regulations and interpretations.

“*Disability*” means a total and permanent disability as provided in the long-term disability plan or policy maintained, or most recently maintained, by the Company or a Subsidiary, as applicable, for the holder of the Award, whether or not such individual actually receives disability benefits under such plan or policy. If no long-term disability plan or policy was ever maintained on behalf of the holder of the Award, or if the determination of disability relates to an Incentive Stock Option and the continued qualification of the Option is dependent upon such determination, Disability means permanent and total disability as defined in Section 22(e)(3) of the Code. In the event of a dispute, the determination whether an individual is disabled will be made by the Administrator and may be supported by the advice of a physician competent in the area to which such disability relates.

“*Dividend Equivalent Right*” means Awards granted pursuant to Section 12.

“*Effective Date*” means the date on which the Plan is approved by stockholders as set forth in Section 20.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

“*Fair Market Value*” means the closing price for the Stock on any given date during regular trading, or as reported on the principal exchange on which the Stock is then traded, or if not trading on that date, such price on the

last preceding date on which the Stock was traded, unless determined otherwise by the Administrator using such methods or procedures as it may establish.

“*Grant Date*” means the first date on which all necessary corporate action has been taken to approve the grant of the Award as provided in the Plan, or such later date as is determined and specified as part of that authorization process. Notice of the grant shall be provided to the recipient within a reasonable time after the grant.

“*Incentive Stock Option*” means any Stock Option designated and qualified as an “incentive stock option” as defined in Section 422 of the Code.

“*Independent Director*” means a member of the Board who is not also an employee of the Company or any Subsidiary.

“*Nonstatutory Stock Option*” means any Stock Option that is not an Incentive Stock Option.

“*Option*” or “*Stock Option*” means any option to purchase shares of Stock granted pursuant to Section 6.

“*Performance Share Award*” means Awards granted pursuant to Section 11.

“*Reporting Persons*” means a person subject to Section 16 of the Exchange Act.

“*Restricted Stock Award*” means Awards granted pursuant to Section 8.

“*Restricted Stock Units*” means Awards granted pursuant to Section 9.

“*Section 409A*” means Section 409A of the Code and the regulations and other guidance promulgated thereunder.

“*Stock*” means the common stock, par value \$0.0001 per share, of the Company, subject to adjustments pursuant to Section 4.

“*Stock Appreciation Right*” means an Award granted pursuant to Section 7.

“*Subsidiary*” means any corporation or other entity (other than the Company) in which the Company owns at least a 50% interest or controls, either directly or indirectly.

“*Termination Date*” means the date, as determined by the Administrator, that an individual’s employment or service relationship, as applicable, with the Company or a Subsidiary terminates for any reason.

“*Unrestricted Stock Award*” means any Award granted pursuant to Section 10.

Section 3. Administration Of Plan

(a) Administrator. The Plan shall be administered by either the Board or a committee of not less than two Independent Directors (in either case, the “Administrator”), as determined by the Board from time to time; provided that, for purposes of Awards to directors or Reporting Persons of the Company, the Administrator shall be deemed to include only directors who are Independent Directors and no director who is not an Independent Director shall be entitled to vote or take action in connection with any such proposed Award.

(b) Powers of Administrator. The Administrator shall have the power and authority to grant Awards consistent with the terms of the Plan, including the power and authority:

- (i) to select the individuals to whom Awards may from time to time be granted;

(ii) to determine the time or times of grant, and the extent, if any, of Incentive Stock Options, Nonstatutory Stock Options, Stock Appreciation Rights, Restricted Stock Awards, Restricted Stock Units, Unrestricted Stock Awards, Performance Share Awards, and Dividend Equivalent Rights, or any combination of the foregoing, granted to any one or more grantees;

(iii) to determine the number of shares of Stock to be covered by any Award;

(iv) to determine and modify from time to time the terms and conditions, including restrictions, not inconsistent with the terms of the Plan, of any Award, which terms and conditions may differ among individual Awards and grantees, and to approve the form of written instruments evidencing the Awards; except that repricing of Stock Options and Stock Appreciation Rights shall not be permitted without stockholder approval;

(v) to accelerate at any time the exercisability or vesting of all or any portion of any Award;

(vi) subject to the provisions of Section 6(a)(ii), to extend at any time the period in which Stock Options may be exercised;

(vii) to determine at any time whether, to what extent, and under what circumstances distribution or the receipt of Stock and other amounts payable with respect to an Award shall be deferred either automatically or at the election of the grantee and whether and to what extent the Company shall pay or credit amounts constituting interest (at rates determined by the Administrator) or dividends or deemed dividends on such deferrals;

