Filed Pursuant to Rule 424(b)(3)
Registration No. 333-262319

PROSPECTUS SUPPLEMENT NO. 1
(To the Prospectus dated June 7, 2022)

Up to 124,749,204 Shares of Common Stock
Up to 8,566,666 Shares of Common Stock Issuable Upon Exercise of Warrants
Up to 233,333 Warrants to Purchase Common Stock

This prospectus supplement if being filed solely to update and supplement the prospectus, dated June 7, 2022 (the "Prospectus"), which forms a part of our registration statement on Form S-1 (No. 333-262319), with the information contained in our Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2022 (the "Quarterly Report"). Accordingly, we have attached the Quarterly Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the issuance by us of an aggregate of up to 8,566,666 shares of our common stock, $0.0001 par value per share ("Common Stock"), which consists of up to (i) 233,333 shares of Common Stock issuable upon the exercise of 700,000 warrants (the "Private Placement Warrants") originally issued in a private placement in connection with the initial public offering of Athena Technology Acquisition Corp. ("Athena") by the holders thereof and (ii) 8,333,333 shares of Common Stock issuable upon the exercise of 8,333,333 warrants (the "Public Warrants" and, together with the Private Placement Warrants, the "Warrants") originally issued in the initial public offering of Athena by the holders thereof. We will receive the proceeds from the exercise of any Warrants for cash.

The Prospectus and this prospectus supplement also relate to the offer and sale from time to time by the selling securityholders named in this prospectus (the "Selling Securityholders") of (i) up to 124,749,204 shares of Common Stock (including up to 16,500,000 shares of common stock issued pursuant to subscription agreements entered into on July 6, 2021 and up to 233,333 shares of Common Stock issuable upon the exercise of the Private Placement Warrants) and (ii) up to 233,333 whole Private Placement Warrants. We will not receive any proceeds from the sale of shares of Common Stock or Warrants by the Selling Securityholders pursuant to this prospectus. However, we will pay the expenses, other than underwriting discounts and commissions and expenses incurred by the Selling Securityholders, for brokerage, accounting, tax or legal services or any other expenses incurred by the Selling Securityholders in disposing of the securities associated with the sale of securities pursuant to this prospectus.

This prospectus supplement updates and supplements the information in the Prospectus and should be read in conjunction with the Prospectus, including any amendments or supplements thereto, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the Prospectus, including any amendments or supplements thereto, except to the extent that the information in this prospectus supplement updates and supersedes the information contained therein.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto.

We are an "emerging growth company" as defined in Section 2(a) of the Securities Act of 1933, as amended, and are subject to reduced public company reporting requirements. The Prospectus complies with the requirements that apply to an issuer that is an emerging growth company.

Our Common Stock and Public Warrants are listed on The New York Stock Exchange ("NYSE") under the symbols "HLGN" and "HLGNW," respectively. On August 17, 2022, the closing price of our Common Stock was $2.58 and the closing price for our Public Warrants was $0.37.

You should review carefully the risks and uncertainties described in the section entitled "Risk Factors" beginning on page 6 of the Prospectus and under similar headings in any amendments or supplements to the Prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated August 18, 2022

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____________ to _____________

Commission File Number: 001-40209

Heliogen, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**85-4204953**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
130 West Union Street, Pasadena California	**91103**
(Address of Principal Executive Offices)	(Zip Code)

(626) 720-4530

Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.0001 par value per share	HLGN	New York Stock Exchange
Warrants, each whole warrant exercisable for shares of Common stock at an exercise price of $11.50 per share	HLGN.W	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).Yes ☒ No ☐

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 13(a) of the Exchange Act.☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes☐ No ☒

The registrant had 190,354,103 shares of common stock outstanding as of August 4, 2022.

