

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Shah Rutul R</u> (Last) (First) (Middle) <u>20374 SENECA MEADOWS PARKWAY</u> (Street) <u>GERMANTOWN MD 20876</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/01/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>PRECIGEN, INC. [PGEN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>52,895</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(1)</u>	<u>09/04/2024</u>	<u>Common Stock</u>	<u>4,944</u>	<u>17.34</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(1)</u>	<u>03/12/2025</u>	<u>Common Stock</u>	<u>2,597</u>	<u>45.69</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(1)</u>	<u>03/10/2026</u>	<u>Common Stock</u>	<u>2,510</u>	<u>34.85</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(1)</u>	<u>03/16/2027</u>	<u>Common Stock</u>	<u>5,000</u>	<u>21.38</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(1)</u>	<u>03/23/2028</u>	<u>Common Stock</u>	<u>4,000</u>	<u>15.8</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(2)</u>	<u>06/18/2029</u>	<u>Common Stock</u>	<u>40,000</u>	<u>8.6</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(3)</u>	<u>07/16/2030</u>	<u>Common Stock</u>	<u>60,000</u>	<u>4.67</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(4)</u>	<u>04/21/2031</u>	<u>Common Stock</u>	<u>100,000</u>	<u>8.17</u>	<u>D</u>	
<u>Option to Purchase Common Stock (Right to Buy)</u>	<u>(5)</u>	<u>02/02/2032</u>	<u>Common Stock</u>	<u>200,000</u>	<u>2.33</u>	<u>D</u>	

Explanation of Responses:

1. The stock options are fully vested.

2. 30,000 of the stock options are fully vested. The remaining stock options vest on June 18, 2023.

3. 30,000 of the stock options are fully vested. The remaining stock options vest in equal installments on each of July 16, 2023 and July 16, 2024.

4. 25,000 of the stock options are fully vested. The remaining stock options vest in equal installments on each of April 21, 2023, April 21, 2024 and April 21, 2025.

5. These stock options vest in equal installments on each of February 2, 2023, February 2, 2024, February 2, 2025 and February 2, 2026.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Rutul R. Shah, by
Donald P. Lehr, as
attorney-in-fact

10/11/2022

** 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 5 (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.

SECTION 16
POWER OF ATTORNEY

I, Rutul Shah, do hereby constitute and appoint Donald P. Lehr, my true and lawful attorneys-in-fact, either of whom acting singly is hereby authorized, for me and in my name and on my behalf as a director, officer and/or shareholder of PRECIGEN, INC. to (i) prepare, execute in my name and on my behalf, and submit to the U.S. Securities and Exchange Commission (the SEC) a Form ID, including any necessary amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling me to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC in respect thereof; and (ii) prepare, execute and file any and all forms, instruments or documents, including any necessary amendments thereto, as such attorneys or attorney deems necessary or advisable to enable me to comply with Section 16 of the Securities Exchange Act of 1934 or any rule or regulation of the SEC in respect thereof (collectively, Section 16). I do hereby ratify and confirm all acts my said attorney shall do or cause to be done by virtue hereof. I acknowledge that the foregoing attorneys-in-fact, serving in such capacity at my request, are not assuming, nor is PRECIGEN, INC. assuming, any of my responsibilities to comply with Section 16.

This power of attorney shall remain in full force and effect until it is revoked by the undersigned in a signed writing delivered to each such attorney-in-fact or the undersigned is no longer required to comply with Section 16, whichever occurs first.

WITNESS the execution hereof this 14th day of September, 2022.

/s/ Rutul Shah
Rutul Shah
