
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **November 13, 2017**

ORGENESIS INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction
of incorporation)

000-54329
(Commission File
Number)

98-0583166
(IRS Employer
Identification No.)

20271 Goldenrod Lane, Germantown, MD 20876
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(480) 659-6404**

Not Applicable

(Former name or former address, if changed since last report.)

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

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

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

Emerging growth company

If an emerging growth company, indicate by checkmark 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.

Item 1.01 Entry into a Material Definitive Agreement

On November 15, 2017, Orgenesis Inc. (the “Company”), MaSTherCell S.A., the Company’s wholly-owned Belgian-based subsidiary (“MaSTherCell”) and the Belgian Sovereign Funds Société Fédérale de Participations et d’Investissement (“SFPI”) entered into a Subscription and Shareholders Agreement (the “Agreement”) pursuant to which SFPI is making an equity investment in MaSTherCell in the aggregate amount of €5million (approximately \$5.9 million), for approximately 16.7% of MaSTherCell. The equity investment commitment includes the conversion of the currently outstanding loan of €1 million (approximately \$1.1 million) plus accrued interest in the approximate amount of €70 thousand (approximately \$77,000), previously made by SFPI to MaSTherCell (the “Loan Amount”).

Under the Agreement, an initial subscription amount of €2 million (approximately \$2.3 million) has been paid and the outstanding Loan Amount been converted. The balance of approximately €2 million is payable as needed by MaSTherCell and called in by the board of directors of MaSTherCell. The proceeds of the investment will be used to expand MaSTherCell’s facilities in Belgium by the addition of five new cGMP manufacturing cleanrooms. This expansion will position MaSTherCell as the European hub for the Company’s continental activities and strengthen its leading position in cell and gene manufacturing. The state-of-the-art design enables MaSTherCell to offer full flexibility for production and process development.

Under the Agreement, SFPI will be represented by one board member of the five board members of MaSTherCell. In addition, SFPI is entitled to designate one independent board member to the MaSTherCell board who is acceptable to the Company. The Agreement provides that, under certain specified circumstances where MaSTherCell breaches the terms of the Agreement, SFPI is entitled to put its equity interest in MaSTherCell to the Company at a price equal to the subscription price paid by SFPI, plus a specified annual premium ranging from 10% to 25%, depending on the year following the subscription in which the put is exercised. If the Company elects to terminate the Agreement before its scheduled term of seven years (or to not renew the agreement upon its scheduled termination), SFPI is entitled to put its MaSTherCell equity interest to the Company at fair market value (as determined by SFPI and the Company). Additionally, at any time during the first three years following the investment, SFPI is entitled to exchange its equity interest in MaSTherCell into shares of the Company’s common stock par value \$0.0001 per share (the “Common Stock”), at a rate equal to the subscription price paid by SFPI divided by \$0.52 (subject to adjustment for certain capital events, such as stock splits).

The Agreement contains customary representations, warranties and covenants by MaSTherCell, in respect of which the Company has undertaken to indemnify SFPI for the consequences of any breach thereof by MaSTherCell.

Item 3.03 Material Modification to Rights of Security Holders.

Effective November 13, 2017, the Company filed a Certificate of Change to the Articles of Incorporation of the Company (the “Amendment”) to effectuate a reverse stock split of the Company’s Common Stock, at a ratio of 1-for-12 (the “Reverse Stock Split”). The Board of Directors of the Company previously approved the Reverse Stock Split.

Reason for the Reverse Stock Split

The Reverse Stock Split is being implemented by the Company in connection with an application filed to up-list the Company’s common stock on the NASDAQ Capital Market (“NASDAQ”). The Reverse Stock Split is intended to fulfill the stock price requirements for listing on NASDAQ since the requirements include, among other things, that the Company’s common stock must maintain a minimum per share price of \$4.00 or higher for a specified period that will be required by NASDAQ. There is no assurance that the Company’s application to up-list the Company’s common stock on NASDAQ will be approved.

Effective Date; Symbol

The Reverse Stock Split becomes effective with FINRA (the Financial Industry Regulatory Authority) and in the marketplace at the open of business on November 16, 2017 (the “Effective Date”), whereupon the shares of common stock will begin trading on a split-adjusted basis. On the Effective Date, the Company’s trading symbol will change to “ORGSD” for a period of 20 business days, after which the “D” will be removed from the Company’s trading symbol, which will revert to the original symbol of “ORGS”.

Split Adjustment; No Fractional Shares

On the Effective Date, the total number of shares of the Company’s Common Stock held by each stockholder will be converted automatically into the number of whole shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by such stockholder immediately prior to the Reverse Stock Split, divided by (ii) 12. No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

Non-Certificated Shares; Certificated Shares.