(viii) at any time to adopt, alter and repeal such rules, guidelines and practices for administration and operation of the Plan and for its own acts and proceedings as it shall deem advisable; to interpret the terms and provisions of the Plan and any Award (including related written instruments); to make all determinations it deems advisable for the administration and operation of the Plan; to decide all disputes arising in connection with the Plan; and to otherwise supervise the administration of the Plan; and

(ix) to make any adjustments or modifications to Awards granted to participants who are working outside the United States and adopt any sub-plans as may be deemed necessary or advisable for participation of such participants, to fulfill the purposes of the Plan and/or to comply with applicable laws.

All decisions and interpretations of the Administrator shall be binding on all persons, including the Company and Plan grantees.

(c) Delegation of Authority to Grant Awards. The Administrator, in its discretion, may delegate to the Chief Executive Officer of the Company, provided that he or she is a member of the Board of Directors, or to one or more members of the Board of Directors of the Company all or part of the Administrator's authority and duties with respect to the granting of Awards at Fair Market Value, to individuals who are not Reporting Persons. Any such delegation by the Administrator shall include a limitation as to the amount or value of Awards that may be granted during the period of the delegation and shall contain guidelines as to the determination of the exercise price of any Stock Option, the conversion ratio or price of other Awards and the vesting criteria. The Administrator may revoke or amend the terms of a delegation at any time but such action shall not invalidate any prior actions of the Administrator's delegate or delegates that were consistent with the terms of the Plan.

(d) Indemnification. Neither the Board nor the Administrator, nor any member of either or any delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and the members of the Board and the Administrator (and any delegate thereof) shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including, without limitation, reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under any directors' and officers' liability insurance coverage which may be in effect from time to time.

Section 4. Stock Issuable Under The Plan; Mergers; Substitution

(a) Stock Issuable. The maximum number of shares of Stock reserved and available for issuance under the Plan shall be equal to ten percent (10%) of the issued and outstanding shares of Stock of the Company following the business combination pursuant to the terms of that certain Agreement and Plan of Merger, dated as of August 17, 2018, (as it may be amended from time to time, the “Merger Agreement”), by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc. and Organogenesis Inc. (the “Pool”). For purposes of this limitation, in respect of any shares of Stock under any Award under the Plan which shares are forfeited, canceled, satisfied without the issuance of Stock, otherwise terminated, or, for shares of Stock issued pursuant to any unvested full value Award, reacquired by the Company at not more than the grantee’s purchase price (other than by exercise) (“Unissued Shares”), such Unissued Shares shall be added back to the Pool. Notwithstanding the foregoing, upon the exercise of any Award to the extent that the Award is exercised through tendering (or attesting to) previously owned shares or through withholding shares that would otherwise be awarded and to the extent shares are withheld for tax withholding purposes, the Pool shall be reduced by the gross number of shares of Stock being exercised without giving effect to the number of shares tendered or withheld. Subject to such overall limitation, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award, including Incentive Stock Options. The shares available for issuance from the Pool may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company and held in its treasury, or shares purchased on the open market.

(b) Changes in Stock. Subject to Section 18 hereof, if, as a result of any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Company’s capital stock, the outstanding shares of Stock are increased or decreased or are exchanged for a different number or kind of shares or other securities of the Company, or additional shares or new or different shares or other securities of the Company or other non-cash assets are distributed with respect to such shares of Stock or other securities, or, if, as a result of any merger or consolidation, sale of all or substantially all of the assets of the Company, the outstanding shares of Stock are converted into or exchanged for a different number or kind of securities of the Company or any successor entity (or a parent or subsidiary thereof), the Administrator shall make an appropriate or proportionate adjustment in (i) the maximum number of shares reserved for issuance under the Plan, (ii) the number of shares subject to an Award that can be granted to an Independent Director in any calendar year, (iii) the number and kind of shares or other securities subject to any then outstanding Awards under the Plan, (iv) the repurchase price per share subject to each outstanding Restricted Stock Award, and (v) the price for each share subject to any then outstanding Stock Options and Stock Appreciation Rights under the Plan, without changing the aggregate exercise price (i.e., the exercise price multiplied by the number of Stock Options or Stock Appreciation Rights) as to which such Stock Options and Stock Appreciation Rights remain exercisable. The adjustment by the Administrator shall be final, binding and conclusive. No fractional shares of Stock shall be issued under the Plan resulting from any such adjustment, but the Administrator in its discretion may make a cash payment in lieu of fractional shares.

