

Orgenesis Inc.  
Form 8-K  
April 28, 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) **April 24, 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.**

On April 24, we issued 384,615 units to one investor in a non-brokered private placement, at a purchase price of \$0.52 per unit for gross proceeds of \$200,000. Each unit consists 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 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 subscription agreement and warrant, 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.

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

(d) *Exhibits*

10.1 form of subscription agreement with form of warrant

**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/ Joseph Tenne

Joseph Tenne

Chief Financial Officer, Treasurer and Secretary

April \_\_\_\_\_, 2014

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