### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

#### CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 2, 2020

### PRECIGEN, INC.

(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation) 001-36042 (Commission File Number) 26-0084895 (I.R.S. Employer Identification No.)

20374 Seneca Meadows Parkway, Germantown, Maryland 20876 (Address of principal executive offices) (Zip Code)

> (301) 556-9900 (Registrant's telephone number, including area code)

N/A (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, No Par Value	PGEN	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  $\Box$ 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.  $\Box$ 

### Item 2.02 Results of Operations and Financial Condition.

Attached as Exhibit 99.1 is a copy of a press release of Precigen, Inc., dated March 2, 2020, reporting its financial results for the quarter and year ended December 31, 2019.

This information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

### Item 7.01 Regulation FD Disclosure.

On March 2, 2020, Precigen, Inc. provided a slide presentation to accompany its press release. A copy of the presentation is furnished as Exhibit 99.2 hereto.

This information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description

- 99.1 Press release dated March 2, 2020
- 99.2 <u>Slide presentation of Precigen, Inc. dated March 2, 2020</u>

104 Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Precigen, Inc.

By: /s/ Rick L. Sterling Rick L. Sterling Chief Financial Officer

Dated: March 2, 2020



#### Precigen Reports Fourth Quarter and Year End 2019 Financial Results

#### - Company completed series of transactions to support tighter focus on healthcare -

– Quarterly GAAP revenues from continuing operations of \$17.0 million and net loss attributable to Precigen of \$169.2 million, of which \$95.7 million was from discontinued operations and an additional \$33.8 million was for non-cash charges related to continuing operations –

GERMANTOWN, MD, March 2, 2020 – <u>Precigen, Inc.</u> (Nasdaq: PGEN), a biopharmaceutical company specializing in the development of innovative gene and cell therapies to improve the lives of patients, today announced its fourth quarter financial results for 2019.

#### **Recent Business Highlights:**

- The Company announced the appointment of Helen Sabzevari, PhD as President and CEO of Precigen and Randal J. Kirk as Executive Chairman effective as of January 1, 2020. The Company also changed its name to Precigen, Inc. from Intrexon Corporation and its Nasdaq stock symbol to PGEN from XON effective February 1, 2020;
- The Company closed sales of a number of its assets for an aggregate of \$65.2 million and sold \$35 million of its common stock in January 2020, thereby alleviating the going concern qualification associated with its 2019 consolidated financial statements as well as further streamlining corporate focus;
- The Company sold its ownership stake in AquaBounty Technologies, Inc. (Nasdaq: AQB) in October 2019 for proceeds of \$21.6 million;
- Precigen announced that the US Food and Drug Administration (FDA) granted orphan drug designation (ODD) to PRGN-3006, a first-in-class investigational therapy using Precigen's non-viral UltraCAR-T<sup>™</sup> therapeutic platform for patients with relapsed or refractory acute myeloid leukemia (AML) and higher risk myelodysplastic syndromes (MDS) (clinical trial identifier: NCT03927261);
- Precigen ActoBio, Inc., a wholly-owned subsidiary of Precigen, collaboration partner Oragenics, Inc. (NYSE American: OGEN) completed enrollment in the Phase 2 trial of AG013, an easy to use oral rinsing system designed to prevent and treat oral mucositis; and
- Triple-Gene LLC, a majority-owned subsidiary of Precigen, completed the Phase 1 trial enrollment and reported preliminary data of its investigational multigenic gene therapy INXN-4001 for the treatment of heart failure.

#### Fourth Quarter 2019 Financial Highlights:

- Total revenues from continuing operations of \$17.0 million;
- Net loss of \$169.2 million attributable to Precigen, or \$(1.09) per basic share, of which \$95.7 million was from discontinued operations and an additional \$33.8 million was for non-cash charges related to continuing operations; and
- Cash, cash equivalents, and short-term investments for continuing operations totaled \$75.1 million at December 31, 2019.