The Administrator may also adjust the number of shares subject to outstanding Awards and the exercise price and the terms of outstanding Awards to take into consideration material changes in accounting practices or principles, extraordinary dividends, acquisitions or dispositions of stock or property or any other event if it is determined by the Administrator that such adjustment is appropriate to avoid distortion in the operation of the Plan, provided that no such adjustment shall be made in the case of an Incentive Stock Option, without the consent of the grantee, if it would constitute a modification, extension or renewal of the Option within the meaning of Section 424(h) of the Code.

(c) Substitute Awards. The Administrator may grant Awards under the Plan in substitution for stock and stock-based awards held by employees, directors or other key persons of another corporation in connection with the merger or consolidation of the employing corporation with the Company or a Subsidiary or the acquisition by the Company or a Subsidiary of property or stock of the employing corporation. The Administrator may direct that the substitute awards be granted on such terms and conditions as the Administrator considers appropriate in the circumstances. Any substitute Awards granted under the Plan shall not count against the share limitation applicable to individuals set forth in the penultimate sentence of Section 4(a).

Section 5. Eligibility

Incentive Stock Options may only be granted to employees (including officers and directors who are also employees) of the Company or a Subsidiary. All other Awards may be granted to employees, officers, directors and key persons (including consultants and prospective employees) of the Company and its Subsidiaries. The aggregate number of shares of Stock subject to Awards granted to an Independent Director in any calendar year shall not exceed 150,000 shares.

Section 6. Stock Options

Any Stock Option granted under the Plan shall be in such form as the Administrator may from time to time approve.

Stock Options granted under the Plan may be either Incentive Stock Options or Nonstatutory Stock Options. Incentive Stock Options may be granted only to employees of the Company or any Subsidiary that is a “subsidiary corporation” within the meaning of Section 424(f) of the Code. To the extent that any Option does not qualify as an Incentive Stock Option, it shall be deemed a Nonstatutory Stock Option.

(a) Stock Options. Stock Options granted pursuant to this Section 6 shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator shall deem desirable. If the Administrator so determines, Stock Options may be granted in lieu of cash compensation at the optionee’s election, subject to such terms and conditions as the Administrator may establish.

(i) Exercise Price. The exercise price per share for the Stock covered by a Stock Option granted pursuant to this Section 6 shall be determined by the Administrator at the time of grant but shall not be less than 100 percent of the Fair Market Value on the Grant Date. If an employee owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10 percent of the combined voting power of all classes of stock of the Company or any parent or subsidiary corporation and an Incentive Stock Option is granted to such employee, the option price of such Incentive Stock Option shall be not less than 110 percent of the Fair Market Value on the Grant Date.

(ii) Option Term. The term of each Stock Option shall be fixed by the Administrator, but no Stock Option shall be exercisable more than 10 years after the date the Stock Option is granted. If an employee owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10 percent of the combined voting power of all classes of stock of the Company or any parent or subsidiary corporation and an Incentive Stock Option is granted to such employee, the term of such Stock Option shall be no more than five years from the date of grant.

(iii) Exercisability; Rights of a Stockholder. Stock Options shall become exercisable at such time or times, whether or not in installments, as shall be determined by the Administrator at or after the Grant Date. The Administrator may at any time accelerate the exercisability of all or any portion of any Stock Option. An optionee shall have the rights of a stockholder only as to shares acquired upon the exercise of a Stock Option and not as to unexercised Stock Options.

(iv) Method of Exercise. Stock Options may be exercised in whole or in part, by giving written notice of exercise to the Company, specifying the number of shares to be purchased. Payment of the purchase price may be made by one or more of the following methods to the extent provided in the Option Award agreement:

(A) In cash, or by certified or bank check or other instrument acceptable to the Administrator;

(B) Through the delivery (or attestation to the ownership) of shares of Stock that are not then subject to restrictions under any company plan. Such surrendered shares shall be valued at Fair Market Value on the exercise date;

(C) By a “cashless exercise” arrangement pursuant to which the optionee delivers to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company for the purchase price; provided that in the event the optionee chooses to pay the purchase price as so provided, the optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure;

(D) To the extent provided for in the applicable Option Award agreement or approved by the Administrator, in its sole discretion, by a “net exercise” arrangement pursuant to which the Company will reduce the number of shares of Stock issuable upon exercise by the largest whole number of shares with a Fair Market Value that does not exceed the aggregate exercise price; or

(E) Any other method permitted by the Administrator.

