

**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): December 30, 2020

HISTOGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36003
(Commission
File Number)

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

10655 Sorrento Valley Road, Suite 200, San Diego, CA 92121
(Address of principal executive offices) (Zip Code)

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

Not Applicable
(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, par value \$0.0001 per share	HSTO	The NASDAQ Stock Market LLC (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 1.01 Entry into a Material Definitive Agreement.

The information regarding the Purchase Agreement (as defined below) set forth in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

Item 8.01 Other Events.

On January 5, 2021, Histogen Inc. (the “Company”) completed a public offering (the “Offering”) of (i) 11,600,000 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), (ii) pre-funded warrants to purchase up to 2,400,000 shares of Common Stock (the “Pre-Funded Warrants”), and (iii) warrants to purchase up to 14,000,000 shares of Common Stock (the “Common Warrants”). The combined purchase price of one share of Common Stock and accompanying Warrant was \$1.00, and the combined purchase price of one Pre-Funded Warrant and accompanying Common Warrant was \$0.9999. A copy of the press release announcing the pricing of the Offering is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein, and a copy of the press release announcing the completion of the Offering is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein. The Offering was made under an effective registration statement on Form S-1 (File No. 333- 251491) filed with the Securities and Exchange Commission and declared effective on December 30, 2020, and an additional registration statement on Form S-1 (File 333-251836) filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, that became effective automatically on December 30, 2020.

Subject to certain ownership limitations, the Common Warrants are immediately exercisable at an exercise price equal to \$1.00 per share of Common Stock (the “Exercise Price”), subject to adjustments as provided under the terms of the Common Warrants. The Warrants are exercisable for five years from the initial exercise date.

Subject to certain ownership limitations described in the Pre-Funded Warrants, the Pre-Funded Warrants are immediately exercisable and may be exercised at an exercise price of \$0.0001 per share of Common Stock any time until all of the Pre-Funded Warrants are exercised in full.

In connection with the Offering, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with certain institutional investors on December 30, 2020. The Purchase Agreement contains customary representations and warranties of the Company, termination rights of the parties, and certain indemnification obligations of the Company and ongoing covenants of the Company.

The gross proceeds to the Company from the transactions are approximately \$14.0 million, before deducting the placement agent’s fees and other offering expenses, and excluding the proceeds, if any, from the exercise of the Warrants. The Company intends to use the net proceeds from the Offering for working capital and general corporate purposes, including expenses related to the clinical development of the Company’s products for its CCM, hECM and HSC programs, further research and development, capital expenditures and general and administrative expenses.

Pursuant to an engagement letter (the “Engagement Letter”) dated as of December 28, 2020 between the Company and H.C. Wainwright & Co., LLC (“Wainwright”), the Company has agreed to pay Wainwright an aggregate fee equal to 7.0% of the gross proceeds received by the Company from the sale of the securities in the transaction as well as a management fee equal to 1.0% of the gross proceeds received by the Company from the sale of the securities in the transactions. Pursuant to the Engagement Letter, the Company also issued to Wainwright or its designees warrants to purchase up to 5.0% of the aggregate number of shares of Common Stock sold in the transactions, or warrants to purchase up to an aggregate of 700,000 shares of Common Stock (the “Placement Agent Warrants”). The Engagement Letter has a 10-month tail, indemnity and other customary provisions for transactions of this nature. The Placement Agent Warrants have substantially the same terms as the Warrants, except that the Placement Agent Warrants are exercisable for five years from the date of the Purchase Agreement and have an exercise price equal to 125% of the purchase price per Common Share in this offering, or \$1.25 per share. The Company also paid Wainwright \$50,000 for non-accountable expenses and up to \$90,000 for actual out-of-pocket fees and expenses of legal counsel and other out-of-pocket expenses.

The forms of the Purchase Agreement, the Common Warrant, the Pre-Funded Warrant, and the Placement Agent Warrant are filed as Exhibits 10.1, 4.1, 4.2, and 4.3, respectively, and the Engagement Letter is filed as Exhibit 10.2 to this Current Report on Form 8-K. The foregoing summaries of the terms of these documents are subject to, and qualified in their entirety by, such documents, which are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Form of Common Warrant (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-1/A (File No. 333-251491) filed with the Securities and Exchange Commission on December 29, 2020).</u>
4.2	<u>Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-1/A (File No. 333-251491) filed with the Securities and Exchange Commission on December 29, 2020).</u>
4.3	<u>Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-1/A (File No. 333-251491) filed with the Securities and Exchange Commission on December 29, 2020).</u>
10.1	<u>Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.32 to the Company's Registration Statement on Form S-1/A (File No. 333-251491) filed with the Securities and Exchange Commission on December 29, 2020).</u>
10.2	<u>Engagement Letter between Histogen Inc. and H.C. Wainwright & Co., LLC, dated as of December 28, 2020 (incorporated by reference to Exhibit 10.33 to the Company's Registration Statement on Form S-1/A (File No. 333-251491) filed with the Securities and Exchange Commission on December 29, 2020).</u>
99.1	<u>Press release dated December 30, 2020.</u>
99.2	<u>Press release dated January 5, 2021.</u>