#### Full Year 2019 Financial Highlights:

- Total revenues from continuing operations of \$90.7 million;
- Net loss of \$322.3 million attributable to Precigen, or \$(2.09) per basic share, of which \$116.2 million was from discontinued operations and an additional \$70.4 million was for non-cash charges related to continuing operations.

"I am confident that we will make important advances this year in our mission to improve patient care through innovative gene and cell therapies," said Dr. Sabzevari. "We enter 2020 with cash resources that we believe are sufficient for us to deliver on several value-creating milestones during the year across our clinical pipeline. At the same time, we are laser-focused on aligning our portfolio, streamlining operations and maximizing organizational structures to improve operational efficiency going forward."

#### Fourth Quarter 2019 Financial Results Compared to Prior Year Period

Total revenues decreased \$24.2 million from the quarter ended December 31, 2018. Collaboration and licensing revenues decreased \$24.6 million, or 103%, from the quarter ended December 31, 2018 primarily due to the reacquisition of rights previously licensed to some of Precigen's collaborators in the second half of 2018 and the result of which eliminated or substantially reduced revenues previously generated from those collaborations. Additionally, collaboration and licensing revenues from collaborations with other collaborators decreased due to lower demand for research and development services in the current year period.

Research and development expenses decreased \$252.2 million, or 92%. The 2018 amounts include a \$228.0 million expense related to in-process research and development reacquired from former collaborators. Selling, general and administrative (SG&A) expenses increased \$6.3 million, or 28% which was primarily attributable to increased compensation expenses related to performance and retention incentives for SG&A employees, partially offset by (i) decreased share-based compensation expense which arose primarily from the departure of former employees during the first half of the current year; and (ii) fewer legal fees associated with the Company's Trans Ova subsidiary. The Company also recorded a \$29.6 million goodwill impairment charge in the fourth quarter of 2019 related to its Trans Ova subsidiary.

#### Full Year 2019 Financial Results Compared to Prior Year Period

Total revenues decreased \$60.5 million from the year ended December 31, 2018. Collaboration and licensing revenues decreased \$55.5 million, or 80%, from the year ended December 31, 2018 primarily due to the reacquisition of rights previously licensed to some of Precigen's collaborators in the second half of 2018 and the result of which eliminated or substantially reduced revenues previously generated from those collaborations. Additionally, in 2018, the Company recognized additional revenues from the acceleration of previously deferred revenue upon mutual termination of certain collaborations. Product revenues decreased \$4.7 million, or 17%, primarily due to lower customer demand in the beef and dairy industries resulting in fewer sales of pregnant cows and calf products. Gross margin on products also declined in the current period as a result of fewer products sold.

Research and development expenses decreased \$264.4 million, or 72%. The 2018 amounts include \$236.7 million of expenses related to in-process research and development reacquired from former collaborators. SG&A expenses decreased \$24.9 million, or 20%. SG&A salaries, benefits, and other personnel costs decreased \$14.9 million primarily due to decreased share-based compensation expense as a result of the reversal of previously recognized expense for unvested options granted to former employees as well as the conclusion of the vesting period for other previously granted stock options. Legal and professional fees decreased \$6.1 million primarily due to fewer legal fees associated with the Company's Trans Ova subsidiary. The Company also recorded a \$29.6 million goodwill impairment charge in the fourth quarter of 2019 related to its Trans Ova subsidiary.