Payment instruments will be received subject to collection. The delivery of certificates representing the shares of Stock to be purchased pursuant to the exercise of a Stock Option will be contingent upon receipt from the optionee (or a purchaser acting in his stead in accordance with the provisions of the Stock Option) by the Company of the full purchase price for such shares and the fulfillment of any other requirements contained in the Option Award agreement or applicable provisions of laws. In the event an optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the optionee upon the exercise of the Stock Option shall be net of the number of shares attested to.

(v) Annual Limit on Incentive Stock Options. To the extent required for “incentive stock option” treatment under Section 422 of the Code, the aggregate Fair Market Value (determined as of the time of grant) of the shares of Stock with respect to which Incentive Stock Options granted under this Plan and any other plan of the Company or its parent and subsidiary corporations become exercisable for the first time by an optionee during any calendar year shall not exceed \$100,000. To the extent that any Stock Option exceeds this limit, it shall constitute a Nonstatutory Stock Option.

(vi) Exercise Period following Termination. When an optionee’s employment (or other service relationship) with the Company and its Subsidiaries terminates, the optionee’s Stock Options may be exercised within the period of time specified in the Award Agreement evidencing the Option, to the extent that the Option is vested on the optionee’s Termination Date. In the absence of a specific period of time set forth in the Award Agreement a Stock Option shall remain exercisable (to the extent vested on the optionee’s Termination Date): (i) for three (3) months following the Termination Date upon any termination other than for Disability or death; or (ii) for twelve (12) months following the Termination Date upon termination for Disability or death, or if an optionee dies within three (3) months after his Termination Date; provided however that in no event shall any Option be exercisable after the expiration of the term of such Option.

(b) Non-transferability of Options. No Stock Option shall be transferable by the optionee otherwise than by will or by the laws of descent and distribution and all Stock Options shall be exercisable, during the optionee’s lifetime, only by the optionee, or by the optionee’s legal representative or guardian in the event of the optionee’s incapacity. Notwithstanding the foregoing, the Administrator, in its sole discretion, may provide in the Award Agreement regarding a given Option, or may agree in writing with respect to an outstanding Option, that the optionee may transfer his Nonstatutory Stock Options to members of his immediate family, to trusts for the benefit of such family members, or to partnerships in which such family members are the only partners, provided that the transferee agrees in writing with the Company to be bound by all of the terms and conditions of this Plan and the applicable Option.

(c) Form of Settlement. Shares of Stock issued upon exercise of a Stock Option shall be free of all restrictions under the Plan, except as otherwise provided in the Award Agreement.

Section 7. Stock Appreciation Rights

(a) Nature of Stock Appreciation Rights. A Stock Appreciation Right is an Award entitling the recipient to receive cash or shares of Stock, as determined by the Administrator, having a value on the date of exercise calculated as follows: (i) the Grant Date exercise price of a share of Stock is (ii) subtracted from the Fair Market Value of the Stock on the date of exercise and (iii) the difference is multiplied by the number of shares of Stock with respect to which the Stock Appreciation Right shall have been exercised.

(e) Exercise Price of Stock Appreciation Rights. The exercise price of a Stock Appreciation Right shall not be less than 100 percent of the Fair Market Value of the Stock on the Grant Date.

(f) Grant and Exercise of Stock Appreciation Rights. Stock Appreciation Rights may be granted by the Administrator independently of any Stock Option granted pursuant to Section 6 of the Plan.

(g) Terms and Conditions of Stock Appreciation Rights. Stock Appreciation Rights shall be subject to such terms and conditions as shall be determined from time to time by the Administrator. The term of a Stock Appreciation Right may not exceed ten years.

(h) Exercise Period following Termination. When a recipient's employment (or other service relationship) with the Company and its Subsidiaries terminates, the recipient's Stock Appreciation Rights may be exercised within the period of time specified in the Award Agreement evidencing the Stock Appreciation Right, to the extent that the Stock Appreciation Right is exercisable on the recipient's Termination Date. In the absence of a specific period of time set forth in the Award Agreement a Stock Appreciation Right shall remain exercisable (to the extent exercisable on the recipient's Termination Date): (i) for three (3) months following the Termination Date upon any termination other than for Disability or death; or (ii) for twelve (12) months following the Termination Date upon termination for Disability or death, or if a recipient dies within three (3) months after his Termination Date; provided however that in no event shall any Stock Appreciation Right be exercisable after the expiration of the term of such Stock Appreciation Right.

