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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 10, 2021**

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**Histogen Inc.**

(Exact name of registrant as specified in its charter)

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**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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On March 10, 2021, Yizhuo (“Hayden”) Zhang resigned as a Director of Histogen Inc. (the “Company”), effective immediately. Mr. Zhang’s resignation from the Board of Directors (the “Board”) was not a result of a disagreement on any matter relating to the Company’s operations, policies or practices. Mr. Zhang also resigned as a member of the Nominating and Governance Committee of the Board.

(d) On March 10, 2021, the Board, following the recommendation of the Nominating and Corporate Governance Committee of the Board, elected Susan R. Windham-Bannister, Ph.D. to serve as a director of the Company, effective immediately. Dr. Windham-Bannister will serve as a Class II director and will stand for re-election to the Board at the Company’s 2021 Annual Meeting of Stockholders.

With Mr. Zhang’s resignation from the Board, the size of the Board remains at eight members with the appointment of Dr. Windham-Bannister to the Board, five of which are independent, non-employee directors. There are no arrangements or understandings between Dr. Windham-Bannister and any other person pursuant to which she was elected as a director of the Company, and there are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”) between Dr. Windham-Bannister and the Company. Dr. Windham-Bannister has not yet been appointed to any committee of the Board.

Dr. Windham-Bannister, age 69, currently serves as President and CEO of Biomedical Growth Strategies., LLC a strategic advisory firm serving the healthcare industry which she founded with Dr. Harvey Lodish, co-founder of Genzyme. From 2008-2015, Dr. Windham-Bannister served as founding President and Chief Executive Officer of the Massachusetts Life Sciences Initiative, the brainchild of former Massachusetts Governor Deval Patrick where she led this \$1billion healthcare dedicated investment fund. Dr. Windham-Bannister currently serves on the Board of Aridis Pharmaceuticals, a biopharmaceutical company, where she chairs the Compensation Committee. She is currently the Chair of the National Board of Directors of the Association for Women in Science (AWIS) and also serves on the Boards of St. Jude’s Children’s Hospital. She received a Doctorate in Health Policy and Management from the Florence Heller School at Brandeis University, and a Doctor of Science from Worcester Polytechnic Institute (honoris causa). Dr. Windham-Bannister was a Post-Doctoral Fellow at Harvard University’s John F. Kennedy School and a Fellow in the Center for Science and Policy (CSAP) at Cambridge University, Cambridge, England. She completed her doctoral work at the Heller School under a fellowship from the Ford Foundation. We believe that Dr. Windham-Bannister possesses specific attributes that qualify her to serve as a member of the Company’s Board, including her past experiences as Chair of the National Governing Board of the Association for Women in STEM, President and CEO of the Massachusetts Life Sciences Center (MLSC), Fellow in the Center for Science and Policy (CSAP) at Cambridge University, Cambridge, England, and having been recognized by the Boston Globe as one of the “10 Most Influential Women in Biotech”.

Pursuant to the Company’s current non-employee director compensation package and under the Company’s 2020 Incentive Award Plan, Dr. Windham-Bannister was awarded an initial option to purchase 30,000 shares of common stock of the Company (the “Initial Option Grant”) upon her appointment to the Board with an exercise price per share equal to the fair market value of the Company’s common stock on the date of grant. The Initial Option Grant shall vest and therefore become exercisable in substantially equal installments on each of the first three anniversaries of the date of grant, subject to Dr. Windham-Bannister’s continued service on the Board on those dates. Dr. Windham-Bannister will also receive an annual cash retainer of \$40,000 for her Board service, pro-rated for her initial year of serve. Dr. Windham-Bannister has entered into an indemnification agreement with the Company in substantially the form filed as an exhibit to the Company’s Registration Statement on Form S-4 filed with the SEC on February 7, 2020.