Stockholders who are holding their shares in electronic form at brokerage firms do not have to take any action as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent. The transfer agent will issue a new share certificate reflecting the terms of the Reverse Stock Split to each requesting stockholder.

No Stockholder Approval Required

Under Nevada law, because the Reverse Stock Split was approved by the Board of Directors of the Company in accordance with NRS Section 78.207, no stockholder approval is required. NRS Section 78.207 provides that the Company may effect the Reverse Stock Split without stockholder approval if (x) both the number of authorized shares of Common Stock and the number of outstanding shares of Common Stock are proportionally reduced as a result of the Reverse Stock Split (y) the Reverse Stock Split does not adversely affect any other class of stock of the Company and (z) the Company does not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Company has complied with these requirements.

Immediately after the Reverse Stock Split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain virtually unchanged except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Stock Split. All options, warrants and convertible securities of the Company outstanding immediately prior to the Reverse Stock Split will be appropriately adjusted by dividing the number of shares of Common Stock into which the options, warrants and convertible securities are exercisable or convertible by 12 and multiplying the exercise or conversion price thereof by 12, as a result of the Reverse Stock Split.

The above description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

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

The information required by this Item 5.03 is set forth in Item 3.03 above, which is incorporated herein by reference.

Item 8.01 Other Items.

Between June 5, 2017 and November 14, 2017, the Company raised from a combination of accredited and off shore investors an aggregate of \$4.3 million, of which \$2.3 million represent two year loans convertible into units of the Company's securities, with each unit comprised of one share at a deemed conversion price of \$0.52 (subject to adjustment for certain capital events, such as stock splits) and one Common Stock purchase warrant to purchase an additional share of Common Stock exercisable for a three-year period from the date of conversion at a per share exercise price of \$0.52 (subject to adjustment for certain capital events, such as stock splits).

The loans have a mandatory conversion provision whereby the outstanding amounts are converted into the Company's Common Stock at a fixed rate of \$0.52 per shares (subject to adjustment for certain capital events, such as stock splits) upon the earlier to occur of any of the following: (i) the closing of an offering of equity securities of the Company with gross proceeds to the Company greater than \$10 million (ii) the trading of the Company's Common Stock on the over-the counter market or an exchange at a weighted average price of at least \$0.52 (adjusted for certain capital events such as stock splits) for fifty (50) consecutive trading days, or (iii) the listing of the Company's Common Stock on a U.S. National Exchange.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[3.1 Certificate of Change Pursuant to Nevada Revised Statutes Section 78.209, as filed by Orgenesis Inc. on November 13, 2017](#)

[99.2 Press Release of Orgenesis Inc. dated November 15, 2017 relating to the SFPI investment.](#)

[99.1 Press Release of Orgenesis Inc. dated November 15, 2017 relating to the Reverse Stock Split.](#)

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 hereunto duly authorized.

ORGENESIS INC.

By:

/s/ Neil Reithinger

Neil Reithinger

Chief Financial Officer, Treasurer and Secretary

November 16, 2017



090204



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170479671-14
	Filing Date and Time 11/13/2017 10:10 AM
	Entity Number E0375472008-9

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Orgenesis Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 3 is amended to read as follows:

Effective on 11:59 pm Eastern Time on November 13, 2017 (the "Effective Time"), every twelve (12) shares of the Corporation's common stock, par value \$0.0001 per share (the "Old Common Stock") issued and outstanding immediately prior to the Effective Time, will automatically and without any action on the part of the respective holders thereof be combined and converted into one (1) share of common stock, par value \$0.0001 per share (the "New Common Stock"), such combination and conversion referred to hereinafter as the "Reverse Stock Split".

Notwithstanding the immediately preceding sentence, no fractional shares of the New Common Stock will be issued to the holders of record of the Old Common Stock (continued on the attachment)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X *Verid Caplan*

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit After
Revised: 1-5-15

ATTACHMENT TO THE CERTIFICATE OF AMENDMENT

in connection with the foregoing reclassification of shares of Old Common Stock and the Corporation shall not recognize on its stock record books any purported transfer of any fractional share of New Common Stock. In lieu thereof, each fraction share of New Common Stock shall be rounded up to the nearest whole number.

Immediately after the Effective Time, the total number of shares that the Corporation is authorized to issue is 145,833,334 shares of common stock, par value \$0.0001, and no shares without par value.



