

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>KIRK RANDAL J</u> (Last) (First) (Middle) <u>C/O THIRD SECURITY, LLC</u> <u>1881 GROVE AVENUE</u> (Street) <u>RADFORD VA 24141</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PRECIGEN, INC. [PGEN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2024</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
8.00% Series A Convertible Perpetual Preferred Stock ⁽¹⁾	\$1.125	12/30/2024		P		25,000		(2)	(2)	Common Stock	22,222,220 ⁽²⁾	(2)	25,000	I	by R.J. Kirk DOT ⁽⁴⁾
Warrant to Purchase Common Stock ⁽¹⁾	\$0.75	12/30/2024		P		16,666,667		(3)	12/30/2034	Common Stock	16,666,667 ⁽³⁾	(3)	16,666,667	I	by R.J. Kirk DOT ⁽⁴⁾

Explanation of Responses:

- On December 27, 2024, the issuer entered into a Securities Purchase Agreement (the "SPA") with certain existing and new investors pursuant to which the issuer agreed to sell its 8.00% Series A Convertible Perpetual Preferred Stock (the "Preferred Stock") and issue rights to exercise warrants to purchase shares of common stock of the issuer (the "Warrants") in a private placement transaction (the "Private Placement").
- The Preferred Stock is convertible into shares of common stock of the issuer (i) at the option of the holder at any time on or after the later of the six-month anniversary of the issue date and the date on which the issuer has, among other things, obtained shareholder approval, and (ii) at an initial conversion price of approximately \$1.125 per share, which is 150% of the exercise price of the Warrants. The conversion price is subject to upward adjustment based on the valuation of the common stock from time to time. The Preferred Stock is redeemable, in whole or in part, for cash at the issuer's option at any time on or after the issue date for an amount equal to the liquidation preference at such time, plus accumulated and unpaid dividends.
- Warrants issued in the Private Placement are exercisable for shares of common stock of the issuer at any time after the issuer obtains shareholder approval.
- Randal J. Kirk controls the R.J. Kirk Declaration of Trust ("R.J. Kirk DOT") and shares held by this entity 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.

Remarks:

/s/ Randal J. Kirk 12/30/2024
 ** 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.