SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

to Sec obligat	this box if no lo tion 16. Form 4 tions may conti tion 1(b).	or Form 5	STA		l pursua	ant to :	Section	16(a)	of the S	Securi	NEFICIA ties Exchange impany Act of	e Act of			SHIP	Estir		oer: average burd esponse:	3235-0287 en 0.5
	nd Address of DORF GI	Reporting Person [*] . <u>ENN H</u>	×								Symbol nc. [ORG	0]			ck all app	licable)		erson(s) to l 10% O	
(Last) 35 SAW	(Fii GRASS DF	, , ,	Middle)			ate of I 7/202		Trans	saction (Month	n/Day/Year)				Office below	er (give title /)	9	Other (below)	specify
(Street) BELLPC (City)			1713 Zip)		4. If <i>i</i>	Ameno	dment, D	Date o	of Origin	al File	d (Month/Day	ı/Year)		6. Inc Line) X	Form	filed by Or filed by M	ne Rej	ng (Check A porting Pers an One Rep	son
		Table	l - No	n-Deriva	ative \$	Secu	rities	Acc	quired	, Dis	posed of,	or B	ene	ficial	ly Own	ed			
1. Title of Security (Instr. 3) 2. Tra Date				Date	ate Ex Nonth/Day/Year) if a			2A. Deemed Execution Date, if any (Month/Day/Year)		action (Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)					ties cially Following	For (D)	Ownership m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) (D)	Pr F	rice		ed ction(s) 3 and 4)			(Instr. 4)
Class A (Common St	ock		11/17/2	2020				Р		486,000(1)	A		\$3.25	68,4	47,823		D	
Class A (Common St	ock		11/17/2	2020				Р		347,153 ⁽²⁾	A		\$3.25	68,7	794,976		I	By Robert Harry Erani Frick Trust
		Та	ble II -						,		osed of, o convertibl				Owned	t			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution Date, Trans rr Exercise (Month/Day/Year) if any Code price of Verivative (Month/Day/Year) 8)		Transa Code (insaction of			6. Date Exercisa Expiration Date (Month/Day/Yea		ate	Amount of		D Si (li	Price of erivative ecurity nstr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactie (Instr. 4)	e S Ily I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci:	sable	Expiration Date	Title	Amou or Numl of Share	ber					
1. Name a	nd Address of	Reporting Person	*																

NUSSDORF GLENN H

(Last)	(First)	(Middle)	
35 SAWGRASS	DRIVE		
(Street)			
BELLPORT	NY	11713	
(City)	(State)	(Zip)	
1. Name and Addres	s of Reporting Pers	on*	
Wisdom Starr			
-			
(Last)	(First)	(Middle)	
(Last) 44 WILSON STI	. ,	(Middle)	
44 WILSON STI	. ,	(Middle)	
. ,	REET	(Middle) 10530	

Explanation of Responses:

1. The reported securities were purchased and are held directly by Alan A. Ades, who is a member of the Group.

2. The reported securities were purchased by the Robert Harry Erani Frick Trust (the "Trust") and are held indirectly by Dennis Erani, who is a member of the Group. Susan Erani, Dennis Erani's spouse, and Glenn Nussdorf are co-trustees of the Trust. Dennis Erani disclaims beneficial ownership of the securities held by the Trust, except to the extent of his pecuniary interest therein.

Remarks:

Alan A. Ades, Albert Erani, Glenn H. Nussdorf, Dennis Erani, Starr Wisdom and certain of their respective affiliates, including Organo PFG LLC, Organo Investors LLC, Dennis Erani 2012 Issue Trust, Alan Ades as Tustee of the Alan Ades 2014 GRAT, Albert Erani Family Trust dated 12/29/2012, GN 2016 Family Trust u/a/d August 12, 2016 and GN 2016 Organo 10-Year GRAT u/a/d September 30, 2016, referred to collectively as the "Controlling Entities", are parties to a Controlling Stockholders' Agreement dated December 10, 2018 with Organogenesis Holdings Inc. (the "Stockholders' Agreement"). The Stockholders' Agreement, among other things, provides for nomination rights of the Controlling Entities with respect to four directors of the Issuer and qualifies the Issuer as a "controlled company" under the Nasdaq listing rules. As a result of the Stockholders' Agreement, the reporting persons may be deemed to be members of a group (the "Group") holding over 10% of the outstanding shares of common stock of the issuer for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. This is Form 4 No. 2 of 2 filed for the Controlling Entities.

<u>/s/ Stacie S. Aarestad,</u> <u>Attorney-in-Fact</u>

<u>11/19/2020</u>

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.