

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Precigen, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

26-0084895
(I.R.S. Employer
Identification No.)

20374 Seneca Meadows Parkway
Germantown, Maryland
(Address of Principal Executive Offices)

20876
(Zip Code)

Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan
(Full title of the plan)

Helen Sabzaveri
President and Chief Executive Officer
Precigen, Inc.
20374 Seneca Meadows Parkway
Germantown, Maryland
(Name and address of agent for service)

(301) 556-9900
(Telephone number, including area code, of agent for service)

Copies to:

William I. Intner
Asher M. Rubin

Hogan Lovells US LLP
100 International Drive, Suite 2000
Baltimore, Maryland 21202
(410) 659-2700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Common Stock, no par value	2,000,000	\$4.13	\$8,260,000	\$1,072.15
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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminable number of additional shares of the Registrant's common stock, no par value (the "Common Stock"), as may become issuable to prevent dilution in the event of stock splits, stock dividends, recapitalizations, or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, and is based upon the average of high and low sales prices of the Common Stock on The Nasdaq Global Select Market on June 18, 2020.

REGISTRATION OF ADDITIONAL SECURITIES

Precigen, Inc. (the “Company”) is hereby registering 2,000,000 additional shares of its common stock, no par value per share, for issuance under the Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan (the “2013 Plan”). The registration statements on Form S-8 (Registration Nos. [333-190614](#), [333-196840](#), [333-205642](#), [333-213065](#), [333-219874](#), [333-226821](#), and [333-233209](#), collectively, the “Prior 2013 Plan Registration Statements”), as filed with the Securities and Exchange Commission on August 14, 2013, June 17, 2014, July 13, 2015, August 10, 2016, August 10, 2017, August 13, 2018, and August 12, 2019, respectively, relating to the same class of securities and the same benefit plan are currently effective and, in accordance with General Instruction E to Form S-8, the contents of the Prior 2013 Plan Registration Statements, except to the extent supplemented, amended, or superseded by the information set forth herein, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 6. Indemnification of Directors and Officers.

Article 10 of Chapter 9 of Title 13.1 of the Code of Virginia, as amended, or the Virginia Stock Corporation Act (the “VSCA”), permits a Virginia corporation before final disposition of a proceeding to advance funds to pay for or reimburse any officer or director for expenses incurred in connection with the proceeding if the individual is a party to the proceeding because the individual is an officer or director, and if the individual delivers to the corporation a written undertaking to repay any funds advanced if it is ultimately determined that the individual is not entitled to indemnification.

In addition, a corporation is permitted to indemnify a director or officer who is party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding.

Authorization to advance funds to, reimburse, or indemnify a director or officer must be made by the disinterested members of the board of directors, a committee of the board of directors consisting solely of disinterested directors, or shareholders, and the authorization to indemnify requires that a determination be made that the individual’s conduct was in good faith and otherwise met the required standards of conduct and belief.

In a proceeding by or in the right of the corporation, no indemnification shall be made in respect of any matter as to which a director or officer is adjudged to be liable to the corporation, except for expenses incurred in connection with the proceeding if it is determined that the individual has met the relevant standard of conduct and belief. In any other proceeding, no indemnification shall be made if the director or officer is adjudged liable to the corporation on the basis that the individual improperly received a personal benefit. Corporations are given the power to make any other or further indemnity, including advance of expenses, to any director or officer that may be authorized by the articles of incorporation or any bylaw made by the shareholders, or any resolution adopted, before or after the event, by the shareholders, except an indemnity against the individual’s willful misconduct or a knowing violation of criminal law. Unless limited by its articles of incorporation, indemnification against the reasonable expenses incurred by a director or officer is mandatory who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual is a party because the individual is or was a director or officer. In addition, the VSCA limits the personal liability of an officer or director in any proceeding brought by or in the name of the corporation or its shareholders except if the individual engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law, including without limitation any claim of unlawful insider trading or market manipulation.

The Company is a Virginia corporation. The Company’s Amended and Restated Articles of Incorporation contain provisions limiting the liability of and indemnifying its directors and officers to the extent not prohibited by Virginia law.

ITEM 8 Exhibits.

Exhibit Number	Description
4.1	<u>Specimen certificate evidencing shares of common stock.</u>
5.1	<u>Opinion of Hogan Lovells US LLP.</u>
23.1	<u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
23.3	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
24.1	<u>Power of Attorney.</u>
99.1	<u>Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan (conformed copy including amendments through April 1, 2020) (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2020).</u>
99.2	<u>Amendment to the Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 19, 2020).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Germantown, State of Maryland on June 22, 2020.

PRECIGEN, INC.

By: /s/ Rick L. Sterling

Rick L. Sterling
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Helen Sabzevari</u> Helen Sabzevari	President and Chief Executive Officer and Director (Principal Executive Officer)	June 22, 2020
<u>/s/ Rick L. Sterling</u> Rick L. Sterling	Chief Financial Officer (Principal Accounting and Financial Officer)	June 22, 2020
<u>*</u> Randal J. Kirk	Executive Chairman of the Board of Directors	June 22, 2020
<u>*</u> Cesar L. Alvarez	Director	June 22, 2020
<u>*</u> Steven R. Frank	Director	June 22, 2020
<u>*</u> Vinita D. Gupta	Director	June 22, 2020
<u>*</u> Fred Hassan	Director	June 22, 2020
<u>*</u> Jeffrey B. Kindler	Director	June 22, 2020
<u>*</u> Dean J. Mitchell	Director	June 22, 2020
<u>*</u> Robert B. Shapiro	Director	June 22, 2020
<u>*</u> James S. Turley	Director	June 22, 2020

*By: /s/ Rick L. Sterling

Rick L. Sterling
Attorney in Fact

[FACE OF CERTIFICATE]

PI

PRECIGEN, INC.

