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

Amendment No. 5
to

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Avista Healthcare Public Acquisition Corp.

(Exact Name of Registrant as Specified in its Charter)

Cayman Islands* (State or other jurisdiction of incorporation or organization)	6770 (Primary Standard Industrial Classification Code Number)	98-1329150 (I.R.S. Employer Identification Number)
---	--	---

65 East 55th Street
18th Floor
New York, New York 10022
(212) 593-6900

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Ben Silbert
General Counsel and Secretary
Avista Healthcare Public Acquisition Corp.
65 East 55th Street
18th Floor
New York, NY 10022
Telephone: (212) 593-6900
Facsimile: (212) 593-6901

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael J. Aiello
Jaclyn L. Cohen
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Tel: (212) 310-8000
Fax: (212) 310-8007

Lori Freedman
Vice President and General Counsel
Organogenesis Inc.
85 Dan Road
Canton, MA 02021
Tel: (781) 575-0775

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

**Approximate date of commencement of proposed sale of the securities to the public:
As soon as practicable after this Registration Statement is declared effective and all other conditions to the business combination
described in the enclosed Joint Proxy Statement/Prospectus have been satisfied or waived.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

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

Accelerated filer

Non-accelerated filer

Smaller reporting company
Emerging growth company

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

o

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

o

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the United States Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

* The Registrant intends, subject to shareholder approval, to effect a domestication under Section 388 of the Delaware General Corporation Law, pursuant to which the Registrant's state of incorporation shall be Delaware.

EXPLANATORY NOTE

Avista Healthcare Public Acquisition Corp. is filing this Amendment No. 5 (this "Amendment"), to its registration statement on Form S-4 (the "Registration Statement") as an exhibit-only filing to file Exhibit 99.1 and Exhibit 99.10 to the Registration Statement. Accordingly, this Amendment consists of only the cover page, this explanatory note, Part II of the Registration Statement, the signature page to the Registration Statement, Exhibit 99.1 and Exhibit 99.10. The joint proxy statement/prospectus contained in the Registration Statement is unchanged and has been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

The Companies Law of the Cayman Islands does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors. However, such provision may be held by the Cayman Islands courts to be unenforceable, to the extent it seeks to indemnify or exculpate a fiduciary in respect of their actual fraud or willful default, or for the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provides for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except through their own actual fraud or willful default.

Such limitation of liability and indemnification does not affect the availability of equitable remedies. In addition, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, or the SEC, indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 21. Exhibits And Financial Statements Schedules.

(a) Exhibits.

The Exhibit Index following the signature page is incorporated herein by reference.

(b) Financial Statements.

The financial statements filed with this registration statement on Form S-4 are set forth on the Financial Statement Index and incorporated herein by reference.

Item 22. Undertakings.

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment that contains a form of prospectus shall be deemed to be a new

registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(e) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

3. The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of

Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

4. The registrant undertakes that every prospectus: (1) that is filed pursuant to the immediately preceding paragraph, or (2) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

5. The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this Form S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of this Registration Statement through the date of responding to the request.

