

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Reyes Joyce</u> (Last) (First) (Middle) <u>C/O HISTOGEN INC.</u> <u>10655 SORRENTO VALLEY ROAD, SUITE 200</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Histogen Inc. [HSTO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.95	03/10/2023		A		47,417		(1)	03/10/2033	Common Stock	47,417	\$0.00	47,417	D	
Stock Option (right to buy)	\$0.95	03/10/2023		A		16,659		(1)	03/10/2033	Common Stock	16,659	\$0.00	16,659	D	
Stock Option (right to buy)	\$4.8 ⁽²⁾	03/10/2023		D ⁽³⁾			1,200 ⁽²⁾	(4)	02/17/2032	Common Stock	1,200	\$0.00	0	D	
Stock Option (right to buy)	\$3.2 ⁽²⁾	03/10/2023		D ⁽³⁾			7,833 ⁽²⁾	(5)	06/01/2032	Common Stock	7,833	\$0.00	0	D	

Explanation of Responses:

- 1/4 of the shares subject to the option vest one year after the date of grant, on 3/10/2024, and the remaining 1/36 of the shares vest on a monthly basis thereafter.
- Effective June 2, 2022, the Issuer effected a 1-for-20 reverse stock split of the Company's issued and outstanding common stock, par value \$0.0001 per share.
- On March 10, 2023, the Issuer and the Reporting Person agreed to cancel the stock option award.
- 1/4 of the shares subject to the option vested on 9/15/2022 and the remaining 1/36 of the shares vest on a monthly basis thereafter.
- 1/4 of the shares subject to the option vested one year after the date of grant, on 6/1/2023, and the remaining 1/36 of the shares vest on a monthly basis thereafter.

Remarks:

Senior Vice President of Regulatory, Quality, Clinical Operations, and Technical Operations

/s/ Susan A. Knudson as attorney-in-fact for Joyce Reyes 03/14/2023

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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