

**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): August 27, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 8.01 Other Information

On August 17, 2020, Histogen Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) a shelf registration statement on Form S-3, as amended (File No. 333-248074), which was declared effective by the SEC on August 26, 2020, and which replaced the Company’s previous shelf registration statement on Form S-3 (File No. 333-220014) filed with the SEC on August 17, 2017. In connection with the filing of the new shelf registration statement, the Company also filed with the SEC a new prospectus supplement dated August 27, 2020, relating to the Company’s purchase agreement with Lincoln Park Capital Fund, LLC.

A copy of the legal opinion as to the legality of the shares is filed as Exhibit 5.1 attached hereto.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of DLA Piper LLP (US)
10.1*	Purchase Agreement, dated as of July 20, 2020, by and between the Company and Lincoln Park
10.2*	Registration Rights Agreement, dated as of July 20, 2020, by and between the Company and Lincoln Park
23.1	Consent of DLA Piper LLP (US) (contained in Exhibit 5.1)

* Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2020.

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: August 27, 2020

/s/ Richard W. Pascoe

Richard W. Pascoe

President and Chief Executive Officer



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

August 27, 2020

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

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 66,964 shares (the “**Commitment Shares**”) of the Company’s common stock, par value \$0.0001 per share (the “**Common Stock**”), (ii) 66,964 shares of Common Stock (the “**Initial Purchase Shares**”), and (iii) up to Ten Million Dollars (\$10,000,000) of Common Stock (the “**Purchase Shares**” and together with the Commitment Shares and the Initial Purchase Shares, the “**Shares**”), pursuant to an effective shelf registration statement on Form S-3 (File No. 333-248074) (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), and the related prospectus dated August 26, 2020 (the “**Base Prospectus**”), as supplemented by the prospectus supplement dated August 27, 2020 filed with the Commission pursuant to Rule 424(b) promulgated under the Act (together with the Base Prospectus, the “**Prospectus**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and the related Prospectus, the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, 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).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that (i) the Commitment Shares and the Initial Purchase Shares have been duly and validly authorized and are validly issued, fully paid and nonassessable; and (ii) the Purchase Shares have been duly and validly authorized and, when issued and sold pursuant to that certain Purchase Agreement, dated July 20, 2020, by and between Histogen Inc. and Lincoln Park Capital Fund, LLC, in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.



We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus and to the filing of this opinion as an exhibit to a Current Report of the Company on Form 8-K. 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)

LN