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these forward-looking statements on our current expectations and projections about future events. All statements, other than statements of present or historical fact included in this Quarterly Report on Form 10-Q regarding our future financial performance, as well as our strategy, future operations, financial position, estimated revenues, and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. Any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “will,” “would” or the negative of such terms or other similar expressions. These forward-looking statements are based on management’s current expectations, assumptions, hopes, beliefs, intentions and strategies regarding future events and are based on currently available information as to the outcome and timing of future events. We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to our business.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include:

- our ability to recognize the anticipated benefits of the business combination (the “Business Combination”) with Athena Technology Acquisition Corp (“Athena”), which may be affected by, among other things, our ability to grow and manage growth profitably;
- our financial and business performance, including risk of uncertainty in our financial projections and business metrics and any underlying assumptions thereunder;
- changes in our business and strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans;
- our ability to execute our business model, including market acceptance of our planned products and services and achieving sufficient production volumes at acceptable quality levels and prices;
- changes in domestic and foreign business, market, financial, political, legal conditions and applicable laws and regulations;
- our ability to grow market share in our existing markets or new markets we may enter;
- our ability to achieve and maintain profitability in the future;
- our ability to access sources of capital to finance operations, growth and future capital requirements;
- our ability to maintain and enhance our products and brand, and to attract and retain customers;
- our ability to find new partners for product offerings;
- the success of strategic relationships with third parties;
- our ability to scale in a cost-effective manner;
- developments and projections relating to our competitors and industry;
- the impact of the COVID-19 pandemic and Russia’s invasion of Ukraine on our business, including, but not limited to, supply chain disruptions;
- our expectations regarding our ability to obtain and maintain intellectual property protection and not infringe on the rights of others;
- our ability to find and retain critical employee talent and key personnel;

- the possibility that we may be adversely impacted by other economic, business, and/or competitive factors;
- the possibility that our remediation plan may not successfully address the underlying causes of the material weaknesses in our internal control over financial reporting;
- future exchange and interest rates;
- the outcome of any known and unknown litigation and regulatory proceedings; and
- other risks and uncertainties, including those disclosed under “Item 1A. Risk Factors” contained in Part I of our latest Annual Report on Form 10-K/A, and the risk factors and other cautionary statements contained in other filings that have been made or will be made with the Securities and Exchange Commission by the Company.

Given these risks and uncertainties, you should not place undue reliance on these forward-looking statements. Should one or more of the risks or uncertainties described in this Quarterly Report on Form 10-Q, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. Additional information concerning these and other factors that may impact the operations and projections discussed herein are disclosed under “Item 1A. Risk Factors” contained in Part I of our latest Annual Report on Form 10-K/A and in our periodic filings with the SEC. Our SEC filings are available publicly on the SEC’s website at *www.sec.gov*.

You should read this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity and performance as well as other events and circumstances may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

Part I - Financial Information

Item 1. Financial Information

Heliogen, Inc.
Condensed Consolidated Balance Sheets
($ in thousands, except share data)
(Unaudited)

	June 30, 2022	December 31, 2021
		(As Restated)
ASSETS		
Cash and cash equivalents	$ 60,731	$ 190,081
Restricted cash	957	—
Investments, available-for-sale (amortized cost of $125,310 and $32,349, respectively)	115,142	32,332
Receivables	5,742	3,896
Prepaid and other current assets	7,222	874
Total current assets	189,794	227,183
Operating lease right-of-use assets	15,550	16,093
Property, plant, and equipment, net of accumulated depreciation of $1,454 and $707, respectively	6,470	4,102
Goodwill	984	4,204
Intangible assets, net of accumulated amortization of $60 and $27, respectively	3,555	147
Restricted cash	1,500	1,500
Other long-term assets	19,724	4,219
Total assets	**$ 237,577**	**$ 257,448**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Trade payables	$ 3,916	$ 4,645
Contract liabilities	8,521	513
Contract loss provisions	30,923	397
Accrued expenses and other current liabilities	5,794	6,974
Total current liabilities	49,154	12,529
Debt	26	35
Operating lease liabilities, net of current portion	14,785	14,183
Warrant liability	2,253	14,563
Other long-term liabilities	2,413	2,080
Total liabilities	**68,631**	**43,390**
Commitments and contingencies (see Note 10)		
Convertible preferred stock – $0.0001 par value; 10,000,000 shares authorized and no shares outstanding as of June 30, 2022 and December 31, 2021	—	—
Shareholders' equity		
Common stock, $0.0001 par value; 500,000,000 shares authorized; 190,093,226 shares issued and outstanding (excluding restricted shares of 217,060) as of June 30, 2022 and 183,367,037 shares issued and outstanding (excluding restricted shares of 481,301) as of December 31, 2021	19	18
Additional paid-in capital	415,526	380,624
Accumulated other comprehensive loss	(834)	(4)
Accumulated deficit	(245,765)	(166,580)
Total shareholders' equity	**168,946**	**214,058**
Total liabilities, convertible preferred stock and shareholders' equity	**$ 237,577**	**$ 257,448**

The accompanying notes are an integral part of these condensed consolidated financial statements.