6. The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning this transaction that was not the subject of and included in this Registration Statement when it became effective.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the undersigned pursuant to the foregoing provisions, or otherwise, the undersigned has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the undersigned of expenses incurred or paid by a director, officer or controlling person of the undersigned in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the undersigned will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and FSAC being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Merger Agreement, dated August 17, 2018, by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc. and Organogenesis, Inc. (attached as Annex A to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
2.2	<u>Amendment No. 1 to the Merger Agreement, dated October 5, 2018, by and among Avista Healthcare Public Acquisition Corp., Avista Healthcare Merger Sub, Inc. and Organogenesis, Inc. (attached as Annex A-1 to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
3.1	<u>Proposed Certificate of Incorporation of AHPAC (attached as Annex M to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
3.2	<u>Proposed Bylaws of AHPAC (attached as Annex N to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
4.1	<u>Form of Amended and Restated Registration Rights Agreement to be entered into by Avista Healthcare Public Acquisition Corp., the sponsor and the restricted stockholders (attached as Annex E to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
4.2	<u>Form of Warrant Agreement to be entered into by Avista Healthcare Public Acquisition Corp. and Continental Stock Transfer & Trust Company.</u>**
4.3	<u>Company Support Agreement dated as of August 17, 2018 by and among Avista Healthcare Public Acquisition Corp. and stockholders listed therein (attached as Annex B to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
4.4	<u>Parent Support Agreement dated as of August 17, 2018 by and among Avista Acquisition Corp. and Organogenesis Inc. (attached as Annex C to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
5.1	<u>Legal opinion of Weil, Gotshal & Manges LLP**</u>
8.1	<u>Tax opinion of Weil, Gotshal & Manges LLP**</u>
8.2	<u>Tax opinion of Maples and Calder**</u>
10.1	<u>Parent Sponsor Letter Agreement, dated August 17, 2018, by and among Avista Healthcare Public Acquisition Corp., Avista Acquisition Corp., and certain individuals (attached as Annex H to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
10.2	<u>Exchange Agreement, dated August 17, 2018, by and among Avista Healthcare Public Acquisition Corp. and certain lenders listed on Schedule A therein (attached as Annex F to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
10.3	<u>Subscription Agreement, dated August 17, 2018, by and between Avista Healthcare Public Acquisition Corp., Avista Capital Partners IV, L.P. and Avista Capital Partners IV (Offshore), L.P. (attached as Annex G to the joint proxy statement/prospectus which forms part of this registration statement).</u>**
10.4	<u>2018 Equity Incentive Plan (attached as Annex J to the joint proxy statement/prospectus which forms part of this registration statement).</u>**

Exhibit No.	Description
10.5†	Settlement and License Agreement effective as of October 25, 2017 by and among Organogenesis Inc., RESORBA Medical GmbH, and Advanced Medical Solutions Group plc.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1)**
23.2	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 8.1)**
23.3	Consent of Maples and Calder (included in Exhibit 8.2)**
23.4	Consent of Marcum LLP relating to AHPAC's financial statements**
23.5	Consent of RSM US LLP relating to Organogenesis' financial statements**
23.6	Consent of RSM US LLP relating to NuTech Medical Target Business' financial statements**
99.1	Form of AHPAC Proxy Card
99.2	Consent of Alan A. Ades to be named as a director**
99.3	Consent of Maurice Ades to be named as a director**
99.4	Consent of Albert Erani to be named as a director**
99.5	Consent of Gary Gillheeney to be named as a director**
99.6	Consent of Arthur S. Leibowitz to be named as a director**
99.7	Consent of to Wayne Mackie be named as a director**
99.8	Consent of Glenn H. Nussdorf to be named as a director**
99.9	Consent of Joshua Tamaroff to be named as a director**
99.10	Form of Organogenesis Proxy Card
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase**
101.DEF	XBRL Taxonomy Extension Definition Linkbase**
101.LAB	XBRL Taxonomy Extension Label Linkbase**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase**

† Confidential treatment requested as to certain portions, which portions have been omitted and filed separately with the SEC.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York City, New York, on the 29th day of November, 2018.

Avista Healthcare Public Acquisition Corp.

By: _____
*
David Burgstahler
President and Chief Executive Officer

Avista Healthcare Public Acquisition Corp.

By: _____
/s/ JOHN CAFASSO
John Cafasso
Chief Financial Officer (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Benjamin Silbert and John Cafasso, each acting alone, as his true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for them and in their name, place and stead, in any and all capacities, to sign one or more Registration Statements on Form S-4, or other appropriate form, and all amendments thereto, including post-effective amendments, of Avista Healthcare Public Acquisition Corp. and to file the same, with any exhibits thereto, with the United States Securities and Exchange Commission, and/or any state securities department or any other federal or state agency or governmental authority granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Thompson Dean	Director	November 29, 2018
_____ * David Burgstahler	Director, President and Chief Executive Officer (Principal Executive Officer)	November 29, 2018
_____ * Håkan Björklund	Director	November 29, 2018

