

Orgenesis Inc.  
Form 8-K  
March 04, 2014

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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) **March 4, 2014**

**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.**

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

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

*Private Placement*

On March 4, 2014, we issued 1,128,849 units to 13 investors in a non-brokered private placement, at a purchase price of \$0.52 per unit for gross proceeds of \$587,001. Each unit consisted of one share of our common stock and one non-transferable common share purchase warrant, with each warrant entitling the holder to acquire one additional share of our common stock at a price of \$0.52 per share for a period of three years.

We issued:

- (i) 1,032,695 of these units to 12 non-US persons (as that term is defined in Regulation S of the *Securities Act of 1933*, as amended) in an offshore transaction in which we relied on the exemptions from the registration requirements provided for in Regulation S and/or Section 4(2) of the *Securities Act of 1933*, as amended; and
- (ii) 96,152 of these units to one US person, who is an accredited investor (as that term is defined in Rule 501 of Regulation D under the *Securities Act of 1933*, as amended), and in issuing these units to this person we relied on the exemptions from the registration requirements provided for in Rule 506 Regulation D and/or Section 4(a)(2) of the *Securities Act of 1933*, as amended.

Please review the form of securities purchase agreement and warrant certificate, filed as exhibits to this Current Report on Form 8-K, for a complete description of all of the terms and conditions of the private placement.

*Convertible Debenture with Mediapark A.G.*

On December 6, 2013, we entered into a convertible loan agreement with Mediapark A.G., a Marshall Islands company, pursuant to which Mediapark purchased an 8% unsecured convertible debenture (the *Debenture*) in the aggregate principal amount of US \$100,000. On March 22, 2013, we entered a similar convertible loan agreement with Mediapark in the aggregate principal amount of \$250,000. Section 8 of the agreement states that if we complete an equity financing prior to the maturity date of the loan, in an amount greater than \$350,000 Mediapark would convert all our outstanding indebtedness into equity securities on the same terms as the current financing. As a result, we had \$370,772 including principle and interest outstanding as at March 3, 2014 due to Mediapark and have therefore issued to Mediapark 713,023 shares of common stock at a price of \$0.52 and 713,023 warrants to acquire additional shares of our common stock at a price of \$0.52 per share for a period of three years in full payment of our indebtedness.

We granted the securities to one non-U.S. person (as that term is defined in Regulation S of the United States *Securities Act of 1933*, as amended) in an offshore transaction in which we relied on the registration exemption provided for in Regulation S and/or Section 4(2) of the *Securities Act of 1933*.

Please review the form of convertible loan agreement, filed as an exhibit to our Current Report on Form 8-K December 16, 2013, for a complete description of all of the terms and conditions of the private placement.

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

(d) *Exhibits*

10.1 form of subscription agreement

10.2 form of warrant

10.3 Convertible Loan Agreement dated December 6, 2013 with Mediapark Investments Limited  
(attached as an exhibit to our current report on Form 8-K filed on December 16, 2013)

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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.**

By:

/s/ Dov Weinberg

Dov Weinberg  
Chief Financial Officer, Secretary and Treasurer

March 4, 2014

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