Heliogen, Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
($ in thousands, except per share and share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	**2021**	**2022**	**2021**
Revenue:				
Services revenue	$ 964	$ 845	$ 3,008	$ 1,361
Grant revenue	1,428	—	2,923	—
Total revenue	2,392	845	5,931	1,361
Cost of revenue:				
Cost of services revenue	958	845	2,987	1,361
Cost of grant revenue	1,428	—	2,923	—
Provision for contract losses	—	—	33,737	—
Total cost of revenue	2,386	845	39,647	1,361
Gross profit (loss)	6	—	(33,716)	—
Operating expenses:				
Selling, general, and administrative	22,589	4,260	42,984	6,412
Research and development	6,147	2,665	15,752	4,273
Total operating expenses	28,736	6,925	58,736	10,685
Operating loss	(28,730)	(6,925)	(92,452)	(10,685)
Interest income (expense), net	213	(41)	407	(1)
SAFE instruments remeasurement	—	(47,460)	—	(47,460)
Gain (loss) on warrant remeasurement	8,284	(1,979)	12,310	(2,282)
Other (expense) income, net	(109)	72	(185)	39
Net loss before taxes	(20,342)	(56,333)	(79,920)	(60,389)
Income tax benefit	125	—	735	—
Net loss	(20,217)	(56,333)	(79,185)	(60,389)
Other comprehensive loss, net of taxes				
Unrealized losses on available-for-sale securities	(127)	(2)	(506)	(14)
Cumulative translation adjustment	(323)	—	(324)	—
Total comprehensive loss	$ (20,667)	$ (56,335)	$ (80,015)	$ (60,403)
Loss per share:				
Loss per share – Basic and Diluted	$ (0.11)	$ (5.30)	$ (0.42)	$ (5.92)
Weighted average number of shares outstanding – Basic and Diluted	190,182,474	10,623,517	187,123,737	10,195,971

The accompanying notes are an integral part of these condensed consolidated financial statements.

Heliogen, Inc.
Condensed Consolidated Statements of Convertible Preferred Stock and Shareholders' Equity (Deficit)
($ in thousands, except share data)
(Unaudited)

	Convertible Preferred Stock		Shareholders' Equity (Deficit)					
			Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
March 31, 2021	**117,886,982**	**$ 45,932**	**10,533,667**	**$ 1**	**$ 1,764**	**$ (12)**	**$ (33,228)**	**$ (31,475)**
Net loss	—	—	—	—	—	—	(56,333)	(56,333)
Other comprehensive loss	—	—	—	—	—	(2)	—	(2)
Share-based compensation	—	—	—	—	353	—	—	353
Shares issued for stock options exercised	—	—	150,688	—	17	—	—	17
June 30, 2021	**117,886,982**	**$ 45,932**	**10,684,355**	**$ 1**	**$ 2,134**	**$ (14)**	**$ (89,561)**	**$ (87,440)**
December 31, 2020	**117,886,982**	**$ 45,932**	**8,160,828**	**$ 1**	**$ 1,309**	**$ —**	**$ (29,172)**	**$ (27,862)**
Net loss	—	—	—	—	—	—	(60,389)	(60,389)
Other comprehensive loss	—	—	—	—	—	(14)	—	(14)
Share-based compensation	—	—	—	—	564	—	—	564
Shares issued for stock options exercised	—	—	2,324,212	—	231	—	—	231
Shares issued for stock warrants exercised	—	—	199,315	—	30	—	—	30
June 30, 2021	**117,886,982**	**$ 45,932**	**10,684,355**	**$ 1**	**$ 2,134**	**$ (14)**	**$ (89,561)**	**$ (87,440)**

