

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Sloss Dakin</b>			2. Issuer Name and Ticker or Trading Symbol <b>Heliogen, Inc. [HLGN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) <b>P.O. BOX 12829</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/28/2022</b>					
(Street) <b>JACKSON, WY 83002</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

**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	06/28/2022		S		770,764	D	\$ 2.8162 <a href="#">(4)</a>	19,159,513	I	See footnote <a href="#">(1)</a> <a href="#">(3)</a>
Common Stock	06/28/2022		S		257,890	D	\$ 2.8162 <a href="#">(4)</a>	6,410,567	I	See footnote <a href="#">(2)</a> <a href="#">(3)</a>
Common Stock	06/29/2022		S		1,053,084	D	\$ 2.0243 <a href="#">(5)</a>	18,106,429	I	See footnote <a href="#">(1)</a> <a href="#">(3)</a>
Common Stock	06/29/2022		S		352,350	D	\$ 2.0243 <a href="#">(5)</a>	6,058,217	I	See footnote <a href="#">(2)</a> <a href="#">(3)</a>
Common Stock	06/30/2022		S		169,180	D	\$ 1.9918 <a href="#">(6)</a>	17,937,249	I	See footnote <a href="#">(1)</a> <a href="#">(3)</a>
Common Stock	06/30/2022		S		56,606	D	\$ 1.9918 <a href="#">(6)</a>	6,001,611	I	See footnote <a href="#">(2)</a> <a href="#">(3)</a>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sloss Dakin P.O. BOX 12829 JACKSON, WY 83002		X		
Prime Movers Lab Fund I LP P.O. BOX 12829 JACKSON, WY 83002		X		
Heliogen PML SPV 1 LP P.O. BOX 12829 JACKSON, WY 83002		X		

## Signatures

/s/ Taylor Frankel, Authorized Person on behalf of the General Partner of each Reporting Person		06/30/2022
<small>**Signature of Reporting Person</small>		Date
Dakin Sloss /s/ Taylor Frankel, Attorney-in-fact		06/30/2022
<small>**Signature of Reporting Person</small>		Date

## Explanation of Responses:

\* 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).

(1) Held by Prime Movers Lab Fund I LP ("PML"). Prime Movers Lab GP I LLC ("PML GP") is the general partner of PML.

(2) Held by Heliogen PML SPV 1 LP ("Heliogen PML"). Prime Movers Lab GP II LLC ("PML GP II") is the general partner of Heliogen PML.

Dakin Sloss is the manager of PML GP and PML GP II and as a result may be deemed to have or share beneficial ownership the securities held by PML and Heliogen PML.

(3) Mr. Sloss disclaims any beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein.

(4) The price of \$2.8162 per share represents a weighted average of purchase prices ranging from \$2.485 to \$3.13 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

(5) The price of \$2.0243 per share represents a weighted average of purchase prices ranging from \$1.96 to \$2.63 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

(6) The price of \$1.9918 per share represents a weighted average of purchase prices ranging from \$1.86 to \$2.21 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

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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