Theodorus II SA
Form 3
September 21, 2017

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Theodorus II SA
(Last) (First) (Middle)

ALLEE DE LA RECHERCHE, 12
(Street)

ANDERLECTHT,Â C9Â 1070
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/11/2017

3. Issuer Name **and** Ticker or Trading Symbol
Orgenesis Inc. [ORGS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,452,358	D	Â
Common Stock	5,452,358 (1)	I (1)	I (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option To Purchase (2)	03/02/2015	11/05/2017	Common Stock	2,452,751 (2)	$ (3)	D (2)	Â
Option To Purchase (4)	03/02/2015	11/05/2017	Common Stock	2,452,751 (4)	$ (3)	I (4)	I (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theodorus II SA ALLEE DE LA RECHERCHE, 12 ANDERLECTHT,Â C9Â 1070	Â	Â X	Â	Â

Signatures

/s/ Olivier Belenger, Director on behalf of Theodorus II SA	09/20/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Determined in accordance with Rule 13d-3(d)(1), as a result of their cooperation and acting in concert for the sole purpose of facilitating the orderly disposition of all of their beneficial ownership in the Common Stock of the Issuer, Theodorus SCA and Theodorus II SA may be deemed to beneficially own as a group 10,904,716 shares of the Issuer's common stock. . Monsieur Belenger is the investment manager for Theodorus SCA and Theodorus II SA and has sole voting and dispositive power of the shares beneficially owned by Theodorus SCA and Theodorus II SA. Theodorus II SA expressly disclaims beneficial ownership in the shares beneficially owned by Theodorus SCA.

(2) Includes 2,452,751 shares of common stock covered by an option to purchase between Theodorus II SA and the L'Universite Libre De Bruxelles, all of which are exercisable within 60 days.

(3) The price per share shall be calculated on the basis of the total price for all shares taking into account the following formula: Total price for all shares = 750,000 EUR * (1 + 12.5%) N whereby N = the number of years after October 14, 2011, it being understood that in case the option is exercised before November 5, 2015 this number of years is increased by one (1).

(4) Includes 2,452,751 shares of common stock covered by an option to purchase shares of common between Theodorus SCA and the L'Universite Libre De Bruxelles, all of which are exercisable within 60 days. Theodorus II SA expressly disclaims beneficial ownership in the option shares beneficially owned by Theodorus SCA

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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