	Convertible Preferred Stock		Shareholders' Equity (Deficit)					
			Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
March 31, 2022	**—**	**$ —**	**186,121,281**	**$ 19**	**$ 403,216**	**$ (384)**	**$ (225,548)**	**$ 177,303**
Net loss	—	—	—	—	—	—	(20,217)	(20,217)
Other comprehensive loss	—	—	—	—	—	(450)	—	(450)
Share-based compensation	—	—	248,076	—	11,524	—	—	11,524
Shares issued for stock options exercised	—	—	3,723,859	—	643	—	—	643
Shares issued for stock warrants exercised	—	—	10	—	—	—	—	—
Issuance of warrants in connection with vendor agreements	—	—	—	—	54	—	—	54
Issuance of warrants in connection with customer agreements	—	—	—	—	89	—	—	89
June 30, 2022	**—**	**$ —**	**190,093,226**	**$ 19**	**$ 415,526**	**$ (834)**	**$ (245,765)**	**$ 168,946**
December 31, 2021 (As Restated)	**—**	**$ —**	**183,367,037**	**$ 18**	**$ 380,624**	**$ (4)**	**$ (166,580)**	**$ 214,058**
Net loss	—	—	—	—	—	—	(79,185)	(79,185)
Other comprehensive loss	—	—	—	—	—	(830)	—	(830)
Share-based compensation	—	—	248,076	—	24,506	—	—	24,506
Shares issued for stock options exercised	—	—	6,478,103	1	914	—	—	915
Shares issued for stock warrants exercised	—	—	10	—	—	—	—	—
Issuance of warrants in connection with vendor agreements	—	—	—	—	54	—	—	54
Issuance of warrants in connection with customer agreements	—	—	—	—	9,428	—	—	9,428
June 30, 2022	**—**	**$ —**	**190,093,226**	**$ 19**	**$ 415,526**	**$ (834)**	**$ (245,765)**	**$ 168,946**

The accompanying notes are an integral part of these condensed consolidated financial statements.

Heliogen, Inc.
Condensed Consolidated Statements of Cash Flows
($ in thousands)
(Unaudited)

	Six Months Ended June 30,	
	2022	**2021**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (79,185)	$ (60,389)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,453	134
Share-based compensation	24,506	564
SAFE instruments remeasurement	—	47,460
Warrant remeasurement	(12,310)	2,282
Deferred income taxes	(735)	—
Non-cash operating lease expense	814	—
Other non-cash operating activities	189	373
Changes in assets and liabilities:		
Receivables	(1,806)	(165)
Prepaid and other current assets	(3,761)	(466)
Other long-term assets	390	(1,454)
Trade payables	809	499
Accrued expenses and other current liabilities	(232)	1,113
Contract liabilities	8,384	1,669
Contract loss provisions	30,577	—
Operating lease liabilities	(506)	(195)
Other long-term liabilities	53	73
Net cash used in operating activities	(31,360)	(8,502)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(3,484)	(747)
Purchases of available-for-sale investments	(199,779)	(37,760)
Maturities of available-for-sale investments	40,800	—
Sales of available-for-sale investments	65,817	—
Net cash used in investing activities	(96,646)	(38,507)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from SAFE instruments, net of issuance costs of $30.1 thousand	—	83,411
Transaction costs paid related to the Business Combination with Athena	(1,274)	—
Repayments on Paycheck Protection Program loan	—	(411)
Proceeds from exercise of stock options	887	231
Proceeds from exercise of common stock warrants	—	30
Other financing costs	—	(147)
Net cash (used in) provided by financing activities	(387)	83,114
(DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(128,393)	36,105
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF THE PERIOD	191,581	18,334
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF THE PERIOD	$ 63,188	$ 54,439

Supplemental Cash Flow Information

The following reconciles cash, cash equivalents and restricted cash:

	Six Months Ended June 30,	
$ in thousands	2022	2021
Cash and cash equivalents	$ 60,731	$ 54,439
Restricted cash (current and long-term)	2,457	—
Total cash, cash equivalents and restricted cash	$ 63,188	$ 54,439

Cash flows related to interest, leases and other non-cash investing and financing activities were as follows:

	Six Months Ended June 30,	
$ in thousands	2022	2021
Supplemental disclosures:		
Cash paid for interest	$ —	$ 3
Non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 201	$ 209
Right-of-use asset removed upon lease termination	306	4,580
Fair value of Project Warrants and Collaboration Warrants recognized in equity	9,428	1,051
Capital expenditures incurred but not yet paid	251	43

The accompanying notes are an integral part of these condensed consolidated financial statements.

