
**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 9, 2021

Histogen Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

001-36003
(Commission
File Number)

20-3183915
(IRS Employer
Identification No.)

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 8.01 Other Information.

On June 9, 2021, Histogen Inc. (the “Company”) issued a press release announcing the closing of its previously announced registered direct offering for the issuance and sale of 5,977,300 shares of its common stock, at a purchase price of \$1.10 per share. The Company has also issued to investors, in a concurrent private placement, unregistered warrants to purchase up to an aggregate of 4,781,840 shares of its common stock. The warrants have an exercise price of \$ 1.00 per share, are exercisable immediately and will expire five and one-half years from the date of issuance. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibits</u>
99.1	Press Release, dated June 9, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 9, 2021

By: /s/ Richard W. Pascoe

Name: Richard W. Pascoe

Title: President and Chief Executive Officer



CONTACT:
Susan A. Knudson
Executive Vice President & CFO
Histogen Inc.
ir@histogen.com

Histogen Announces Closing of \$6.5 Million Registered Direct Offering Priced At-the-Market under Nasdaq Rules

SAN DIEGO, June 9, 2021 – Histogen Inc. (NASDAQ: HSTO), a clinical-stage therapeutics company focused on developing potential first-in-class restorative therapeutics that ignite the body’s natural process to repair and maintain healthy biological function, today announced the closing of its previously announced registered direct offering for the issuance and sale of 5,977,300 shares of its common stock, at a purchase price of \$1.10 per share, in a registered direct offering priced at-the-market under Nasdaq rules. Histogen has also issued to the investors, in a concurrent private placement, unregistered warrants to purchase up to an aggregate of 4,781,840 shares of its common stock. The offering was priced at-the-market under Nasdaq rules.

H.C. Wainwright & Co. acted as the exclusive placement agent for the offering.

The warrants have an exercise price of \$1.00 per share, are immediately exercisable and will expire five and one-half years from the date of issuance.

The gross proceeds from this offering were approximately \$6.5 million, before deducting placement agent’s fees and other offering expenses. Histogen intends to use the net proceeds from this offering for working capital and general corporate purposes, including expenses related to the clinical development of its pipeline programs, further research and development, capital expenditures and general and administrative expenses.

The shares of common stock (but not the warrants or the shares of common stock underlying the warrants) were offered by Histogen pursuant to a “shelf” registration statement on Form S-3 (File No. 333-248074) previously filed with the Securities and Exchange Commission (the “SEC”) on August 17, 2020 and declared effective by the SEC on August 26, 2020. The offering of the shares of common stock only was made by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A final prospectus supplement and accompanying prospectus relating to the shares of common stock was filed with the SEC and is available on the SEC’s website at <http://www.sec.gov>. Electronic copies of the prospectus supplement and the accompanying prospectus may also be obtained by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at (212) 856-5711 or e-mail at placements@hcwco.com.

The warrants described above were offered in a private placement under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Act”), and Regulation D promulgated thereunder and, along with the shares of common stock underlying the warrants, have not been registered under the Act, or applicable state securities laws. Accordingly, the warrants and underlying shares of common stock may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Act and such applicable state securities laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Histogen

Histogen Inc. is a clinical-stage therapeutics company focused on developing potential first-in-class restorative therapeutics that ignite the body's natural process to repair and maintain healthy biological function. Histogen's innovative technology platform utilizes cell conditioned media and extracellular matrix materials produced by hypoxia-induced multipotent cells. Histogen's proprietary, reproducible manufacturing process provides targeted solutions across a broad range of therapeutic indications including joint cartilage regeneration, spinal disk repair, hair growth and dermal rejuvenation. For more information, please visit www.histogen.com.

Forward-Looking Information

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other Federal securities laws. For example, we are using forward-looking statements when we discuss the use of proceeds, as well as Histogen's future operations and its ability to successfully initiate and complete clinical trials, obtain clinical trial data and achieve regulatory milestones and related timing, including those related to the suspension of the HST 001 program, the commencement of the planned HST 003 Phase 1/2 clinical trial for regeneration of cartilage in the knee, the anticipated filing of the HST 004 IND for spinal disc repair and the completion and reporting of topline data for the Phase 1 study of emricasan for the treatment of COVID-19; the nature, strategy and focus of Histogen's business; the sufficiency of Histogen's cash resources and its ability to achieve value for its stockholders, specifically given the strategic shift to orthopedic indications; the sufficiency of Amerimmune's cash resources and its ability to complete the Phase 1 study of emricasan and achieve value for Histogen's stockholders; and the development and commercial potential and potential benefits of any of Histogen's product candidates, such as HST 003, HST 004 and the Collaborative Development and Commercialization Agreement with Amerimmune and any other collaboration agreements. Histogen may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements and you should not place undue reliance on these forward-looking statements. Because such statements deal with future events and are based on Histogen's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Histogen that could differ materially from those described in or implied by the statements in this press release, including: market and other conditions, the uncertainties associated with the clinical development and regulatory approval of Histogen's product candidates, including potential delays in the commencement, enrollment and completion of clinical trials, such as the planned HST 003 Phase 1/2 clinical trial for regeneration of cartilage in the knee, the anticipated filing of the HST 004 IND for spinal disc repair and Amerimmune's ability to further develop emricasan for the treatment of COVID-19, including the complexity and length of studies required to commercialize emricasan for COVID-19 and potential delays in the completion of clinical trials, such as the emricasan Phase 1 study for the treatment of COVID-19; Histogen's dependence on its collaboration partner, Amerimmune, to carry out the development of emricasan and the potential for delays in the timing of regulatory approval; competition in the orthopedics market, COVID-19 market and other markets in which Histogen and its collaboration partner operate; the potential that earlier clinical trials and studies of Histogen's product candidates may not be predictive of future results; risks related to business interruptions, including the outbreak of COVID-19 coronavirus, which could seriously harm Histogen's financial condition and increase its costs and expenses; and the requirement for additional capital to continue to advance these product candidates, which may not be available on favorable terms or at all. The foregoing review of important factors that could cause actual events to differ from expectations

should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including those risks discussed in Histogen's filings with the Securities and Exchange Commission. Except as otherwise required by law, Histogen disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events, or circumstances or otherwise.

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