#### **Conference Call and Webcast**

Precigen will host a conference call today Monday March 2nd at 5:30 PM ET to discuss the results and provide a general business update. The conference call may be accessed by dialing 1-888-317-6003 (Domestic US), 1-866-284-3684 (Canada), and 1-412-317-6061 (International) and providing the number 4230814 to join the Precigen Conference Call. Participants may also access the live webcast through Precigen's website in the Events section at <u>https://investors.precigen.com/press-events/event-calendar.</u>

#### Precigen: Advancing Medicine with Precision™

Precigen (Nasdaq: PGEN) is a dedicated discovery and clinical stage biopharmaceutical company advancing the next generation of gene and cell therapies using precision technology to target urgent and intractable diseases in our core therapeutic areas of immuno-oncology, autoimmune disorders, and infectious diseases. Our technologies enable us to find innovative solutions for affordable biotherapeutics in a controlled manner. Precigen operates as an innovation engine progressing a preclinical and clinical pipeline of well-differentiated unique therapies toward clinical proof-of-concept and commercialization. For more information about Precigen, vsit <u>www.precigen.com</u> or follow us on Twitter <u>@Precigen</u> and <u>LinkedIn</u>.

#### Trademarks

Precigen, UltraCAR-T, and Advancing Medicine with Precision are trademarks of Precigen and/or its affiliates. Other names may be trademarks of their respective owners.

#### Cautionary Statement Regarding Forward-Looking Statements

Some of the statements made in this press release are forward-looking statements. These forward-looking statements are based upon the Company's current expectations and projections about future events and generally relate to plans, objectives, and expectations for the development of the Company's business, including the timing and progress of preclinical and clinical trials and discovery programs, the promise of the Company's non-healthcare business. Although management believes that the plans and objectives reflected in or suggested by these forward-looking statements are reasonable, all forward-looking statements involve risks and uncertainties and actual future results may be materially different from the plans, objectives and expectations change. All forward-looking statements are expressly qualified in their entirety by this cautionary statement. For further information on potential risks and uncertainties, and other important factors, any of which could cause the Company's actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in the Company's more than autoertainties and Exchange Commission.

#### For more information, contact: Investor Contact:

Steven Harasym Vice President, Investor Relations Tel: +1 (301) 556-9850 investors@precigen.com

#### **Corporate Contact:**

Marie Rossi, PhD Vice President, Communications Tel: +1 (301) 556-9850 precs@precigen.com

### Precigen, Inc. and Subsidiaries Consolidated Balance Sheets (Unaudited)

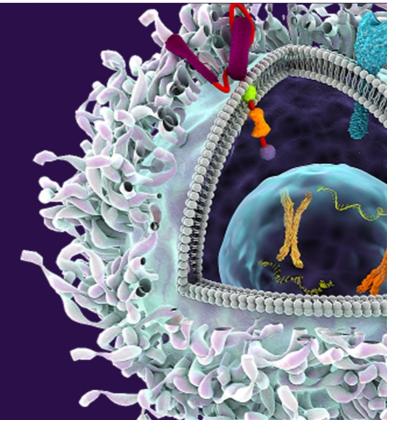
(Amounts in thousands) Assets	December 31, 2019	Dece	December 31, 2018	
Assets Current assets				
Cash and cash equivalents	\$ 65.793	\$	96.876	
Restricted cash	¢ 03,755	Ψ	6,987	
Short-term investments	9,260		119,614	
Equity securities			384	
Receivables			501	
Trade, net	20,650		21,179	
Related parties, net	600		4,129	
Other, net	4.978		1.257	
Inventory	16,097		20,575	
Prepaid expenses and other	6,444		5,327	
Current assets held for sale	110,821		9,155	
Total current assets	234,643		285,483	
Equity securities, noncurrent			640	
Property, plant and equipment, net	60.969		86,896	
Intangible assets, net	68,346		88,962	
Goodwill	63,754		93,627	
Investments in affiliates	1.461		2,139	
Right-of-use assets	25,228		_	
Other assets	1,362		2,069	
Noncurrent assets held for sale	_		156,361	
Total assets	\$ 455,763	\$	716,177	
Current liabilities		<u> </u>		
Accounts payable	\$ 5,917	\$	11,973	
Accrued compensation and benefits	14,091	Ψ	9,955	
Other accrued liabilities	12,049		19,005	
Deferred revenue	5,697		11,088	
Lines of credit	1.922		466	
Current portion of long-term debt	31,670		479	
Current portion of lease liabilities	4,182		_	
Related party payables	51		256	
Current liabilities held for sale	47,333		8,340	
Total current liabilities	122,912		61,562	
Long-term debt, net of current portion	186.321		211,216	
Deferred revenue, net of current portion	48.136		46,728	
Lease liabilities, net of current portion	23,849		_	
Deferred tax liabilities, net	2,834		3,856	
Other long-term liabilities			3,135	
Long-term liabilities held for sale	_		10,958	
Total liabilities	384.052		337,455	
Commitments and contingencies			00.,100	
Total equity				
Common stock	_			
Additional paid-in capital	1,752,048		1,722,012	
Accumulated deficit	(1,652,869)		(1,330,545	
Accumulated other comprehensive loss	(27,468)		(28,612	
Total Precigen shareholders' equity	71,711		362,855	
Noncontrolling interests	/1,/11		15,867	
Total equity		¢	378,722	
Total liabilities and total equity	\$ 455,763	\$	716,177	