On March 10, 2021, the Company issued a press release announcing the election of Dr. Windham-Bannister to the Board. A copy of this press release is furnished as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibits</u>
99.1	<a href="#">Press Release, dated March 10, 2021</a>

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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: March 10, 2021

By: /s/ Richard W. Pascoe

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Name: Richard W. Pascoe

Title: President and Chief Executive Officer



**CONTACT:**  
 Susan A. Knudson  
 Executive Vice President & CFO  
 Histogen Inc.  
[ir@histogen.com](mailto:ir@histogen.com)

## **Histogen Strengthens Board of Directors with Appointment of Industry Leader Susan Windham-Bannister, Ph.D.**

**SAN DIEGO, March 10, 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 has appointed Susan R. Windham-Bannister, Ph.D. to its Board of Directors.

“Histogen has a compelling story, both in its platform technology and in its product opportunities,” said Windham-Bannister. “I’m very pleased to join Histogen at this pivotal time, and I look forward to bringing my broad industry experience and strategic insight to the Histogen board as we look to drive value through focused clinical development and strategic growth in 2021 and beyond.”

Dr. Windham-Bannister is an internationally recognized expert in innovation, market access and market optimization strategies. She has been recognized by *Biosphere* as one of the “10 Most Prominent African American Science Leaders,” the *Boston Globe* as one of the “10 Most Influential Women in Biotech,” by *Boston Magazine* as one of the “50 Most Powerful Women in Boston” and is the President of the National Board of Directors of the Association for Women in Science (AWIS). Dr. Windham-Bannister currently serves as the President and CEO of Biomedical Growth Strategies, LLC and as immediate past President and CEO of the Massachusetts Life Sciences Center (MLSC), a state-funded investment organization charged with administering a \$1-billion Life Sciences investment fund created by Governor Deval Patrick in June 2008. These advisory firms and other organizations leverage Dr. Windham-Bannister’s experience as a business strategist.

Before assuming her role at the MLSC, Dr. Windham-Bannister was a co-founder and Managing Partner of Abt Bio-Pharma Solutions (ABS), a boutique consulting firm of 300 experts serving life sciences companies. She also led the firm’s Commercial Strategy Group, which formulated market access and competitive business strategies for global clients. In her 35-year consulting career, she has been instrumental in the successful launch of numerous well-known therapeutics, medical devices and novel biomarkers, and has supported several high-profile M&A transactions. Her client base has included Fortune 50 life sciences companies (Pfizer, Merck, Novartis, Roche), technology (IBM, GE), large healthcare delivery systems and health plans (Partners, Humana, BlueCross and BlueShield), and financial services companies (CIGNA, Prudential, The Hartford, CitiGroup).

Dr. Windham-Bannister received a B.A. from Wellesley College, a Doctorate in Health Policy and Management from the Florence Heller School at Brandeis University, and a Doctor of Science from Worcester Polytechnic Institute (*honoris causa*). She completed her doctoral work at the Heller School under a fellowship from the Ford Foundation and was also a post-doctoral fellow at Harvard University’s John F. Kennedy School. Dr. Windham-Bannister also served as a Fellow in the Center for Science and Policy (CSAP) at Cambridge University, Cambridge, England.

“On behalf of the entire Board of Directors, it is a pleasure to welcome Dr. Windham-Bannister to our team,” said David H. Crean, Ph.D., Chairman of the Board of Directors. “Her strong experience across a range of strategic and executive roles in the life sciences sector will be highly instrumental as we continue to advance our clinical stage opportunities and build out our pipeline. I look forward to working alongside her and leveraging her unique expertise. I also wish to thank Mr. Hayden Zhang, who will be stepping down from the

Board of Directors, for his many years of service to Histogen. Mr. Zhang became a director of the Company in August 2016, when an affiliate of Huapont Life Sciences Co Ltd, a company with which Mr. Zhang is affiliated, made a strategic investment into Histogen.”

### **About Histogen Inc.**

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 hair growth, dermal rejuvenation, joint cartilage regeneration and spinal disk repair. For more information, please visit [www.histogen.com](http://www.histogen.com).

### **Forward-Looking Statements**

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 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; the potential that future clinical trials will establish efficacy of Histogen’s product candidates; the nature, strategy and focus of Histogen’s business; the sufficiency of Histogen’s cash resources and ability to achieve value for its stockholders; and the development and commercial potential and potential benefits of any of Histogen’s product candidates. 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 it that could differ materially from those described in or implied by the statements in this press release, including: 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; 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, we disclaim 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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