

Orgenesis Inc.  
Form 8-K  
December 20, 2018

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**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): **December 20, 2018**

**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 (*see* General Instruction A.2. below):

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 as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 20, 2018, Orgenesis Inc. (the Company) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement (the Sales Agreement) with Cantor Fitzgerald & Co., as agent (Cantor), pursuant to which the Company may offer and sell, from time to time through Cantor, shares of the Company's common stock, par value \$0.0001 per share (the Common Stock), having an aggregate offering price of up to \$25 million (the Shares).

Under the Sales Agreement, Cantor will use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market to sell Shares from time to time based upon the Company's instructions, including any price, time or size limits specified by the Company. Under the Sales Agreement, Cantor may sell Shares by any method deemed to be an at the market offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the Securities Act), including sales made directly on or through The Nasdaq Capital Market or any other existing trading market for the Company's common stock. Cantor's obligations to sell Shares under the Sales Agreement are subject to satisfaction of certain customary closing conditions for transactions of this nature.

The Company is not obligated to sell any Shares under the Sales Agreement. The offering of Shares pursuant to the Sales Agreement will terminate upon the termination of the Sales Agreement by Cantor or the Company, as permitted therein.

The Company will pay Cantor a commission rate of 3.0% of the aggregate gross proceeds from each sale of Shares and has agreed to provide Cantor with customary indemnification and contribution rights. The Company also agreed to reimburse Cantor for the reasonable and documented fees and expenses of its outside legal counsel, not to exceed \$50,000 in the aggregate, in connection with entering into the Sales Agreement.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The opinion of Pearl Cohen Zedek Latzer Baratz LLP, the Company's outside legal counsel, regarding the validity of the Shares that will be issued pursuant to the Sales Agreement is also filed herewith as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the common stock discussed herein, nor shall there be any offer, solicitation, or sale of common stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Shares sold under the Sales Agreement will be offered and sold pursuant to the Company's previously filed and effective Registration Statement on Form S-3 (Registration No. 333-223777) (the Registration Statement) and a prospectus supplement and accompanying base prospectus that the Company expects to file with the Securities and Exchange Commission (the SEC) relating to the Shares shortly after the filing of this Current Report on Form 8-K.

The Company cautions you that statements included in this Current Report on Form 8-K that are not a description of historical facts are forward-looking statements. These forward-looking statements include statements regarding the Company's ability to sell Shares pursuant to the Sales Agreement. The inclusion of forward-looking statements should not be regarded as a representation by the Company that any of these statements, results or sales will be achieved or completed due in part to risks and uncertainties inherent in the Company's business, including those described in the Company's Annual Report on Form 10-K for the year ended November 30, 2017, filed with the SEC on February 28, 2018 and the Company's Form 10-Q for the quarter ended August 31, 2018, filed with the SEC on October 12, 2018. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the Company undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This

caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
No.**      **Description**

5.1      Opinion of Pearl Cohen Zedek Latzer Baratz LLP

10.1      Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated December 20, 2018, by and between Orgenesis Inc. and Cantor Fitzgerald & Co.

23.1      Consent of Pearl Cohen Zedek Latzer Baratz, LLP (contained in Exhibit 5.1)

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**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.**

Date: December 20, 2018    By:

/s/ Neil Reithinger  
Neil Reithinger  
Chief Financial Officer, Treasurer and Secretary

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