

Orgenesis Inc.  
Form 8-K  
May 31, 2012

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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 23, 2012**

**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 5.02, Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers;**

Effective May 23, 2012 our board of directors adopted and approved the Global Share Incentive Plan (2012). The purpose of the option plan is to enhance the long-term stockholder value of our company by offering opportunities to our directors, officers, key employees, independent contractors and consultants to acquire and maintain stock ownership in our company in order to give these persons the opportunity to participate in our company's growth and success, and to encourage them to remain in the service of our company. A total of 12,000,000 shares of our common stock are available for issuance under the stock option plan.

*For the full text of the stock option plan, please see Exhibit 99.1 and 99.2 to this current report on Form 8-K.*

**Item Financial Statements and Exhibits.  
9.01**

(d) Exhibits.

Exhibit Description

99.1 Global Share Incentive Plan (2012)

99.2 Appendix - Israeli Taxpayers Global Share Incentive Plan (2012)

**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/ Jacob Ben Arie

Jacob Ben Arie

Chief Executive Officer and President

May 31, 2012

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