#### Precigen, Inc. and Subsidiaries Consolidated Statements of Operations (Unaudited)

		Three months ended December 31,			Year ended December 31,			
(Amounts in thousands, except share and per share data)		2019		2018		2019		2018
Revenues Collaboration and licensing revenues	\$	(658)	\$	23.947	\$	14.059	\$	69,540
Product revenues	ψ	5,297	ψ	4,974	ψ	23,780	ψ	28,486
Service revenues		12,096		12,040		51,803		52,419
Other revenues		267		231		1,080		733
Total revenues	_	17,002		41.192	_	90,722	-	151,178
Operating Expenses				,	_			
Cost of products		7.800		7,531		31,930		35,087
Cost of services		7.611		6,462		29,471		27,589
Research and development		21,035		273,229		101,879		366,248
Selling, general and administrative		28,358		22,089		100,844		125,751
Impairment loss		30,184		_		30,810		_
Total operating expenses		94,988		309,311		294,934		554,675
Operating loss	_	(77,986)	-	(268,119)	_	(204,212)	-	(403,497)
Other Income (Expense), Net		<u> </u>		<u> </u>		<u> </u>		<u>(, .</u> )
Unrealized and realized appreciation (depreciation) in fair value of								
equity securities and preferred stock, net		5,221		(2,255)		8,291		(28,273)
Interest expense		(4,542)		(4,307)		(17,666)		(8,473)
Interest and dividend income		603		1,758		3,871		19,017
Other income (expense), net		2,774		(65)		3,445		470
Total other income (expense), net		4,056		(4,869)		(2,059)		(17,259)
Equity in net loss of affiliates		(473)		(913)		(2,416)		(8,986)
Loss from continuing operations before income taxes		(74,403)		(273,901)		(208,687)		(429,742)
Income tax benefit (expense)		905		(686)		930		15,425
Loss from continuing operations	\$	(73,498)	\$	(274,587)	\$	(207,757)	\$	(414,317)
Loss from discontinued operations, net of income tax benefit		(95,717)		(67,135)		(116,159)		(100,389)
Net loss	\$	(169,215)	\$	(341,722)	\$	(323,916)	\$	(514,706)
Net loss attributable to the noncontrolling interests		—		1,257		1,592		5,370
Net loss attributable to Precigen	\$	(169,215)	\$	(340,465)	\$	(322,324)	\$	(509,336)
Amounts Attributable to Precigen								
Net loss from continuing operations attributable to Precigen	\$	(73,498)	\$	(273,330)	\$	(206,165)	\$	(408,947)
Net loss from discontinued operations attributable to Precigen		(95,717)		(67,135)		(116,159)		(100,389)
Net loss attributable to Precigen	\$	(169,215)	\$	(340,465)	\$	(322,324)	\$	(509,336)
Net Loss per Share					_			
Net loss from continuing operations attributable to Precigen per share,								
basic and diluted	\$	(0.47)	\$	(2.08)	\$	(1.34)	\$	(3.16)
Net loss from discontinued operations attributable to Precigen per								
share, basic and diluted		(0.62)		(0.51)		(0.75)	_	(0.77)
Net loss attributable to Precigen per share, basic and diluted	\$	(1.09)	\$	(2.59)	\$	(2.09)	\$	(3.93)
Weighted average shares outstanding, basic and diluted	1	55,230,741	1	31,532,851	1	54,138,774	12	29,521,731
, erer erer erer erer erer erer erer er	_	,,	_	- ) /00-	_	- , )	_	- ,,. 02