SHARES

COMMON STOCK

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 74017N 10 5

INCORPORATED UNDER THE LAWS OF THE STATE OF VIRGINIA

THIS CERTIFIES THAT:

is the owner of

FULLY PAID AND NONASSESSABLE SHARES OF THE COMMON STOCK, NO PAR VALUE, OF

Precigen, Inc.

transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of the certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile signatures of the Corporation's duly authorized officers.

Dated:

[SIGNATURE]

CHIEF FINANCIAL OFFICER

[SIGNATURE]

SECRETARY

COUNTERSIGNED AND REGISTERED:

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC
(Brooklyn, NY)

BY: TRANSFER AGENT AND REGISTRAR
AUTHORIZED SIGNATURE

[REVERSE OF CERTIFICATE]

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common
TEN ENT – as tenants by the entireties

JT TEN – as joint tenants with right
of survivorship and not as
tenants in common

UNIF GIFT MIN ACT – _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE

_____ Shares of the common stock
represented by the within Certificate, and do hereby irrevocably constitute and appoint
_____ Attorney to transfer the said stock on the books
of the within named Corporation with full power of substitution in the premises

Dated _____

NOTICE:
THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE,
IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.

SIGNATURE(S) GUARANTEED:
THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND
LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION
PROGRAM), PURSUANT TO SEC RULE 17Ad-15



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 100 International Drive
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 www.hoganlovells.com

June 22, 2020

Board of Directors
 Precigen, Inc.
 20374 Seneca Meadows Parkway
 Germantown, Maryland 20876

Ladies and Gentlemen:

We are acting as counsel to Precigen, Inc., a Virginia corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”) relating to the proposed offering of up to 2,000,000 newly issued shares of the common stock, no par value (the “**Common Stock**”) of the Company (the “**Shares**”), all of which shares are issuable pursuant to the Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments, and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Virginia Stock Corporation Act, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors and in the Plan, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar Zagreb. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see www.hoganlovells.com

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ HOGAN LOVELLS US LLP

HOGAN LOVELLS US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 2, 2020, relating to the financial statements of Precigen, Inc. and the effectiveness of Precigen, Inc.'s internal control over financial reporting appearing in the Annual Report on Form 10-K of Precigen, Inc. for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

Baltimore, Maryland
June 22, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Precigen, Inc. (formerly known as Intrexon Corporation) of our report dated March 1, 2019, except for the effects of discontinued operations discussed in Note 3 and the change in composition of reportable segments discussed in Note 20, as to which the date is March 2, 2020, relating to the financial statements, which appears in Precigen, Inc's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP

Raleigh, North Carolina
June 22, 2020

PRECIGEN, INC.
POWER OF ATTORNEY

The undersigned officers and directors of Precigen, Inc., a Virginia corporation (the “Company”), hereby constitute and appoint Helen Sabzevari, Donald P. Lehr, and Rick L. Sterling, and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and each of them, to sign for the undersigned, individually and in each capacity stated below, and to file with the Securities and Exchange Commission under the Securities Act of 1933 (i) a Registration Statement on Form S-3 to be initially filed during calendar year 2020 relating to the registration for sale from time to time of the Company’s securities and (ii) a Registration Statement on Form S-8 relating to securities of the Company issued under the Precigen, Inc. Amended and Restated 2013 Omnibus Incentive Plan, as amended, and in each case any and all amendments thereto (including post-effective amendments), with all exhibits thereto and other documents in connection therewith, grant unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, and ratify and confirm all acts taken by such agents and attorneys-in-fact, or either of them, as herein authorized.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Helen Sabzevari</u> Helen Sabzevari	President and Chief Executive Officer and Director (Principal Executive Officer)	June 22, 2020
<u>/s/ Rick Sterling</u> Rick Sterling	Chief Financial Officer (Principal Financial and Accounting Officer)	June 18, 2020
<u>/s/ Randal J. Kirk</u> Randal J. Kirk	Executive Chairman of the Board of Directors	June 17, 2020
<u>/s/ Cesar L. Alvarez</u> Cesar L. Alvarez	Director	June 18, 2020
<u>/s/ Steven R. Frank</u> Steven R. Frank	Director	June 17, 2020
<u>/s/ Vinita D. Gupta</u> Vinita D. Gupta	Director	June 17, 2020
<u>/s/ Fred Hassan</u> Fred Hassan	Director	June 17, 2020
<u>/s/ Jeffrey B. Kindler</u> Jeffrey B. Kindler	Director	June 17, 2020
<u>/s/ Dean J. Mitchell</u> Dean J. Mitchell	Director	June 17, 2020
<u>/s/ Robert B. Shapiro</u> Robert B. Shapiro	Director	June 19, 2020
<u>/s/ James S. Turley</u> James S. Turley	Director	June 17, 2020