Section 8. Restricted Stock Awards

(a) Nature of Restricted Stock Awards. A Restricted Stock Award is an Award entitling the recipient to acquire, at such purchase price (if any) as determined by the Administrator, shares of Stock subject to such restrictions and conditions as the Administrator may determine at the time of grant ("Restricted Stock"). Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The grant of a Restricted Stock Award is contingent on the grantee executing the Restricted Stock Award agreement. The terms and conditions of each such agreement shall be determined by the Administrator, and such terms and conditions may differ among individual Awards and grantees.

(i) Rights as a Stockholder. Upon execution of a written instrument setting forth the Restricted Stock Award and payment of any applicable purchase price, a grantee shall have the rights of a stockholder with respect to the voting of the Restricted Stock, subject to any exceptions or conditions contained in the written instrument evidencing the Restricted Stock Award. Unless the Administrator shall otherwise determine, certificates evidencing the Restricted Stock shall remain in the possession of the Company until such Restricted Stock is vested as provided in Section 8(d) below, and the grantee shall be required, as a condition of the grant, to deliver to the Company a stock power endorsed in blank.

(j) Restrictions. Restricted Stock may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of except as specifically provided herein or in the Restricted Stock Award agreement. If a grantee's employment (or other service relationship) with the Company and its Subsidiaries terminates for any reason, the Company shall have the right to repurchase Restricted Stock that has not vested at the time of

termination at its original purchase price, if any, from the grantee or the grantee's legal representative. Unless otherwise stated in the written instrument evidencing the Restricted Stock Award, any Restricted Stock for which the grantee did not pay any purchase price and which is not vested at the time of the grantee's termination of employment (or other service relationship) shall automatically be forfeited immediately following such termination.

(k) Vesting of Restricted Stock. The Administrator at the time of grant shall specify the date or dates and/or the attainment of pre-established performance goals, objectives and other conditions on which the non-transferability of the Restricted Stock and the Company's right of repurchase or forfeiture shall lapse. Subsequent to such date or dates and/or the attainment of such pre-established performance goals, objectives and other conditions, the shares on which all restrictions have lapsed shall no longer be Restricted Stock and shall be deemed "vested." Except as may otherwise be provided by the Administrator either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, a grantee's rights in any shares of Restricted Stock that have not vested shall automatically terminate upon the grantee's termination of employment (or other service relationship) with the Company and its Subsidiaries and such shares shall be subject to forfeiture or the Company's right of repurchase as provided in Section 8(c) above.

(l) Waiver, Deferral and Reinvestment of Dividends. The Restricted Stock Award agreement may require or permit the immediate payment, waiver, deferral or investment of dividends paid on the Restricted Stock.

Section 9. Restricted Stock Units

(a) Nature of Restricted Stock Units. A Restricted Stock Unit is a bookkeeping entry representing the right to receive, upon its vesting, one share of Stock (or a percentage or multiple of one share of Stock if so specified in the Award Agreement evidencing the Award) for each Restricted Stock Unit awarded to a grantee and represents an unfunded and unsecured obligation of the Company. The Administrator shall determine the restrictions and conditions applicable to each Restricted Stock Unit at the time of grant. Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The terms and conditions of each such Award Agreement shall be determined by the Administrator, and such terms and conditions may differ among individual Awards and grantees. At the end of the vesting period, the Restricted Stock Units, to the extent vested, shall be settled in the form of shares of Stock. Notwithstanding the foregoing, the Administrator, in its discretion, may determine either at the time of grant or at the time of settlement, that a Restricted Stock Unit shall be settled in cash. To the extent that an award of Restricted Stock Units is subject to Section 409A, it may contain such additional terms and conditions as the Administrator shall determine in its sole discretion in order for such Award to comply with the requirements of Section 409A.

(m) Rights as a Stockholder. A grantee shall have the rights as a stockholder only as to shares of Stock acquired by the grantee upon settlement of Restricted Stock Units; provided, however, that the grantee may be credited with Dividend Equivalent Rights with respect to the unissued shares of Stock underlying his Restricted Stock Units, subject to such terms and conditions as the Administrator may determine.

