
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 19)*

PRECIGEN, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

46122T102

(CUSIP Number)

Third Security, LLC
1881 Grove Avenue, Attention: Theodore J. Fisher, Esq.
Radford, VA, 24141
5406337900

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Richmond, VA, 23219
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Troutman Pepper
Troutman Pepper Building, 1001 Haxall Point
Richmond, VA, 23219
8046971239

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/30/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to

SCHEDULE 13D

CUSIP No. 46122T102

1 Name of reporting person
RANDAL J. KIRK
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 PF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES
Sole Voting Power
7 116,844,357.00
Number of Shares Beneficially Owned by Each Reporting Person With:
8 Shared Voting Power
0.00
9 Sole Dispositive Power
116,844,357.00
10 Shared Dispositive Power
0.00
Aggregate amount beneficially owned by each reporting person

11 116,844,357.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 39.8 %
Type of Reporting Person (See Instructions)

14 IN

SCHEDULE 13D

CUSIP No. 46122T102

1 Name of reporting person

R.J. KIRK DECLARATION OF TRUST

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 PF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7
Number of Shares Beneficially Owned by Each Reporting Person With: 64,547,214.00
Shared Voting Power

8 0.00
Sole Dispositive Power

9 64,547,214.00
Shared Dispositive Power

10 0.00
Aggregate amount beneficially owned by each reporting person

11 64,547,214.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 22.0 %
Type of Reporting Person (See Instructions)

14 OO

Comment for Type of Reporting Person: OO - trust

SCHEDULE 13D

CUSIP No. 46122T102

Name of reporting person

1 SUNSET 2020 LLC

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization
6 DELAWARE
Sole Voting Power
7 16,406,828.00
Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power
8 0.00
Sole Dispositive Power
9 16,406,828.00
Shared Dispositive Power
10 0.00
Aggregate amount beneficially owned by each reporting person
11 16,406,828.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12

Percent of class represented by amount in Row (11)
13 5.6 %
Type of Reporting Person (See Instructions)
14 OO

Comment for Type of Reporting Person: OO - limited liability company

SCHEDULE 13D

CUSIP No. 46122T102

1 Name of reporting person
THIRD SECURITY, LLC
Check the appropriate box if a member of a Group (See Instructions)
2 (a)
 (b)
3 SEC use only
Source of funds (See Instructions)
4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5

Citizenship or place of organization
6 VIRGINIA
Number of Shares Beneficially Owned by Each Reporting Person With: Sole Voting Power
7 32,454,536.00
Shared Voting Power
8 0.00
Sole Dispositive Power
9

Person
 With: 32,454,536.00
 Shared Dispositive Power
 10
 0.00

11 Aggregate amount beneficially owned by each reporting person
 32,454,536.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
 Percent of class represented by amount in Row (11)

14 11.1 %
 Type of Reporting Person (See Instructions)

14 OO

Comment for Type of Reporting Person: OO - limited liability company

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock
 Name of Issuer:

(b) PRECIGEN, INC.

Address of Issuer's Principal Executive Offices:

(c) 20374 Seneca Meadows Parkway, Germantown, MARYLAND , 20876.

Item 1 Comment: This Amendment No. 19 (the "Amendment") amends and supplements the Statement on Schedule 13D, dated March 27, 2014 and filed on April 7, 2014, as amended by Amendment No. 1 dated December 31, 2014 and filed on January 5, 2015, by Amendment No. 2 dated May 31, 2016 and filed June 2, 2016, by Amendment No. 3 dated July 24, 2017 and filed July 26, 2017, by Amendment No. 4 dated October 16, 2017 and filed October 23, 2017, by Amendment No. 5 dated December 29, 2017 and filed on January 2, 2018, by Amendment No. 6 dated January 19, 2018 and filed January 22, 2018, by Amendment No. 7 dated July 3, 2018 and filed July 6, 2018, by Amendment No. 8 dated May 13, 2019 and filed May 15, 2019, by Amendment No. 9 dated May 24, 2019 and filed on May 24, 2019, by Amendment No. 10 dated June 6, 2019 and filed on June 10, 2019, by Amendment No. 11 dated January 1, 2020 and filed on January 6, 2020, by Amendment No. 12 dated January 31, 2020 and filed on February 4, 2020, by Amendment No. 13 dated August 11, 2020 and filed on August 13, 2020, by Amendment No. 14 dated December 17, 2020 and filed on December 21, 2020, by Amendment No. 15 dated October 6, 2022 and filed on October 7, 2022, by Amendment No. 16 dated January 27, 2023 and filed on January 31, 2023, by Amendment No. 17 dated May 2, 2024 and filed on May 3, 2024, and by Amendment No. 18 dated August 9, 2024 and filed on August 13, 2024 (the "Original Schedule 13D"), relating to the Common Stock, no par value per share (the "Common Stock"), of Precigen, Inc., formerly known as Intrexon Corporation, a Virginia corporation (the "Company"). Mr. Randal J. Kirk ("Mr. Kirk"), the R.J. Kirk Declaration of Trust, a revocable trust established by Mr. Kirk ("RJ DOT"), Third Security, LLC, a Virginia limited liability company that is controlled by Mr. Kirk ("Third Security"), and Sunset 2020 LLC, a Delaware limited liability company that is controlled by Mr. Kirk ("Sunset 2020" and, together with Mr. Kirk, the RJ DOT, and Third Security, the "Reporting Persons") are filing this Amendment to disclose the acquisition of 8.00% Series A Convertible Perpetual Preferred Stock ("Preferred Stock") and warrants to purchase Common Stock by RJ DOT pursuant to a Securities Purchase Agreement (the "SPA") entered into by and between the Company and certain existing and new investors in a private placement transaction that closed on December 30, 2024 (the "Offering").

