

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Histogen Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

Additional Materials for Proxy Statement
Dated April 15, 2021

The following supplements our definitive proxy statement filed with the Securities and Exchange Commission on April 15, 2021 (the “2021 Proxy Statement”) relating to the Annual Meeting of Stockholders of Histogen Inc. (the “Annual Meeting”), to be held virtually, via live webcast at www.proxydocs.com/HSTO, on Wednesday, May 26, 2021, at 8:00 a.m., and any adjournments or postponements thereof.

On May 4, 2021, Histogen Inc. emailed the letter attached as Exhibit A to Histogen unvoted stockholders who held five thousand or more shares of Histogen common stock as of March 29, 2021.

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



****** IMPORTANT REMINDER ******

Dear Histogen Inc. Stockholder:

By now, you should have received your proxy materials for the 2021 Annual Meeting of Stockholders of Histogen Inc., which is scheduled to be held virtually, via live webcast, on May 26, 2021. You are receiving this reminder letter because your votes were not yet processed at the time that this letter was mailed. If you have already voted, we would like to thank you for your vote.

Your vote is extremely important. **PLEASE CAST YOUR VOTE TODAY.** The fastest and easiest way to vote is by telephone or over the Internet. Instructions on how to vote your shares over the telephone or Internet are enclosed with this letter.

WE URGE YOU TO EXERCISE YOUR RIGHT TO VOTE TODAY.

Your Board recommends that you vote “**FOR**” ALL proposals. Even if you plan on attending the virtual meeting, we urge you to vote your shares now, so they can be tabulated prior to the meeting.

******PLEASE VOTE TODAY******

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow Sodali LLC at 1-877-787-9239.

Thank you for your investment in Histogen Inc. and for taking the time to vote your shares.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard W. Pascoe".

Richard W. Pascoe
President, Chief Executive Officer and Director