

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| 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*<br><u>KIRK RANDAL J</u><br><br>(Last) (First) (Middle)<br>C/O THIRD SECURITY, LLC<br>1881 GROVE AVENUE<br><br>(Street)<br>RADFORD VA 24141<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PRECIGEN, INC. [ PGEN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Executive Chairman</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/31/2020</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                 |   |  |   |
| Common Stock                    | 03/31/2020                           |  | A                              |   | 76,628 <sup>(1)</sup>   | A          | \$2.61 <sup>(1)</sup> | 10,588,601  | I  | by R.J. Kirk DOT <sup>(2)</sup>                       |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 144,481   | I  | by Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 16,406,828  | I  | by Sunset 2020 <sup>(2)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 367,560   | I  | by JPK 2008 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 1,675,873   | I  | by JPK 2009 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 1,316,798   | I  | by JPK 2012 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 366,548   | I  | by MGK 2008 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 1,832,054   | I  | by MGK 2009 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 1,299,267   | I  | by MGK 2011 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 337,234   | I  | by ZSK 2008 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 151,802   | I  | by ZSK 2009 <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 182,200   | I  | by Kellie L. Banks LTT <sup>(2)</sup>                 |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 975,084   | I  | by Sr. Staff 2015 <sup>(2)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 975,084   | I  | by Staff 2015 <sup>(2)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 14,140,139  | I  | by Kapital Joe <sup>(2)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 8,325,000   | I  | by TSCP V <sup>(3)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 311,287   | I  | by Staff 2001 <sup>(3)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 1,403   | I  | by Lotus <sup>(3)</sup>                               |

**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 |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 118,266   | I  | by Senior Staff 2006 <sup>(3)</sup>                   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 59,133  | I  | by Staff 2006 <sup>(3)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |       | 19,711  | I  | by Incentive 2006 <sup>(3)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |       | 5,483,957   | I  | by Mascara Kaboom <sup>(3)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |       | 58,800  | I  | by Sr. Staff <sup>(3)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 213,805   | I  | by ADC 2010 <sup>(3)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,356,648   | I  | by Senior Staff 2008 <sup>(3)</sup>                   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,356,648   | I  | by Staff 2010 <sup>(3)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,142,759   | I  | by Incentive 2010 <sup>(3)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |       | 13,340,645  | I  | by NRM VI Holdings <sup>(3)</sup>                     |
| Common Stock                    |                                      |  |                                |   |   |            |       | 243,001   | I  | by NRM VI Holdings <sup>(3)</sup>                     |

**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) |   |  |  |   |  |

**Explanation of Responses:**

1. In accordance with the Restricted Stock Unit Agreement dated April 1, 2019 between Precigen, Inc. ("Precigen"), formerly Intrexon Corporation, and Randal J. Kirk, each month Mr. Kirk will receive that number of shares of Precigen common stock, rounded down to the nearest whole share, whose fair market value equals \$200,000. The number of shares of Precigen common stock are to become vested and payable based upon the volume-weighted average of the price of the common stock of Precigen (as calculated by Bloomberg) over the 30-day period ending on the last calendar day of the month. Mr. Kirk has designated the R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") to receive these shares.

2. Randal J. Kirk controls each of R.J. Kirk Declaration of Trust ("R.J. DOT"), Sunset 2020 LLC ("Sunset 2020"), JPK 2008, LLC ("JPK 2008"), JPK 2009, LLC ("JPK 2009"), JPK 2012, LLC ("JPK 2012"), MGK 2008, LLC ("MGK 2008"), MGK 2009, LLC ("MGK 2009"), MGK 2011, LLC ("MGK 2011"), ZSK 2008, LLC ("ZSK 2008"), ZSK 2009, LLC ("ZSK 2009"), Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"), Third Security Senior Staff 2015 LLC ("Sr. Staff 2015"), Third Security Staff 2015 LLC ("Staff 2015"), and Kapital Joe, LLC ("Kapital Joe"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

3. Randal J. Kirk controls each of Third Security Capital Partners V, LLC ("TSCP V"), Third Security Staff 2001 LLC ("Staff 2001"), Lotus Capital (2000) Company Inc. ("Lotus"), Third Security Senior Staff 2006 LLC ("Senior Staff 2006"), Third Security Staff 2006 LLC ("Staff 2006"), Third Security Incentive 2006 LLC ("Incentive 2006"), Mascara Kaboom, LLC ("Mascara Kaboom"), Third Security Senior Staff LLC ("Sr. Staff"), ADC 2010, LLC ("ADC 2010"), Third Security Senior Staff 2008 LLC ("Senior Staff 2008"), Third Security Staff 2010 LLC ("Staff 2010"), Third Security Incentive 2010 LLC ("Incentive 2010"), NRM VI Holdings I, LLC ("NRM VI Holdings") and NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by these entities may be deemed to be beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

/s/ Randal J. Kirk

04/02/2020

\*\* 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.

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