# Precigen 4Q-2019 Business Update

2 March 2020



### **Forward-looking Statements**

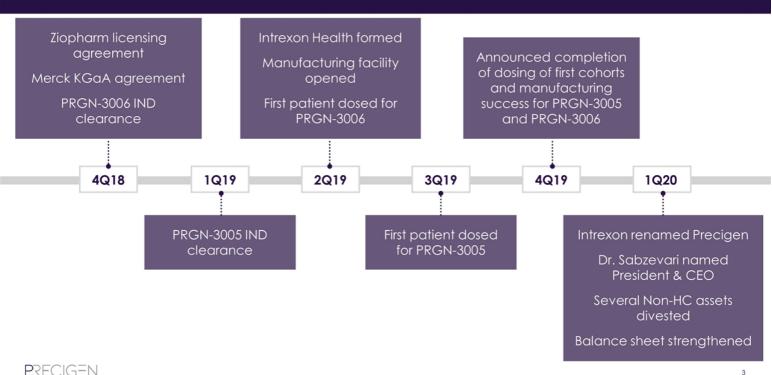
Some of the statements made in this presentation are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based upon Precigen's current expectations and projections about future events and generally relate to plans, objectives and expectations for the development of Precigen's business and can be identified by forward-looking wards such as "may," "will," "potential," "expect." "believe," "anticipate," "interve," "anticipate," "interve, "anticipate," "interve," "anticipate," "interve,"," "anticipate," interve," "anticipate," "int

All of the pharmaceutical products described in this presentation are investigational new drugs, which are currently undergoing pre-clinical and/or human clinical trial testing. As a result, none of them have had their safety or efficacy established or are approved by the U.S. Food and Drug Administration or any other regulatory agency.

2

© 2020 Precigen, Inc. All rights reserved.

## Precigen: Setting the Stage for Success



### PRECIGEN'S VISION FOR PATIENTS

Develop life-saving and cost-conscious therapies utilizing our cutting-edge platform technologies for patients with unmet need