(n) Termination. Except as may otherwise be provided by the Administrator either in the Award agreement or, subject to Section 16 below, in writing after the Award is issued, a grantee's right in all Restricted Stock Units that have not vested shall automatically terminate immediately following the grantee's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

Section 10. Unrestricted Stock Awards

(a) Grant or Sale of Unrestricted Stock. The Administrator may, in its sole discretion, grant (or sell at a purchase price (determined by the Administrator) an Unrestricted Stock Award to any grantee, pursuant to which such grantee may receive shares of Stock free of any restrictions ("Unrestricted Stock") under the Plan. Unrestricted Stock Awards may be granted or sold as described in the preceding sentence in respect of past services or other valid consideration, or in lieu of any cash compensation due to such participant.

(o) Restrictions on Transfers. The right to receive shares of Unrestricted Stock on a deferred basis may not be sold, assigned, transferred, pledged or otherwise encumbered, other than by will or the laws of descent and distribution.

Section 11. Performance Share Awards

(a) Nature of Performance Share Awards. A Performance Share Award is an Award entitling the recipient to acquire shares of Stock upon the attainment of specified performance goals; provided however that the Administrator, in its discretion, may provide either at the time of grant or at the time of settlement that a Performance Share Award will be settled in cash. The Administrator may make Performance Share Awards independent of or in connection with the granting of any other Award under the Plan. The Administrator in its sole discretion shall determine whether and to whom Performance Share Awards shall be made, the performance goals, the periods during which performance is to be measured, and all other limitations and conditions.

(p) Restrictions of Transfer. Performance Share Awards, and all rights with respect to such Awards may not be sold, assigned, transferred, pledged or otherwise encumbered.

(q) Rights as a Stockholder. A grantee receiving a Performance Share Award shall have the rights of a stockholder only as to shares actually received by the grantee under the Plan and not with respect to shares subject to the Award but not actually received by the grantee. A grantee shall be entitled to receive a stock certificate or book entry evidencing the acquisition of shares of Stock (unless the Administrator has provided for cash settlement) only upon satisfaction of all conditions specified in the Performance Share Award agreement (or in a performance plan adopted by the Administrator).

(r) Termination. Except as may otherwise be provided by the Administrator either in the Award agreement or, subject to Section 16 below, in writing after the Award agreement is issued, a grantee's rights in all Performance Share Awards shall automatically terminate immediately following the grantee's termination of employment (or cessation of service relationship) with the Company and its Subsidiaries for any reason.

Section 12. Dividend Equivalent Rights

(a) Dividend Equivalent Rights. A Dividend Equivalent Right is an Award entitling the recipient to receive credits based on cash dividends that would be paid on the shares of Stock specified in the Dividend Equivalent Right (or other award to which it relates) if such shares were held by the recipient. A Dividend Equivalent Right may be granted hereunder to any participant, as a component of another Award (other than a Stock Option or a Stock Appreciation Right) or as a freestanding award. In no event shall Dividend Equivalent Rights be paid with respect to Stock Options or Stock Appreciation Rights. The terms and conditions of Dividend Equivalent Rights shall be specified in the grant. Dividend equivalents credited to the holder of a Dividend Equivalent Right may be paid currently or may be deemed to be reinvested in additional shares of Stock, which may thereafter accrue additional equivalents. Any such reinvestment shall be at Fair Market Value on the date of reinvestment or such other price as may then apply under a dividend reinvestment plan sponsored by the Company, if any. Dividend Equivalent Rights may be settled in cash or shares of Stock or a combination thereof, in a single installment or installments. A Dividend Equivalent Right granted as a component of another Award may provide that such Dividend Equivalent Right shall be settled upon exercise, settlement, or payment of, or lapse of restrictions on, such other award, and that such Dividend Equivalent Right shall expire or be forfeited or annulled under the same conditions as such other award. A Dividend Equivalent Right granted as a component of another Award may also contain terms and conditions different from such other award.

(s) Interest Equivalents. Any Award under this Plan that is settled in whole or in part in cash on a deferred basis may, but need not, provide in the grant for interest equivalents to be credited with respect to such cash payment. Interest equivalents may be compounded and shall be paid upon such terms and conditions as may be specified by the grant.

Section 13. Tax Withholding

(a) **Payment by Grantee.** Each grantee shall, no later than the date as of which the value of an Award or of any Stock or other amounts received thereunder first becomes taxable, pay to the Company, or make arrangements satisfactory to the Administrator regarding payment of, any Federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such income. The Company and its Subsidiaries shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the grantee. The Company's obligation to deliver stock certificates to any grantee is subject to and is conditioned on tax obligations being satisfied by the grantee.