Signature

Title

Date

*

Charles Harwood

Director

November 29, 2018

*

Robert O'Neil

Director

November 29, 2018

*

Brian Markison

Director

November 29, 2018

*By:

/s/ JOHN CAFASSO

John Cafasso
(as attorney-in-fact)

QuickLinks

[EXPLANATORY NOTE](#)

[PART II INFORMATION NOT REQUIRED IN PROSPECTUS](#)

[Item 20. Indemnification of Directors and Officers.](#)

[Item 21. Exhibits And Financial Statements Schedules.](#)

[Item 22. Undertakings.](#)

[EXHIBIT INDEX](#)

[SIGNATURES](#)

[POWER OF ATTORNEY](#)

AVISTA HEALTHCARE PUBLIC ACQUISITION CORP.

65 East 55th Street
18th Floor
New York, NY 10022

EXTRAORDINARY GENERAL MEETING

[date]

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
AVISTA HEALTHCARE PUBLIC ACQUISITION CORP.**

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice of Extraordinary General Meeting and Joint Proxy Statement/Prospectus in connection with the extraordinary general meeting of Avista Healthcare Public Acquisition Corp., a Cayman Islands exempted company (“AHPAC”), will be held on [·] at [·] Eastern Time at the offices of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, NY 10153, and hereby appoints Benjamin Silbert and John Cafasso and each of them (with full power to act alone), the attorneys and proxies of the undersigned, with power of substitution to each, to vote all shares of the common stock of Avista Healthcare Public Acquisition Corp. (or its successor) registered in the name provided, which the undersigned is entitled to vote at the special meeting, and at any adjournments thereof, with all the powers the undersigned would have if personally present. Without limiting the general authorization hereby given, said proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in this Proxy Card.

THIS PROXY WILL BE VOTED AS DIRECTED. IF NO DIRECTIONS ARE GIVEN, THIS PROXY WILL BE VOTED “FOR” PROPOSAL 1 (THE BUSINESS COMBINATION PROPOSAL) BELOW, “FOR” EACH OF PROPOSALS 2 (THE DOMESTICATION PROPOSAL), PROPOSALS 3 THROUGH 10 (THE CHARTER PROPOSALS) BELOW, “FOR” PROPOSAL 11 (THE CAYMAN CHARTER AMENDMENT PROPOSAL, “FOR” THE ELECTION OF ALL OF THE DIRECTORS IN PROPOSAL 12 (THE DIRECTOR ELECTION PROPOSAL) BELOW, “FOR” PROPOSAL 13 (THE MANAGEMENT INCENTIVE PLAN PROPOSAL), “FOR” PROPOSAL 14 (THE NASDAQ PROPOSAL) AND “FOR” PROPOSAL 15 (THE ADJOURNMENT PROPOSAL) BELOW.

THE AVISTA HEALTHCARE PUBLIC ACQUISITION CORP. BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” PROPOSAL 1 (THE BUSINESS COMBINATION PROPOSAL) BELOW, “FOR” EACH OF PROPOSALS 2 (THE DOMESTICATION PROPOSAL), PROPOSALS 3 THROUGH 10 (THE CHARTER PROPOSALS) BELOW, “FOR” PROPOSAL 11 (THE CAYMAN CHARTER AMENDMENT PROPOSAL, “FOR” THE ELECTION OF ALL OF THE DIRECTORS IN PROPOSAL 12 (THE DIRECTOR ELECTION PROPOSAL) BELOW, “FOR” PROPOSAL 13 (THE MANAGEMENT INCENTIVE PLAN PROPOSAL), “FOR” PROPOSAL 14 (THE NASDAQ PROPOSAL) AND “FOR” PROPOSAL 15 (THE ADJOURNMENT PROPOSAL) BELOW.

Each of the Business Combination Proposal, the Domestication Proposal, the Charter Proposals, the Management Incentive Plan Proposal and the NASDAQ Proposal are cross-conditioned on the approval of each other. Each other proposal is conditioned on the approval of the Business Combination Proposal, the Domestication Proposal, the Charter Proposals and the NASDAQ Proposal, other than the Adjournment Proposal, which is not conditioned on the approval of any other proposal set forth in this joint proxy statement/prospectus.

