

Orgenesis Inc.  
Form 8-K  
May 09, 2013

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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) **May 6, 2013**

**ORGENESIS INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other  
jurisdiction of incorporation)

**000-54329**  
(Commission  
File Number)

**980583166**  
(IRS Employer  
Identification No.)

**21 Sparrow Circle, White Plains, NY 10605**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **+972.4.824.2051**

**N/A**

(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))
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### **Item 1.01 Entry into a Material Definitive Agreement**

#### *Process Development Agreement with ATI BVBA*

On May 6, 2013 our wholly owned subsidiary, Orgenesis Ltd. entered into a Process Development Agreement with ATI BVBA, a Belgium company which is a wholly owned subsidiary of Advanced Technology Materials, Inc. ( **ATMI** ), a US publicly traded company. The objective of this service agreement is for ATMI to supply Orgenesis with a complete disposable manufacturing process for expansion of a patient's liver cells outside of the body. The machinery to be produced by ATMI would be automated as much as possible. ATMI has designed and developed expansion technology which includes a multi-plate bioreactor especially developed for adherent fragile cell culture applications such as adult liver cells culture.

The agreement is for a period of six months unless terminated by either party with 30 days advance written notice to the other party.

A copy of the agreement is attached as exhibit 10.1 to this current report on Form 8-K.

#### *Subscription Agreement with ATMI*

On May 6, 2013, we entered into a subscription agreement with ATMI, pursuant to which ATMI purchased 1,526,718 units of our securities at a price of \$0.8515 per unit for gross proceeds of \$1,300,000. Each Unit consists of one share of our common stock and one common share purchase warrant. Each warrant may be exercised pursuant to the terms of the warrant certificate for a period of two years from issuance at an exercise price of \$1.00, subject to adjustments as set out in the warrant certificate.

A copy of the subscription agreement and the warrant certificate are attached as exhibits 10.2 and 10.3 to this current report on Form 8-K.

#### *Registration Rights Agreement*

In connection with the subscription agreement, we also entered into a registration rights agreement dated May 6, 2013, whereby we agree to provide notice to ATMI that we will register their shares if we file a registration statement with the Securities and Exchange.

A copy of the registration rights agreement is attached as exhibit 10.4 to this current report on Form 8-K.

### **Item 3.02 Unregistered Sales of Equity Securities.**

The information required by this Item 3.02 is included under Item 1.01 of this Current Report on Form 8-K.

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**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

10.1 May 6, 2013 Process Development Agreement with ATI BVBA

10.2 Form of subscription agreement

10.3 Form of warrant

10.4 Registration Rights Agreement

**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/ Dov Weinberg

Dov Weinberg

Chief Financial Officer, Secretary and Treasurer

May 8th, 2013

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