Heliogen, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. Organization and Basis of Presentation

Background

Heliogen, Inc. and its subsidiaries (collectively, "Heliogen" or the "Company"), is involved in the development and commercialization of next generation concentrated solar energy. We are developing a modular, A.I.-enabled, concentrated solar energy thermal energy plant that will use an array of mirrors to reflect sunlight and capture, concentrate, store and convert it into cost-effective energy on demand. Unless otherwise indicated or the context requires otherwise, references in our consolidated financial statements to "we," "our," "us" and similar expressions refer to Heliogen.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") and include the accounts of Heliogen and the subsidiaries it controls. All material intercompany balances are eliminated in consolidation. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in Heliogen's Annual Report on Form 10-K/A for the year ended December 31, 2021 filed on May 23, 2022.

Certain information and disclosures normally included in annual financial statements have been condensed or omitted in these interim financial statements. In our opinion, the unaudited interim financial statements have been prepared on the same basis as the annual financial statements and include all adjustments, consisting of only normal recurring adjustments, necessary for fair statement. The results of operations for the six months ended June 30, 2022, are not necessarily indicative of the results of operations to be expected for the full year ending December 31, 2022.

Athena Business Combination

On December 30, 2021, Heliogen, Inc., a Delaware corporation ("Legacy Heliogen"), Athena Technology Acquisition Corp., a Delaware corporation ("Athena"), and HelioMax Merger Sub, Inc. ("Merger Sub"), Athena's direct, wholly owned subsidiary, consummated the closing of transactions contemplated by the business combination agreement, dated July 6, 2021, by and among Athena, Merger Sub, and Legacy Heliogen (the "Business Combination").

The Business Combination was accounted for as a reverse recapitalization in accordance with Accounting Standards Codification ("ASC") 805,*Business Combinations*, pursuant to which Athena was treated as the "accounting acquiree" and Legacy Heliogen as the "accounting acquirer" for financial reporting purposes. Accordingly, for accounting purposes, the Business Combination was treated as Legacy Heliogen issuing equity for the net assets of Athena, followed by a recapitalization. The consolidated assets, liabilities, and results of operations of Legacy Heliogen comprise the historical consolidated financial statements of the post combination company, and Athena's assets, liabilities and results of operations are consolidated with Legacy Heliogen beginning on the acquisition date. Accordingly, for accounting purposes, the condensed consolidated financial statements of the post combination company represent a continuation of the historical consolidated financial statements of Legacy Heliogen, and the net assets of Athena are stated at historical cost, with no goodwill or other intangible assets recorded.

In accordance with accounting guidance applicable to these circumstances, the equity structure has been recast in all comparative periods up to the Closing Date to reflect the number of shares of the Company's common stock, $0.0001 par value per share, issued to Legacy Heliogen' stockholders in connection with the Business Combination. As such, the shares and corresponding capital amounts and earnings per share related to Legacy Heliogen redeemable convertible preferred stock, common stock, warrants, options, and restricted stock units ("RSU") prior to the Business Combination have been retroactively recast as shares reflecting the exchange ratio of 2.013 established in the Business Combination.

Heliogen, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and the accompanying notes. On an ongoing basis, we evaluate our estimates, including those related to inputs used to recognize revenue over time, accounting for income taxes, the fair values of share-based compensation, lease liabilities, warrant liabilities, and long-lived asset impairments. Despite our intention to establish accurate estimates and reasonable assumptions, actual results could differ materially from such estimates and assumptions.

Reclassifications

Certain immaterial prior period amounts have been reclassified to conform to current period presentation. Such changes did not have a material impact on our financial position or results of operation. All dollar amounts (other than per share amounts) in the following disclosures are in thousands of United States dollars, unless otherwise indicated.

Recent Accounting Pronouncements

In August 2020, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* ("ASU 2020-06"). The amendments eliminate two of the three accounting models that require separate accounting for convertible features of debt securities, simplify the contract settlement assessment for equity classification, require the use of the if-converted method for all convertible instruments in the diluted earnings per share calculation and expand disclosure requirements. We adopted ASU 2020-06 on January 1, 2022 with no impact on our condensed consolidated financial statements.

