

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

HISTOGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

20-3183915
(I.R.S. Employer
Identification Number)

**10655 Sorrento Valley Road, Suite 200
San Diego CA 92121
(858) 526-3100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Richard W. Pascoe
10655 Sorrento Valley Road, Suite 200,
San Diego CA 92121
(858) 526-3100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Larry W. Nishnick
Kathryn Fortin
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, CA 92121
(858) 677-1414**

**Faith L. Charles
Jennifer A. Val
Thompson Hine LLP
335 Madison Avenue, 12th Floor
New York, NY 10017-4611
(212) 344-5680**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-251491

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common stock, par value \$0.0001 per share(2)	\$2,000,000	\$218.20
Warrants to purchase common stock(3)	—	—
Common stock issuable upon exercise of warrants(2)	\$2,000,000	\$218.20
Pre-funded warrants to purchase common stock(3)	(4)	—
Common stock issuable upon exercise of pre-funded warrants	(4)	—
Placement Agent's warrants to purchase common stock(3)	—	—
Shares of common stock issuable upon exercise of Placement Agent's warrants(2)(5)	\$125,000	\$13.64
Total	\$4,125,000	\$450.04

- (1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"). Histogen Inc. previously registered securities with a proposed maximum aggregate offering price of \$24,750,000 on a Registration Statement on Form S-1 (Registration No. 333-251491), as amended (the "Related Registration Statement"), and paid a fee of \$2,700.23. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered.
- (2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.
- (3) No fee required in accordance with Rule 457(g) under the Securities Act.
- (4) The proposed maximum aggregate offering price of the common stock will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded warrants sold in the offering, and the proposed maximum aggregate offering price of the pre-funded warrants to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any common stock sold in the offering.
- (5) Represents warrants to purchase a number of shares of common stock equal to 5.0% of the aggregate number of shares of common stock and accompanying common warrants sold in this offering, including shares of common stock issuable upon exercise of the pre-funded warrants and accompanying common warrants, at an exercise price equal to 125% of the public offering price per share.

This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Histogen Inc., or the Company, is filing this registration statement with the Securities and Exchange Commission, or the SEC, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1, as amended (File No. 333-251491), or the Related Registration Statement, which was originally filed with the SEC on December 18, 2020 and declared effective on December 30, 2020.

We are filing this registration statement for the sole purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$4,125,000. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum offering price set forth in the Calculation of Registration Fee table contained in the Related Registration Statement. The information set forth in the Related Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
5.1*	Opinion of DLA Piper LLP (US).				
23.1*	Consent of Mayer Hoffman McCann, P.C., independent accounting firm.				
23.2*	Consent of Ernst & Young LLP, independent accounting firm.				
23.3*	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).				
24.1	Power of Attorney of directors and officers of the Registrant (contained on signature page to the Registrant's Registration Statement on Form S1, as amended, and incorporated herein by reference).	S-1	333-251491	24.1	12/18/2020

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 30th day of December, 2020.

HISTOGEN INC.

By: /s/ Richard W. Pascoe
Richard W. Pascoe
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Richard W. Pascoe</u> Richard W. Pascoe	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	December 30, 2020
<u>/s/ Susan A. Knudson</u> Susan A. Knudson	Chief Financial Officer and Executive Vice President <i>(Principal Financial and Accounting Officer)</i>	December 30, 2020
<u>*</u> Steven J. Mento, Ph.D.	Director	December 30, 2020
<u>*</u> Daniel L. Kisner, M.D.	Director	December 30, 2020
<u>*</u> Stephen Chang, Ph.D.	Director	December 30, 2020
<u>*</u> David H. Crean, Ph.D.	Director	December 30, 2020
<u>*</u> Jonathan Jackson	Director	December 30, 2020
<u>*</u> Brian M. Satz	Director	December 30, 2020
<u>*</u> Hayden Yizhuo Zhang	Director	December 30, 2020

*By: /s/ Richard W. Pascoe
Richard W. Pascoe
Attorney-in-fact



DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133
www.dlapiper.com

T 858.677.1400
F 858.677.1401

December 30, 2020

Histogen Inc.
10655 Sorrento Valley Road, Suite 200
San Diego, CA 92121

Re: Registration Statement on Form S-1 (File No. 333-251491) and Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the sale and issuance by Histogen Inc., a Delaware corporation (the "**Company**"), of Securities (as defined below), pursuant to a Registration Statement on Form S-1 filed by the Company (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement relates to the proposed issuance and sale by the Company of (i) up to \$2,000,000 of shares of its common stock, par value \$0.0001 per share ("**Shares**"), (ii) warrants to purchase up to \$2,000,000 of Shares (the "**Common Stock Warrants**"), (iii) pre-funded warrants to purchase up to \$2,400,000 of Shares (the "**Pre-Funded Warrants**"); (iv) warrants to purchase up to \$125,000 of Shares issuable to the Placement Agent (the "**Placement Agent Warrants**" and, together with the Common Stock Warrants and Pre-Funded Warrants, the "**Warrants**"), and (v) the Shares issuable upon exercise of the Warrants (the "**Warrant Shares**"). The Shares, the Warrants, and the Warrant Shares are collectively referred to herein as the "**Securities**." The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-251491) (the "**Prior Registration Statement**"), which was declared effective on December 30, 2020, including the prospectus which forms part of the Registration Statement.

In connection with this opinion, we have examined and relied upon the Registration Statement, the Prior Registration Statement, including the exhibits thereto, the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, as amended, as currently in effect, the Warrants and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the genuineness and authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness of such documents (other than with respect to the Company).



Page Two

On the basis of the foregoing, and in reliance thereon, we are of the opinion that (i) the Shares have been duly authorized and, when issued and delivered against payment therefor in the circumstances contemplated by the form of securities purchase agreement most recently filed as an exhibit to the Prior Registration Statement, will be validly issued, fully paid and non-assessable, (ii) when the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor in the circumstances contemplated by the form of securities purchase agreement or engagement agreement, as the case may be, most recently filed as an exhibit to the Prior Registration Statement, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, and (iii) the Warrant Shares, when issued and delivered against payment therefor upon the exercise of the Warrants in accordance with the terms therein, will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption “Legal Matters” in the prospectus contained in the Prior Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA PIPER LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 11, 2020, with respect to the consolidated financial statements of Histogen, Inc. as of December 31, 2019 and 2018 and for the two years then ended (which report includes an explanatory paragraph regarding the existence of substantial doubt about the Company's ability to continue as a going concern), and to the reference to us under the heading "Experts" included in the Registration Statement on Form S-1 (No. 333-251491), as amended, incorporated by reference in this Registration Statement on Form S-1.

/s/ Mayer Hoffman McCann P.C.

San Diego, California
December 30, 2020

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 11, 2020 (except for the effects of the reverse stock split discussed in Note 1, as to which the date is December 18, 2020), with respect to the financial statements of Histogen Inc. (formerly Conatus Pharmaceuticals Inc.) included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-251491) and related Prospectus of Histogen Inc. for the registration of its common stock and common warrants to purchase common stock.

/s/ Ernst & Young LLP

San Diego, California
December 30, 2020