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: January 5, 2021

/s/ Richard W. Pascoe

Richard W. Pascoe

President and Chief Executive Officer



Histogen Announces Pricing of \$14.0 Million Upsized Public Offering

SAN DIEGO, December 30, 2020 — Histogen Inc. (Nasdaq: HSTO), a clinical-stage therapeutics company focused on developing potential first-in-class therapeutics that ignite the body's natural process to repair and maintain healthy biological function, today announced that it has priced a public offering of an aggregate of 14,000,000 shares of common stock (or common stock equivalents offered through the issuance of pre-funded warrants), together with accompanying warrants to purchase up to an aggregate of 14,000,000 shares of common stock, at an effective public offering price of \$1.00 per share and accompanying warrant. Each share of common stock (or common stock equivalent offered through the issuance of a pre-funded warrant) will be sold in the offering with one warrant to purchase one share of common stock. The warrants have an exercise price of \$1.00 per share, are immediately exercisable, and expire five years following the date of issuance.

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

The gross proceeds of the offering are expected to be \$14.0 million, prior to deducting placement agent's fees and other estimated offering expenses payable by Histogen and assuming none of the warrants issued in the public offering are exercised for cash. The offering is expected to close on or about January 5, 2021, subject to the satisfaction of customary closing conditions.

Histogen intends to use the net proceeds from the offering for working capital and general corporate purposes, which may include continued development of products for our CCM, hECM and HSC programs, further research and development, capital expenditures and general and administrative expenses.

The securities described above are being offered by Histogen pursuant to a registration statement on Form S-1 (File No. 333-251491) previously filed with and declared effective by the U.S. Securities and Exchange Commission ("SEC") on December 30, 2020, and an additional registration statement on Form S-1 filed pursuant to Rule 462(b), which became automatically effective on December 30, 2020. The offering is being made only by means of a prospectus forming part of the effective registration statement. A preliminary prospectus relating to the offering has been filed with the SEC. Electronic copies of the preliminary prospectus and, when available, electronic copies of the final prospectus relating to the offering may be obtained for free by visiting the SEC's website at www.sec.gov or by contacting H.C. Wainwright & Co., LLC, 430 Park Avenue, 3rd Floor, New York, New York 10022, by email at placements@hcwco.com or by telephone at 646-975-6996.

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 hair growth, dermal rejuvenation, joint cartilage regeneration and spinal disk repair. 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 our ability to satisfy the closing conditions of the public offering and the timing of the closing, the use of proceeds, our future operations and our ability to successfully initiate and complete clinical trials, obtain clinical trial data, and achieve regulatory milestones and related timing, including those related to the approval of the HST-003 IND and planned Phase 1/2 clinical trial of HST-003 for regeneration

of cartilage in the knee, the reporting of week 26 study data for the ongoing HST-001 Phase 1a/2b trial for androgenic alopecia in men and the planned Phase 1 study of emricasan for the treatment of COVID-19; the nature, strategy and focus of our business; the sufficiency of our cash resources and ability to achieve value for our stockholders; and the development and commercial potential and potential benefits of any of our product candidates. We 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 our current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of ours 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 our product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; the potential that earlier clinical trials and studies of our 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 our 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 our 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.

Contact:

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



Histogen Announces Closing of \$14.0 Million Upsized Public Offering

SAN DIEGO, January 5, 2021 — Histogen Inc. (Nasdaq: HSTO), a clinical-stage therapeutics company focused on developing potential first-in-class therapeutics that ignite the body’s natural process to repair and maintain healthy biological function, today announced that it has closed its previously announced public offering of 11,600,000 shares of common stock, pre-funded warrants to purchase up to 2,400,000 shares of common stock and warrants to purchase up to an aggregate of 14,000,000 shares of common stock. The combined purchase price of one share of common stock and accompanying warrant was \$1.00, and the combined purchase price of one pre-funded warrant and accompanying common warrant was \$0.9999. Each share of common stock (or common stock equivalent offered through the issuance of a pre-funded warrant) was sold in the offering with one warrant to purchase one share of common stock. The common warrants have an exercise price of \$1.00 per share, are immediately exercisable, and expire five years following the date of issuance. The pre-funded warrants have an exercise price of \$0.0001 per share and are immediately exercisable.

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

The gross proceeds of the offering were approximately \$14.0 million, prior to deducting placement agent’s fees and other estimated offering expenses payable by Histogen and assuming none of the warrants issued in the public offering are exercised for cash.

Histogen intends to use the net proceeds from the offering for working capital and general corporate purposes, which may include continued development of products for our CCM, hECM and HSC programs, further research and development, capital expenditures and general and administrative expenses.

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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 is designed to provide 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.

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, our future operations and our ability to successfully initiate and complete clinical trials, obtain clinical trial data, and achieve regulatory milestones and related timing, including those related to the planned approval of the HST-003 investigational new drug application and planned Phase 1/2 clinical trial of HST-003 for regeneration of cartilage in the knee, the reporting of week 26 study data for the ongoing HST-001 Phase 1a/2b trial for androgenic alopecia in men and the planned Phase 1 study

of emricasan for the treatment of COVID-19; the nature, strategy and focus of our business; the sufficiency of our cash resources and ability to achieve value for our stockholders; and the development and commercial potential and potential benefits of any of our product candidates. We 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 our current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of ours 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 our product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; the potential that earlier clinical trials and studies of our 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 our 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 our 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.

Contact:

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