(t) **Payment in Stock.** If provided in the instrument evidencing an Award, the Company may elect to have the statutory tax withholding obligation (up to the maximum individual statutory rate) satisfied, in whole or in part, by (i) withholding from shares of Stock to be issued pursuant to any Award a number of shares with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy such withholding amount due, or (ii) allowing a grantee to transfer to the Company shares of Stock owned by the grantee with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy such withholding amount due.

Section 14. Section 409A Awards

To the extent that any Award is determined to constitute "nonqualified deferred compensation" within the meaning of Section 409A (a "409A Award"), the Award shall be subject to such additional rules and requirements as specified by the Administrator from time to time in order to comply with Section 409A. In this regard, if any amount under a 409A Award is payable upon a "separation from service" (within the meaning of Section 409A) to a grantee who is then considered a "specified employee" (within the meaning of Section 409A), then no such payment shall be made prior to the date that is the earlier of (i) six months and one day after the grantee's separation from service, or (ii) the grantee's death, but only to the extent such delay is necessary to prevent such payment from being subject to interest, penalties and/or additional tax imposed pursuant to Section 409A. Further, the settlement of any 409A Award may not be accelerated or postponed except to the extent permitted by Section 409A.

Section 15. Transfer, Leave Of Absence, Etc.

For purposes of the Plan, the following events shall not be deemed a termination of employment:

(a) a transfer to the employment of the Company from a Subsidiary or from the Company to a Subsidiary, or from one Subsidiary to another; or

(u) an approved leave of absence for military service or sickness, or for any other purpose approved by the Company, if the employee's right to re-employment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Administrator otherwise so provides in writing.

Section 16. Amendments and Termination

Subject to requirements of law or any stock exchange or similar rules which would require a vote of the Company's stockholders, the Board may, at any time, amend or discontinue the Plan and the Administrator may, at any time, amend or cancel any outstanding Award for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall adversely affect rights under any outstanding Award without the holder's consent. If and to the extent determined by the Administrator to be required by the Code to ensure that Incentive Stock Options granted under the Plan are qualified under Section 422 of the Code, Plan amendments shall be subject to approval by the Company stockholders entitled to vote at a meeting of stockholders. Nothing in this Section 16 shall limit the Administrator's authority to take any action permitted pursuant to Section 4(c).

Section 17. Status of Plan

With respect to the portion of any Award that has not been exercised and any payments in cash, Stock or other consideration not received by a grantee, a grantee shall have no rights greater than those of a general creditor of the Company unless the Administrator shall otherwise expressly determine in connection with any Award or Awards. In its sole discretion, the Administrator may authorize the creation of trusts or other arrangements to meet the Company's obligations to deliver Stock or make payments with respect to Awards hereunder, provided that the existence of such trusts or other arrangements is consistent with the foregoing sentence.

Section 18. Change in Control Provisions

(a) Upon the occurrence of a Change in Control as defined in this Section 18, the Administrator in its discretion may, at the time an Award is made or at any time thereafter, take one or more of the following actions: (i) provide for the acceleration of any time period relating to the exercise or payment of the Award; (ii) provide for termination of any Awards not exercised prior to the occurrence of a Change in Control; (iii) provide for payment to the holder of the Award of cash or other property with a Fair Market Value equal to the amount that would have been received upon the exercise or payment of the Award had the Award been exercised or paid upon the Change in Control in exchange for cancellation of the Award; (iv) adjust the terms of the Award in a manner determined by the Administrator to reflect the Change in Control; (v) cause the Award to be assumed, or new rights substituted therefor, by another entity; or (vi) make such other provision as the Administrator may consider equitable to the holders of Awards and in the best interests of the Company.

(b) "Change in Control" or "Change in Control of the Company" shall mean the occurrence of any one of the following:

(i) Any "Person", as such term is used in Sections 13(d) and 14(d) of the Act, other than the Company or a Subsidiary, becomes a beneficial owner (within the meaning of Rule 13d-3, as amended, as promulgated under the Exchange Act, directly or indirectly, in one or a series of transactions, of securities representing more than 50% of the combined voting power of the Company's then outstanding securities;

(ii) The consummation of a merger or consolidation of the Company with any other Person, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity), more than 50% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation;

(iii) The closing of a sale or other disposition by the Company of all or substantially all of the assets of the Company;

(iv) Individuals who constitute the Board on the date hereof ("Incumbent Directors") cease for any reason to constitute at least a majority of the Board; *provided*, that any individual who becomes a member of the Board subsequent to the date hereof, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors shall be treated as an Incumbent Director unless he or she assumed office as a result of an actual or threatened election contest with respect to the election or removal of directors; or

(v) A complete liquidation or dissolution of the Company;

provided, in each case, that such event also constitutes a "change in control event" within the meaning of the Treasury Regulation Section 1.409A-3(i)(5) if necessary to avoid the imposition of additional taxes under Section 409A.

