

Orgenesis Inc.  
Form 8-K  
May 30, 2014

---

**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 29, 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))
-

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

On May 29, 2014, we entered into a convertible loan agreement with Nine Investments Limited, a Hong Kong company (the Lender ), pursuant to which the Lender loaned us €1,085,000 (US\$1,495,000) which we will transfer to our Belgium subsidiary to fund a research project to develop new medical technologies and cell therapies for the treatment of diabetes. Interest is calculated at 8% semi-annually and is payable, along with the principal on or before December 31, 2014 subject to acceleration for specific events including:

- if a grant of money to Orgenesis SPRL is not approved by DEPARTEMENT DE LA GESTION FINANCIERE DIRECTION DE L'ANALYSE FINANCIERE ( DGO6 ) within 90 days after the loan proceeds are advanced; and
- if we raise, in the aggregate, gross proceeds of more than US\$400,000 between the date of the loan and the maturity date, but only to the extent of gross proceeds so raised that are in excess of US\$400,000.

The Lender may provide us with written notice to convert all or part of the loan into shares of our common stock at a deemed price of \$0.40 per share of common stock.

As consideration for the loan, we agreed to issue 500,000 shares of common stock to the Lender.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information required by this Item 2.03 is included under Item 1.01 of 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. Our company issued the bonus shares to one non-U.S. 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 registration exemption provided for in Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended.

### **Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

10.1 Convertible Loan Agreement dated May 29, 2014 with Nine Investments Limited.

---

**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, Secretary and Treasurer

May 30, 2014

---