PLEASE RETURN THIS PROXY AS SOON AS POSSIBLE.

Fold Here

Fold Here

PROXY

1. **Proposal No. 1 — The Business Combination Proposal** — To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger, dated August 17, 2018 (as it may be amended from time to time, the “Merger Agreement”), by and among Avista Healthcare Public Acquisition Corp. (“AHPAC”), Avista Healthcare Merger Sub, Inc., AHPAC’s direct wholly-owned subsidiary (“Merger Sub”), and Organogenesis Inc., a Delaware corporation (“Organogenesis”) and the transactions contemplated thereby, including an integrated transaction consisting of the merger of AHPAC Merger Sub with and into Organogenesis, with Organogenesis surviving the merger (the “merger”).

FOR _____ **AGAINST** _____ **ABSTAIN** _____

2. **Proposal No. 2 — The Domestication Proposal** — To consider and vote upon a proposal to approve by special resolution, assuming the Business Combination Proposal is approved and adopted, the change of AHPAC’s jurisdiction of incorporation by deregistering as an exempted company in the Cayman Islands and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware.

FOR _____ **AGAINST** _____ **ABSTAIN** _____

The Charter Proposals — To consider and vote upon eight separate proposals to approve by special resolution, assuming the Business Combination Proposal and the Domestication Proposal are approved and adopted, the following material differences between the current amended and restated memorandum and articles of association of AHPAC and the proposed new certificate of incorporation and bylaws of AHPAC (which will be renamed “Organogenesis Holdings Inc.” after consummation of the domestication):

3. **Proposal No. 3**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize that directors may only be removed for cause;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

4. **Proposal No. 4**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize that only the Organogenesis Board, chairperson of the board of directors or chief executive officer may call a meeting of stockholders;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

5. **Proposal No. 5**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize removal of the ability of stockholders to take action by written consent in lieu of a meeting;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

6. **Proposal No. 6**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to require the affirmative vote of at least a majority of the voting power of ORGO’s then issued and outstanding shares of stock entitled to vote thereon to amend the proposed charter or the proposed bylaws;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

7. **Proposal No. 7**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize the adoption of Delaware as the exclusive forum for certain stockholder litigation;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

8. **Proposal No. 8**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize ORGO Sponsors and to engage in competitive businesses and renounce certain corporate opportunities offered to the ORGO Sponsors or any of their managers, officers, directors, agents, stockholders, members, partners, affiliates and subsidiaries (other than ORGO and its subsidiaries) that are not expressly offered to them in their capacities as directors or officers of ORGO;

FOR _____ **AGAINST** _____ **ABSTAIN** _____

9. **Proposal No. 9**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to approve the authorized number of shares of ORGO common stock contained in the proposed certificate; and

FOR _____ AGAINST _____ ABSTAIN _____

10. **Proposal No. 10**— To consider and vote upon an amendment to AHPAC’s existing organizational documents to authorize other changes to the organizational documents resulting from the domestication and business combination, including changing the post-business combination corporate name from “Avista Healthcare Public Acquisition Corp.” to “Organogenesis Holdings Inc.” and removing certain provisions relating to our status as a blank-check company that will no longer apply upon consummation of the business combination.

FOR _____ AGAINST _____ ABSTAIN _____

11. **Proposal No. 11—The Cayman Charter Amendment Proposal**—To consider and vote upon amendments to AHPAC’s existing organizational documents to eliminate the limited period of time that AHPAC had to consummate the business combination, to eliminate any requirement to take certain actions as a result of the failure to complete a business combination in such limited period of time, and to ratify the actions of AHPAC and its directors in connection therewith;

FOR _____ AGAINST _____ ABSTAIN _____

12. **Proposal No. 12 — The Director Election Proposal** — To consider and vote upon a proposal to elect eight directors to serve on the ORGO Board until the 2019 annual meeting of shareholders.