Section 19. General Provisions

(a) No Distribution; Compliance with Legal Requirements. The Administrator may require each person acquiring Stock pursuant to an Award to represent to and agree with the Company in writing that such person is acquiring the shares without a view to distribution thereof.

No shares of Stock shall be issued pursuant to an Award until all applicable securities law and other legal and stock exchange or similar requirements, whether located in the United States or a foreign jurisdiction, have been satisfied. The Administrator may require the placing of such stop-orders and restrictive legends on certificates for Stock and Awards as it deems appropriate.

No Award under the Plan shall be a nonqualified deferred compensation plan, as defined in Code Section 409A, unless such Award meets in form and in operation the requirements of Code Section 409A(a)(2),(3), and (4).

Notwithstanding anything to the contrary contained in this Plan, Awards may be made to an individual who is a foreign national or employed or performing services outside of the United States on such terms and conditions different from those specified in the Plan as the Administrator considers necessary or advisable to achieve the purposes of the Plan or to comply with applicable laws.

(v) Delivery of Stock Certificates. Stock certificates to grantees under this Plan shall be deemed delivered for all purposes when the Company or a stock transfer agent of the Company shall have mailed such certificates in the United States mail, addressed to the grantee, at the grantee's last known address on file with the Company. In lieu of delivery of stock certificates, the Company may, to the extent permitted by law and the Certificate of Incorporation and bylaws of the Company, issue shares of Stock hereunder in book entry form.

(w) Other Compensation Arrangements; No Employment Rights. Nothing contained in this Plan shall prevent the Board from adopting other or additional compensation arrangements, including trusts, and such arrangements may be either generally applicable or applicable only in specific cases. The adoption of this Plan and the grant of Awards do not confer upon any employee any right to continued employment with the Company or any Subsidiary.

(x) Trading Policy Restrictions. Option exercises and other Awards under the Plan shall be subject to such company's insider trading policy, as in effect from time to time.

(y) Forfeiture of Awards under Sarbanes-Oxley Act. If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, then, to the extent required by law, any grantee who is one of the individuals subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002 shall reimburse the Company for the amount of any Award received by such individual under the Plan during the 12-month period following the first public issuance or filing with the United States Securities and Exchange Commission, as the case may be, of the financial document embodying such financial reporting requirement.

(z) Delivery and Execution of Electronic Documents. To the extent permitted by applicable law, the Company may (i) deliver by email or other electronic means (including posting on a web site maintained by the Company or by a third party under contract with the Company) all documents relating to the Plan and any Award thereunder (including without limitation, prospectuses required by the SEC) and all other documents that the Company is required to deliver to its security holders (including without limitation, annual reports and proxy statements) and (ii) permit participants in the Plan to electronically execute applicable Plan documents (including but not limited to, Award Agreements) in a manner prescribed by the Administrator.

Section 20. Effective Date Of Plan

This Plan shall become effective upon approval by the holders of a majority of the shares of Stock of the Company present or represented and entitled to vote at a meeting of stockholders at which a quorum is present or by

written consent of the stockholders. Subject to such approval by the stockholders, Stock Options and other Awards may be granted hereunder on and after adoption of this Plan by the Board.

Section 21. Governing Law

This Plan and all Awards and actions taken thereunder shall be governed by, and construed in accordance with, the laws of the State of Delaware, applied without regard to conflict of law principles.

* * * * *

As of December 10, 2018: 9,198,996 shares of Stock originally reserved for issuance under the Plan

Effective June 23, 2022: an additional 7,826,970 shares of Stock reserved for issuance under the Plan

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a) AS
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gary S. Gillheeny, Sr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Organogenesis Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2022

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

Gary S. Gillheeny, Sr.
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO EXCHANGE ACT RULE 13a-14(a) AS
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David Francisco, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Organogenesis Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2022

By: /s/ David Francisco

David Francisco
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned officers of Organogenesis Holdings Inc. (the “Company”) certifies, to his knowledge and solely for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2022

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

Gary S. Gillheeney, Sr.
Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2022

By: /s/ David Francisco

David Francisco
Chief Financial Officer
(Principal Financial and Accounting Officer)
