
**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): June 27, 2022

Histogen Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36003
(Commission
File Number)

20-3183915
(IRS Employer
Identification No.)

10655 Sorrento Valley Road, Suite 200
San Diego, CA
(Address of principal executive offices)

92121
(Zip Code)

(858) 526-3100
(Registrant's telephone number, including area code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	HSTO	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders

On June 27, 2022, in accordance with the terms set forth in the (i) Certificate of Designations of Preferences, Rights and Limitations of Series A Redeemable Convertible Preferred Stock filed with the Delaware Secretary of on March 25, 2022 (the "Certificate of Designation of Series A Preferred Stock"), and (ii) Certificate of Designations of Preferences, Rights and Limitations of Series B Redeemable Convertible Preferred Stock filed with the Delaware Secretary of on March 25, 2022 (the "Certificate of Designation of Series B Preferred Stock"), certain holders of the Series A Redeemable Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock") and Series B Redeemable Convertible Preferred Stock, par value \$0.0001 per share (individually, the "Series B Preferred Stock") delivered to Histogen Inc. (the "Company") a notice of redemption (the "Redemption Notices") causing the Company to redeem its shares of Series A Preferred Stock and Series B Preferred Stock, as applicable. On June 29, 2022, the Company redeemed for cash at a price equal to 105% of the \$1,000 stated value per share 625 outstanding shares of Series A Preferred Stock and 625 outstanding shares of Series B Preferred Stock based on the receipt of the Redemption Notices (the "Preferred Redemption"). As a result, all shares of the Preferred Stock are no longer outstanding and the Company's only class of outstanding stock is its common stock, par value \$0.0001 per share.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 30, 2022, the Company filed a Certificate of Elimination with respect to the Series A Preferred Stock (the "Series A Certificate of Elimination"), which upon filing with the Secretary of State of the State of Delaware ("Delaware Secretary"), eliminated from all matters set forth in the Certificate of Designation of Series A Preferred Stock.

On June 30, 2022, the Company filed a Certificate of Elimination with respect to the Series B Preferred Stock (the "Series B Certificate of Elimination"), which upon filing with the Delaware Secretary, eliminated from all matters set forth in the Certificate of Designation of Series B Preferred Stock.

A copy of the Series A Certificate of Elimination relating to the Series A Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the Series B Certificate of Elimination relating to the Series B Preferred Stock is attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

The information set forth above in Items 3.03 and 5.03 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Elimination relating to the Certificate of Designations of Preferences, Rights and Limitations of Series A Redeemable Convertible Preferred Stock
3.2	Certificate of Elimination relating to the Certificate of Designations of Preferences, Rights and Limitations of Series B Redeemable Convertible Preferred Stock
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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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.

Histogen Inc.

Date: June 30, 2022

By: /s/ Susan A. Knudson

Name: Susan A. Knudson

Title: Executive Vice President, Chief Financial Officer & Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES A REDEEMABLE CONVERTIBLE PREFERRED STOCK
OF HISTOGEN INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

Histogen Inc., a Delaware corporation (the "Company"), certifies as follows:

1. The Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Company, including as amended pursuant to that certain Certificate of Designation of Preferences, Rights and Limitations of Series A Redeemable Convertible Preferred Stock (the "Certificate of Designation"), authorizes the issuance of 2,500 shares of preferred stock, par value \$0.0001 per share, of the Company designated as Series A Redeemable Convertible Preferred Stock (the "Series A Preferred Stock").

2. Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Company adopted the following resolutions:

RESOLVED: That no shares of the Series A Preferred Stock are outstanding, and none of the authorized shares of the Series A Preferred Stock will be issued subject to the Certificate of Designation.

RESOLVED FURTHER: That the Company be, and hereby is, authorized and directed to prepare and file a certificate of elimination (the "Certificate of Elimination") in accordance with the foregoing resolution and the provisions of the DGCL containing these resolutions, with the effect under the DGCL of eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock.

RESOLVED FURTHER: That the chief executive officer, president, or the secretary of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company and in its name, to execute and file the Certificate of Elimination with the Secretary of State of the State of Delaware, at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the DGCL.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series A Preferred Stock in the Certificate of Incorporation are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of preferred stock of the Company.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed on its behalf by its duly authorized officer on this 30th day of June, 2022.

HISTOGEN INC.

/s/ Susan A. Knudson

Name: Susan A. Knudson
Title: Executive Vice President, Chief Financial Officer,
Chief Compliance Officer & Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES B REDEEMABLE CONVERTIBLE PREFERRED STOCK
OF HISTOGEN INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

Histogen Inc., a Delaware corporation (the "Company"), certifies as follows:

1. The Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), of the Company, including as amended pursuant to that certain Certificate of Designation of Preferences, Rights and Limitations of Series B Redeemable Convertible Preferred Stock (the "Certificate of Designation"), authorizes the issuance of 2,500 shares of preferred stock, par value \$0.0001 per share, of the Company designated as Series B Redeemable Convertible Preferred Stock (the "Series B Preferred Stock").

2. Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Company adopted the following resolutions:

RESOLVED: That no shares of the Series B Preferred Stock are outstanding, and none of the authorized shares of the Series B Preferred Stock will be issued subject to the Certificate of Designation.

RESOLVED FURTHER: That the Company be, and hereby is, authorized and directed to prepare and file a certificate of elimination (the "Certificate of Elimination") in accordance with the foregoing resolution and the provisions of the DGCL containing these resolutions, with the effect under the DGCL of eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designation with respect to the Series B Preferred Stock.

RESOLVED FURTHER: That the chief executive officer, president, or the secretary of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company and in its name, to execute and file the Certificate of Elimination with the Secretary of State of the State of Delaware, at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the DGCL.

3. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series B Preferred Stock in the Certificate of Incorporation are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of preferred stock of the Company.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed on its behalf by its duly authorized officer on this 30th day of June, 2022.

HISTOGEN INC.

/s/ Susan A. Knudson

Name: Susan A. Knudson
Title: Executive Vice President, Chief Financial Officer,
Chief Compliance Officer & Corporate Secretary