For Immediate Release

ORGENESIS COMPLETES REVERSE STOCK SPLIT

GERMANTOWN, MD – November 16, 2017 – Orgenesis Inc. (OTCQB: ORGS) (“Orgenesis” or the “Company”), a fully-integrated cell therapy and contract development and manufacturing company, today announced a reverse stock split of its shares of common stock at a ratio of 1-for-12. The Company's common stock will begin trading on a post-split basis on Thursday, November 16, 2017. The Company's trading symbol on November 16, 2017 will change to “ORGSD”. The “D” will be removed 20 business days from that date, and the symbol will revert to the original symbol of “ORGS.” In connection with the reverse stock split, the Company's CUSIP number will change to 68619K204.

The reverse stock split was implemented by the Company in connection with its application to list the Company's common stock on the NASDAQ Capital Market and was necessary in order to fulfill the initial listing stock price requirements. In order to list on the NASDAQ Capital Market, among other things, the Company's common stock must maintain a minimum per share of \$4.00 or higher for a specified number of days as required by NASDAQ. There is no assurance that our application to list our common stock on the NASDAQ Capital Market will be approved.

"The reverse split represents a significant milestone for Orgenesis, as we approach our goal of listing on the NASDAQ Capital Market," commented Vered Caplan, the Company's Chief Executive Officer.

As a result of the reverse stock split, the total number of shares of common stock held by each stockholder will be converted automatically into the number of whole shares of common stock equal to (i) the number of shares of common stock held by such stockholder immediately prior to the reverse stock split, divided by (ii) 12. No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one whole share of the post-split common stock to any stockholder who otherwise would have received a fractional share as a result of the reverse stock split.

Stockholders who are holding their shares in electronic form at their brokerage firms do not have to take any action as the effects of the reverse stock split will automatically be reflected in their brokerage accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company's transfer agent. The transfer agent will issue a new share certificate reflecting the terms of the reverse stock split to each requesting shareholder.

All options, warrants and convertible securities of the Company outstanding immediately prior to the reverse stock split will be appropriately adjusted by dividing the number of shares of common stock into which the options, warrants, and convertible securities are exercisable or convertible by 12 and multiplying the exercise or conversion price thereof by 12, as a result of the reverse stock split.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

For additional information regarding the reverse stock split, reference is made to our Current Report on Form 8-K dated November 13, 2017, as filed with the Securities and Exchange Commission on November 16, 2017.

About Orgenesis Inc.

Orgenesis is a vertically-integrated biopharmaceutical company with expertise and unique experience in cell therapy development and manufacturing. In addition, through its Israeli subsidiary, Orgenesis Ltd., Orgenesis is a pioneer in the development of technology designed to successfully reprogram human liver cells into glucose-responsive, fully functional, Insulin Producing Cells (IPCs). Orgenesis believes that converting the diabetic patient's own tissue into insulin-producing cells has the potential to overcome the significant issues of donor shortage, cost and exposure to chronic immunosuppressive therapy associated with islet cell transplantation. This integrated approach supports Orgenesis's business philosophy of bringing to market significant life-improving medical treatments. For more information, visit www.orgenesis.com.

Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve substantial uncertainties and risks. These forward-looking statements are based upon our current expectations, estimates and projections and reflect our beliefs and assumptions based upon information available to us at the date of this release. We caution readers that forward-looking statements are predictions based on our current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Our actual results, performance or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, the ability of the Company to continue as a going concern, the acceptance by The NASDAQ Capital Market of our application to up-list our common stock, the development of our regeneration technology as therapeutic treatment for diabetes which could, if successful, be a cure for Type 1 Diabetes; our limited financial resources and our ability to raise the working capital needed to fund the commitments of our CDMO business, various joint ventures, development projects and business generally; our ability to retain key employees; our ability to satisfy the rigorous regulatory requirements for new medical procedures; our competitors developing better or cheaper alternatives to our products and the risks and uncertainties discussed under the heading "RISK FACTORS" in Item 1 of our Annual Report on Form 10-K for the fiscal year ended November 30, 2016, and in our other filings with the Securities and Exchange Commission. We undertake no obligation to revise or update any forward-looking statement for any reason.

Contact Information

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For Immediate Release

ORGENESIS SUBSIDIARY MASTHERCELL RAISES 5 MILLION EURO EQUITY INVESTMENT FROM SFPI-FPIM

MaSTherCell, the leading cell therapy CDMO, will use the proceeds of this investment to accelerate the delivery of its state of the art commercial unit in Belgium and leverage its expertise within the Orgenesis global CDMO network

GERMANTOWN, MD - November 16, 2017 – Orgenesis Inc., (OTCQB: ORGS) (“Orgenesis” or the “Company”), a vertically-integrated biopharmaceutical company with expertise and unique experience in cell therapy development and manufacturing, today announced it has entered an agreement with Société Fédérale de Participations et d'Investissement (“SFPI”), pursuant to which SFPI is making an equity investment in MaSTherCell, Orgenesis’ wholly-owned Belgian-based subsidiary, in the aggregate amount of €5 million (approximately \$5.9 million) for 16.67% of MaSTherCell.

