

**FORM 4**

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

| OMB APPROVAL                                   |           |
|--|-----------|
| 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 -<br>Schell Steven        |  | 2. Issuer Name and Ticker or Trading Symbol<br>Heliogen, Inc. [HLGN]                    |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below)<br>Chief Technology Officer |  |
| (Last) (First) (Middle)<br>C/O HELIOGEN, INC., 130 W UNION STREET |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/30/2021                          |  |  |  |
| (Street)<br>PASADENA, CA 91103                                    |  | 4. If Amendment, Date Original Filed(Month/Day/Year)<br>01/05/2022                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |

| 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                              |   | 150,996   | (1)        | A     | \$ 0  | 150,996  | D   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

**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)       | \$ 0.18  | 12/30/2021                           |  | A                              |   | 1,509,964   |     | (2)  | 07/21/2030      | Common Stock  | 1,509,964                  | \$ 0 (3)                                   | 1,509,964  | D  |  |
| Employee Stock Option (right to buy)       | \$ 0.09  | 12/30/2021                           |  | A                              |   | 1,006,643   |     | (4)  | 02/05/2029      | Common Stock  | 1,006,643                  | \$ 0 (3)                                   | 1,006,643  | D  |  |
| Employee Stock Option (right to buy)       | \$ 0.09  | 12/30/2021                           |  | A                              |   | 201,328   |     | (5)  | 12/05/2028      | Common Stock  | 201,328                    | \$ 0 (3)                                   | 201,328  | D  |  |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Schell Steven<br>C/O HELIOGEN, INC.<br>130 W UNION STREET<br>PASADENA, CA 91103 |               |           | Chief Technology Officer |       |

**Signatures**

|  |                     |
|--|---------------------|
| /s/ Dorothy Vinsky, Attorney-in-Fact           | 01/07/2022          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

**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) These shares are represented by restricted stock units ("RSUs") issued by Heliogen, Inc., a Delaware corporation ("Legacy Heliogen") and assumed by the Issuer on December 30, 2021 pursuant to that certain Business Combination Agreement ("Merger Agreement"), dated as of July 6, 2021. Each RSU represents a contingent right to receive one share of the Common Stock of the Issuer. Six and one-quarter percent (6.25%) of the shares underlying the RSUs vest in quarterly installments with the first installment vesting on March 15, 2022, subject to the Reporting Person's continuous service.
- (2) The shares shall vest in 48 equal monthly installments commencing on July 22, 2020, 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) One quarter (25%) of the shares vested on February 6, 2020, and the remainder of the shares shall vest in 36 equal monthly installments, subject to the Reporting Person's continuous service.
- (5) The shares shall vest in 48 equal monthly installments commencing on December 6, 2018, subject to the Reporting Person's continuous service.

**Remarks:**

The original Form 4, filed on January 5, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.