

BenArie Jacob  
 Form 3/A  
 January 31, 2013

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BenArie Jacob		(Month/Day/Year)	Orgenesis Inc. [ORGS]	
(Last)	(First)	(Middle)	02/02/2012	
70 DENYA ST.			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
HAIFA,Â L3Â 34980			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) President & CEO	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			03/28/2012	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
			(Instr. 5)	

**Table I - Non-Derivative Securities Beneficially Owned**

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

Stock Options      02/02/2012<sup>(1)</sup> 02/02/2022      Common Stock      2,781,905      \$ 0.69      D      Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BenArie Jacob 70 DENYA ST. HAIFA, L3 34980	Â	Â	Â President & CEO	Â

## Signatures

/s/ Jacob Benarie      01/31/2013

     \*\*Signature of      Date  
Reporting Person

## 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) The options vest in 12 equal quarterly installments of 231,825 from the date of grant.

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### Remarks:

This report is being filed to include security ownership which was omitted from the original form.

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

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