The investment proceeds will be used to increase MaSTherCell’s capital directed at supporting its development plans over the coming years. The Belgium facility will be expanded with a dedicated, late-stage clinical and commercial unit, anticipated to be operational by the fourth quarter of 2018. This new asset will provide the most up-to-date commercial capabilities in Europe with five state-of-the-art advanced therapies manufacturing units and extended Good Manufacturing Practice (GMP)-accredited quality control (QC) laboratories.

This expansion will position MaSTherCell’s Belgium facility as the European hub for the continental activities of Orgenesis’ global CDMO global network. Orgenesis continues to leverage MaSTherCell’s Belgium-based expertise on a global level to cement MaSTherCell as a globally-recognized center of excellence for the cell therapy industry.

“Our investment in MaSTherCell’s capital highlights the confidence we have in Orgenesis’ global strategy and, in particular, its decision to capitalize on MaSTherCell’s development and manufacturing platform,” said François Fontaine, Investment Manager at SFPI. “We have been impressed by the results achieved so far and want to congratulate and support both companies’ managements in their development strategy.”

“The successful development of MaSTherCell in the context of the rapidly expanding cell and gene therapy industry is very exciting. We are really pleased to be supported by the Federal fund to support both our global and local expansion,” said Vered Caplan, Chief Executive Officer of Orgenesis. “This investment will accelerate the delivery of our state of the art commercial unit and the development of MaSTherCell within the already very dynamic Belgium healthcare cluster.”

About Orgenesis Inc.

Orgenesis is a vertically-integrated biopharmaceutical company with expertise and unique experience in cell therapy development and manufacturing. In addition, through its Israeli subsidiary, Orgenesis Ltd., Orgenesis is a pioneer in the development of technology designed to successfully reprogram human liver cells into glucose-responsive, fully functional, Insulin Producing Cells (IPCs). Orgenesis believes that converting the diabetic patient's own tissue into insulin-producing cells has the potential to overcome the significant issues of donor shortage, cost and exposure to chronic immunosuppressive therapy associated with islet cell transplantation. This integrated approach supports Orgenesis's business philosophy of bringing to market significant life-improving medical treatments. For more information, visit www.orgenesis.com.

About MaSTherCell

MaSTherCell is a dynamic and global Contract Development and Manufacturing Organization (CDMO) on a mission to deliver optimized process industrialization capacities to cell therapy organizations and speed up the arrival of their therapies onto the market. At the heart of MaSTherCell is a team of more than 80 highly dedicated experts combining strong experience in cGMP cell therapy manufacturing with a technology-focused approach and a substantial knowledge of the industry. From technology selection to business modeling, GMP manufacturing, process development, quality management and assay development, MaSTherCell's teams are fully committed to helping their clients fulfill their objective of providing sustainable and affordable therapies to their patients. The company operates in a validated and flexible facility located in the strategic center of Europe within the Walloon healthcare cluster, Biowin. For more information, visit www.masthercell.com.

About SFPI

SFPI-FPIM is the federal public holding company, which fulfils a dual function. It not only acts as an investment company, but also as a government holding company. The investments as a public holding company are done in consultation with the government. SFPI-FPIM wishes to profile itself as an investment company that attaches great importance to socially responsible projects. SFPI-FPIM is looking for the perfect combination of profitability and societal relevance. For more information, visit www.sfpi-fpim.be.

Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve substantial uncertainties and risks. These forward-looking statements are based upon our current expectations, estimates and projections and reflect our beliefs and assumptions based upon information available to us at the date of this release. We caution readers that forward-looking statements are predictions based on our current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Our actual results, performance or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including, but not limited to, our expectations as to the expansion of MaSTherCell's business, our ability to raise additional working capital needed to fund the commitments of our CDMO business, various joint ventures, development projects and business generally; our ability to retain key employees; our ability to satisfy the rigorous regulatory requirements for new medical procedures; our competitors developing better or cheaper alternatives to our products and the risks and uncertainties discussed under the heading "RISK FACTORS" in Item 1 of our Annual Report on Form 10-K for the fiscal year ended November 30, 2016, and in our other filings with the Securities and Exchange Commission. We undertake no obligation to revise or update any forward-looking statement for any reason.

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