

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

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 - GROSS WILLIAM | | 2. Issuer Name and Ticker or Trading Symbol HelioGen, Inc. [HLGN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/30/2021 | | <input type="checkbox"/> 10% Owner Other (specify below) |
| (Street) C/O HELIOGEN, INC., 130 WEST UNION STREET | | | 4. If Amendment, Date Original Filed (Month/Day/Year) 01/04/2022 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip) PASADENA, CA 91103 | | | 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 | 12/30/2021 | | A | | 1,589,488 | (1) | A | \$ 0 | 1,589,488 | D | |

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 | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$ 9 | 12/30/2021 | | A | | 10,112,732 | | (2) | 11/09/2031 | Common Stock | 10,112,732 | (3) | 10,112,732 | D | |
| Employee Stock Option (right to buy) | \$ 0.18 | 12/30/2021 | | A | | 5,033,213 | | (4) | 12/20/2030 | Common Stock | 5,033,213 | (3) | 5,033,213 | D | |
| Employee Stock Option (right to buy) | \$ 0.09 | 12/30/2021 | | A | | 4,209,710 | | (5) | 12/05/2028 | Common Stock | 4,209,710 | (3) | 4,209,710 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS WILLIAM C/O HELIOGEN, INC. 130 WEST UNION STREET PASADENA, CA 91103 | X | | Chief Executive Officer | |

Signatures

/s/ Dorothy Vinsky, Attorney-in-Fact 01/07/2022
Signature of Reporting Person 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) Received on December 30, 2021 pursuant to that certain Business Combination Agreement ("Merger Agreement"), dated as of July 6, 2021, by and among Athena Technology Acquisition Corp., a Delaware corporation ("Athena"), HelioMax Merger Sub Inc., a Delaware corporation and HelioGen, Inc., a Delaware corporation.
- (2) The shares underlying the option shall vest in 48 equal monthly installments commencing December 30, 2021, subject to the Reporting Person's continuous service.
- (3) Represents options issued by Legacy HelioGen and assumed by the Issuer on December 30, 2021 pursuant to the Merger Agreement.
- (4) The shares underlying the option vested or shall vest in 48 equal monthly installments commencing December 21, 2020, subject to the Reporting Person's continuous service.
- (5) The shares underlying the option vested or shall vest in 48 equal monthly installments commencing December 6, 2018, subject to the Reporting Person's continuous service.

Remarks:

The original Form 4, filed on January 4, 2022, is being amended by this Form 4/A to correct the previously reported exercise price of the stock options. The number of shares underlying the stock options previously reported correctly acco

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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