

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Mento Steven J</u>  (Last) (First) (Middle) <u>C/O HISTOGEN INC.</u> <u>10655 SORRENTO VALLEY ROAD, SUITE 200</u>  (Street) <u>SAN DIEGO CA 92121</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Histogen Inc. [ HSTO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$0.95	03/10/2023		A		158,055		(1)	03/10/2033	Common Stock	158,055	\$0.00	158,055	D	
Stock Option (right to buy)	\$0.95	03/10/2023		A		55,532		(1)(2)	03/10/2033	Common Stock	55,532	\$0.00	55,532	D	
Stock Option (right to buy)	\$14.6 <sup>(3)</sup>	03/10/2023		D <sup>(4)</sup>		18,892 <sup>(3)</sup>		(5)	11/08/2031	Common Stock	18,892	\$0.00	0	D	
Stock Option (right to buy)	\$5.4 <sup>(3)</sup>	03/10/2023		D <sup>(4)</sup>		7,582 <sup>(3)</sup>		(6)	02/24/2032	Common Stock	7,582	\$0.00	0	D	

Explanation of Responses:

- 1/4 of the shares subject to the option vest one year after the date of grant, on 3/10/2024, and the remaining 1/36 of the shares vest on a monthly basis thereafter.
- The shares subject to this option are subject to forfeiture in the event that the shares available pursuant to the Issuer's 2020 Incentive Award Plan are not increased prior to the one-year anniversary and vesting of the award by an amount required to be available for issuance for all outstanding stock awards containing this forfeiture condition.
- Effective June 2, 2022, the Issuer effected a 1-for-20 reverse stock split of the Company's issued and outstanding common stock, par value \$0.0001 per share.
- On March 10, 2023, the Issuer and the Reporting Person agreed to cancel the stock option award.
- 1/4 of the shares subject to the option vested one year after the date of grant, on 11/8/2022, and the remaining 1/36 of the shares vest on a monthly basis thereafter.
- 1/4 of the shares subject to the option vested one year after the date of grant, on 2/24/2023, and the remaining 1/36 of the shares vest on a monthly basis thereafter.

Remarks:

/s/ Susan A. Knudson as attorney-in-fact for Steven J. Mento, Ph.D. 03/14/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.