## Our Non-Healthcare Asset Strategy

Trans Ova Genetics

Continue to evaluate strategic alternatives

Increase operational efficiencies

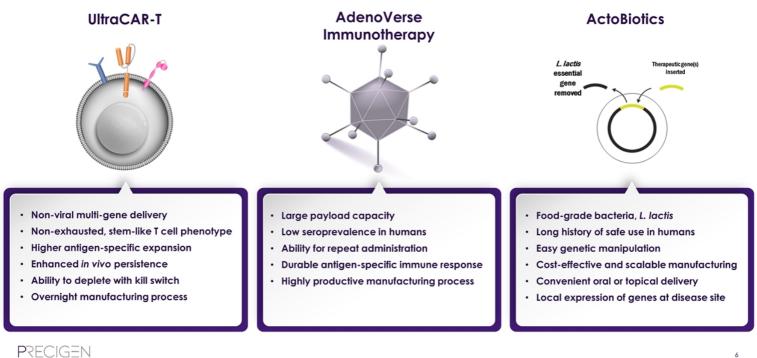
Contribute cash to Precigen MBP Titan

Significantly reduce cash requirement

Increase operational efficiencies

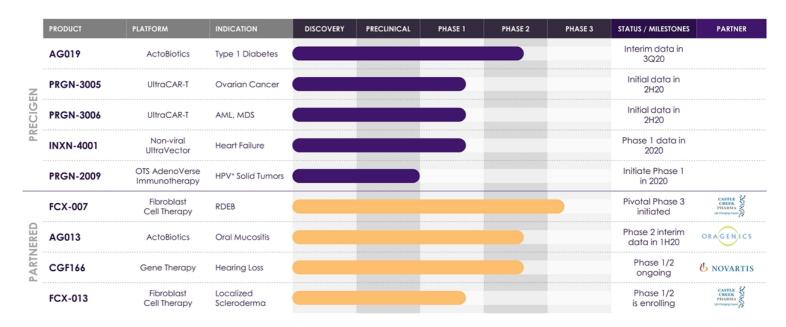
Support partnering discussions

## **One Precigen: Deploying Novel Approaches to Address Unmet Healthcare Needs**

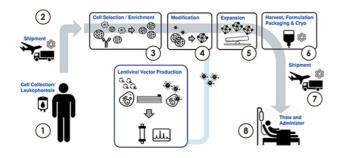


6

## Robust Pipeline with Many Milestones to Drive Value



## Our UltraCAR-T<sup>™</sup> Platform Promises a More Effective Way to Treat Patients



**Conventional CAR-T** Viral vectors and ex vivo expansion result in long

delays for patient treatment and high cost

- Reliance on viral vectors
  - Complexity of manufacturing viral vectors
- · Long and complex CAR-T cell manufacturing process - Long delays for patients
  - High cost of manufacturing
- Exhausted T cell phenotype
- · Major challenges in solid tumor treatment





UltraCAR-T Potential Advantages: Potency + Safety + Efficacy

on of advanced non-viral Sleeping ession of CAR, mbIL15 and kill switch

8

Non-viral gene delivery

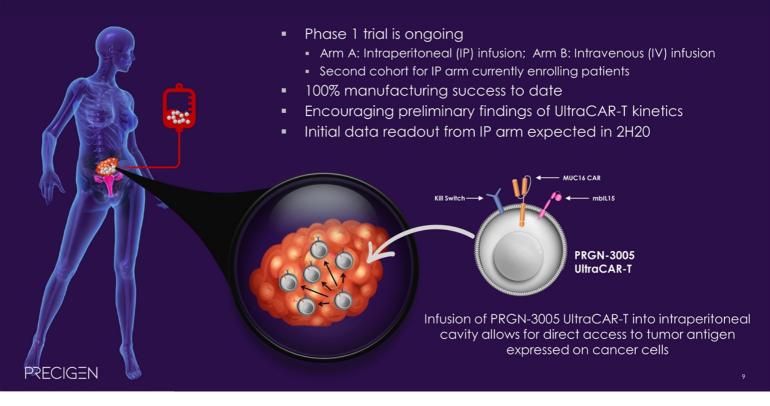
kapheresis and T ce olation from patient

- Simplified manufacturing of Plasmid DNA
- Overnight UltraCAR-T manufacturing process - No ex vivo expansion necessary
  - Reduced manufacturing cost
- Stem-like memory T cell phenotype
- Enhanced potential for expansion and persistence

### UltraCAR-T™

Overnight non-viral gene transfer eliminates long delays for patient

## PRGN-3005, a first-in-class therapy in ovarian cancer



## PRGN-3006, a first-in-class therapy in AML

- Phase 1/1b trial is ongoing
  - Arm 1: No Lymphodepletion ; Arm 2: With Lymphodepletion
  - Second cohort for Arm 1 and First cohort for Arm 2 currently enrolling
- 100% manufacturing success to date
- Encouraging preliminary findings of UltraCAR-T kinetics
- Initial data readout expected in 2H20