Item 2. Identity and Background

(a) See Original Schedule 13D
 (b) See Original Schedule 13D
 (c) See Original Schedule 13D
 (d) See Original Schedule 13D
 (e) See Original Schedule 13D
 (f) See Original Schedule 13D

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is hereby amended and supplemented as follows: On December 30, 2024, RJ DOT utilized its working capital to purchase 25,000 shares of Preferred Stock and 16,666,667 warrants to purchase Common Stock of the Company in the Offering, for an aggregate purchase price of approximately \$25,000,000.

Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows: The information set forth in Items 3 and 6 is incorporated herein by reference. In the Offering, the Company issued 79,000 shares of Preferred Stock of the Company and 52,666,669 warrants to purchase Common Stock of the Company (the "Warrants") to certain new and existing investors, including RJ DOT, on the terms and conditions set forth in that certain SPA. 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. Dividends on the Preferred Stock will be paid annually in cash when, as and if declared by the board of directors of the Company, except that for the first two (2) years following the issue date of the Preferred Stock, such dividends will be paid in kind in the form of an increase to the liquidation preference of the Preferred Stock by the amount of such dividends, together with warrants to acquire a number of additional shares of common stock equal to 50% of the amount of such dividends divided by the exercise price, subject to shareholder approval (as defined in the SPA). The Warrants are exercisable for Common Stock of the Company at any time after the Company obtains shareholder approval. The Company has agreed to grant the participants in the Offering certain registration rights with respect to the Preferred Stock, the common stock issuable upon exercise of the Preferred Stock and the common stock issuable upon exercise of the Warrants pursuant to a Registration Rights Agreement. The foregoing descriptions of the Preferred Stock, the Registration Rights Agreement and the Warrants do not purport to be complete, and are qualified in their entirety by reference to the form of each such document, which are filed as Exhibits 3.1, 10.2 and 10.3, respectively, to the Company's Current Report on Form 8-K dated December 27, 2024 and filed on December 30, 2024 and incorporated herein by reference. RJ DOT acquired the shares disclosed hereunder for investment purposes. Other than as disclosed herein, as of the date of this Amendment, none of the Reporting Persons have present plans or proposals which would result in: (a) The acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) An extraordinary corporate transaction such as a merger, reorganization or disposition, involving the Company or any of its subsidiaries; (c) A sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) Any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) Any material change in the present capitalization or dividend policy of the Company; (f) Any other material change in the Company's business or corporate structure, including but not limited to, if the Company is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940; (g) Changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) Any action similar to any of those actions enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) See Original Schedule 13D.
- (b) See Original Schedule 13D.
- (c) See Original Schedule 13D.
- (d) See Original Schedule 13D.
- (e) See Original Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Original Schedule 13D is hereby amended and supplemented to include the responses in Item 4 above.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Form of Articles of Amendment to the Amended and Restated Articles of Incorporation of Precigen, Inc. dated as of December 30, 2024 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, dated December 27, 2024 and filed on December 30, 2024 and incorporated herein by reference) Exhibit 2 Form of Registration Rights Agreement entered into by and between the Company and R.J. Kirk Declaration of Trust dated as of December 30, 2024 (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, dated December 27, 2024 and filed on December 30, 2024 and incorporated herein by reference) Exhibit 3 Form of Common Stock Purchase Warrant dated as of December 30, 2024 (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, dated December 27, 2024 and filed on December 30, 2024 and incorporated herein by reference) Exhibit 4 Joint Filing Agreement, dated as of December 30, 2024 by and among Randal J. Kirk, R.J. Kirk Declaration of Trust, Third Security, LLC, and Sunset 2020 LLC.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RANDAL J. KIRK

Signature: /s/ Randal J. Kirk

Name/Title: Randal J. Kirk

Date: 12/30/2024

R.J. KIRK DECLARATION OF TRUST

Signature: /s/ Randal J. Kirk

Name/Title: Randal J. Kirk Trustee

Date: 12/30/2024

SUNSET 2020 LLC

Signature: /s/ Randal J. Kirk

Name/Title: Randal J. Kirk Manager

Date: 12/30/2024

THIRD SECURITY, LLC

Signature: /s/ Randal J. Kirk

Name/Title: Randal J. Kirk Manager

Date: 12/30/2024

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D (including amendments thereto) with regard to the common stock of Precigen, Inc., and further agree that this Joint Filing Agreement be included as an exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this agreement as of the 30th day of December, 2024.

Date: December 30, 2024

/s/ Randal J. Kirk

Randal J. Kirk

R.J. KIRK DECLARATION OF TRUST

By: /s/ Randal J. Kirk

Randal J. Kirk

Trustee

SUNSET 2020 LLC

By: /s/ Randal J. Kirk

Randal J. Kirk

Manager

THIRD SECURITY, LLC

By: /s/ Randal J. Kirk

Randal J. Kirk

Manager