FOR _____ AGAINST _____ ABSTAIN _____

13. **Proposal No. 13 — The Management Incentive Plan Proposal** — To consider and vote on a proposal to approve and adopt, assuming the Charter Proposal, the Domestication Proposal and the Business Combination Proposal are all approved and adopted, the Organogenesis 2018 Equity and Incentive Plan and the material terms thereunder.

FOR _____ AGAINST _____ ABSTAIN _____

14. **Proposal No. 14 — The NASDAQ Proposal** — To consider and vote upon a proposal to approve, assuming the Charter Proposals, the Domestication Proposal and the Business Combination Proposal are all approved and adopted, for purposes of complying with applicable provisions of NASDAQ Listing Rule 5635, the issuance of more than 20% of AHPAC’s issued and outstanding ordinary shares (or issued and outstanding common stock following the domestication) to the stockholders of Organogenesis (the “Organogenesis Stockholders”) in connection with the business combination and to participants in the equity financing and the exchange and the related change of control.

FOR _____ AGAINST _____ ABSTAIN _____

15. **Proposal No. 15 — Adjournment Proposal** — To consider and vote upon a proposal to approve the adjournment of the general meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of one or more proposals to be submitted for shareholder approval at the general meeting

FOR _____ AGAINST _____ ABSTAIN _____

o MARK HERE FOR ADDRESS CHANGE AND NOTE AT RIGHT. _____

PLEASE MARK, DATE AND RETURN THIS PROXY PROMPTLY. ANY VOTES RECEIVED AFTER A MATTER HAS BEEN VOTED UPON WILL NOT BE COUNTED.

Dated: 2018

Stockholder’s Signature

Stockholder’s Signature

Signature should agree with name printed hereon. If stock is held in the name of more than one person, EACH joint owner should sign. Executors, administrators, trustees, guardians, and attorneys should indicate the capacity in which they sign. Attorneys should submit powers of attorney.

ORGANOGENESIS INC.

Special Meeting of Stockholders Proxy Card

The Board of Directors of Organogenesis Inc. recommends a vote FOR the adoption of the following proposals:

- To adopt the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 17, 2018, by and among Avista Healthcare Public Acquisition Corp. ("AHPAC"), Avista Healthcare Merger Sub, Inc. ("AHPAC Merger Sub") and Organogenesis Inc. ("Organogenesis"), and the transactions contemplated thereby, and approve the merger of AHPAC Merger Sub with and into Organogenesis, with Organogenesis surviving the merger as a wholly owned subsidiary of AHPAC.

FOR	AGAINST	ABSTAIN
[]	[]	[]

- To adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the proposal to adopt the Merger Agreement.

FOR	AGAINST	ABSTAIN
[]	[]	[]

The undersigned stockholder of Organogenesis acknowledges receipt of the Company’s Joint Proxy Statement/Prospectus, and does hereby appoint Gary S. Gillheeny, Sr., Timothy M. Cunningham and Lori Freedman, or any of them acting singly, as the attorneys and proxies of the undersigned, with full power of substitution, to vote, on behalf of the undersigned, all of the shares of common stock of Organogenesis held of record by the undersigned on November 19, 2018, at the Company’s Special Meeting of Stockholders to be held at 9:00 a.m. Eastern time, on December 10, 2018 at the offices of Foley Hoag LLP, 155 Seaport Boulevard, Boston, MA 02210 and at all adjournments or postponements thereof, in the manner directed by the undersigned stockholder hereby revoking any proxy heretofore given with respect to such shares.

Proxies must be received by 5:00 p.m. on December 8, 2018 in order to be counted for purposes of the Special Meeting of Stockholders unless waived by Organogenesis. Signed and completed proxies should be (i) mailed to Organogenesis Inc. c/o Foley Hoag LLP, 155 Seaport Boulevard, Boston, Massachusetts 02210, Attn: William R. Kolb or (ii) sent electronically via email to William R. Kolb at WKolb@foleyhoag.com.

PLEASE INDICATE YOUR VOTE, SIGN AND MAIL THIS PROXY TODAY USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

Signature: _____

Signature (joint owner): _____

Name: _____

Name: _____

Date: _____

Date: _____

Address: _____

Address: _____