2. Revenue

Disaggregated Revenue

We disaggregate revenue into the following revenue categories:

	Three Months Ended June 30,		Six Months Ended June 30,	
$ in thousands	2022	2021	2022	2021
Project revenue	$ 892	$ —	$ 2,883	$ —
Other services revenue	72	845	125	1,361
Total services revenue	964	845	3,008	1,361
Grant revenue	1,428	—	2,923	—
Total revenue	$ 2,392	$ 845	$ 5,931	$ 1,361

Project revenue consists of amounts recognized under contracts with customers for the development, construction and delivery of commercial-scale concentrated solar energy facilities. Other services revenue consists of amounts recognized under contracts with customers for the provision of engineering, R&D or other similar services in our field of expertise. Revenue recognized during 2022 and 2021 includes commercial, non-governmental customers in Australia and Europe.

Under a commercial-scale demonstration agreement (the "Project Agreement") executed with a customer in March 2022, Heliogen will complete the engineering, procurement, and construction of a new 5 MWe concentrated solar energy facility to be built in Mojave, California (the "Facility") for the customer's use in testing, research and development. Pursuant to the Project Agreement, the customer will pay up to $50.0 million to Heliogen to complete the Facility. The total transaction price for the Project Agreement is $45.5 million reflecting a reduction in contract price for the fair value of the Project Warrants (defined and discussed further in Note 3) granted to the customer in connection with the Project Agreement. The Project Agreement modified and replaced a limited notice to proceed executed in October 2021 with the same customer under which $0.9 million of revenue was recognized in 2021. The Project Agreement contributed significant revenues for the three and six months ended June 30, 2022 of $0.9 million and $2.9 million, respectively, or 92% and 96%, respectively, of total services revenue. The Company recognized contract losses of $32.9 million during the six months ended June 30, 2022 related to the Project Agreement. The contract loss recognized during the first quarter reflected the Company's estimate as of March 31, 2022 of the full expected loss on the design, engineering, and construction of the Facility given consideration expected to be realized under the Project Agreement (net of the fair value of the Project Warrants) and the Company's award from the U.S. Department of Energy's Solar Energy Technology Office (the "DOE Award"). No additional contract loss was recognized during the three months ended June 30, 2022. During the three and six months ended June 30, 2022, the Company recognized grant revenue under the DOE Award of $1.4 million and $2.9 million, respectively, related to costs incurred during such periods that are reimbursable under the DOE Award.

Performance Obligations and Contract Liabilities

Revenue recognized under contracts with customers relate solely to the performance obligations satisfied in 2022 with no revenue recognized from performance obligations satisfied in prior periods. On June 30, 2022, we had approximately $42.8 million of transaction price allocated to remaining performance obligations through 2025. For the six months ended June 30, 2022, we recognized a total provision for contract losses of $33.7 million, driven primarily by the Project Agreement as discussed above, as estimated costs to satisfy performance obligations for the remainder of those contracts exceeded consideration to be received from the customers. We recognized no provisions for contract losses during the three months ended June 30, 2022 and the three and six months ended June 30, 2021.

As of June 30, 2022 and December 31, 2021, our contract liabilities were $8.5 million and $0.5 million, respectively. Activity included in contract liabilities during the six months ended June 30, 2022 consisted of additions for deferred revenue of $11.4 million offset by revenue recognized of $3.0 million, and other activity of $0.4 million.

We recognized an immaterial amount of revenue for the six months ended June 30, 2022, which was previously included in the contract liability balance at December 31, 2021.

Accounts Receivable

As of June 30, 2022, our receivables of $5.7 million included $1.0 million accounts receivables related to our contracts with customers, which consisted of trade receivables of $0.5 million and unbilled receivables of $0.5 million. Additionally, our receivables included $4.4 million related to amounts reimbursable to the Company under the DOE Award.

As of December 31, 2021, our receivables of $3.9 million included $2.1 million accounts receivables related to our contracts with customers which consisted of trade receivables of $0.9 million and unbilled receivables of $1.2 million. Additionally, our receivables included $1.4 million related to amounts reimbursable to the Company under the DOE Award and $0.4 million in other receivables.

3. Warrants

Public Warrants and Private Warrants

The Company's warrant liability as of June 30, 2022 includes public warrants (the "Public Warrants") and private placement warrants (the "Private Warrants"). The Public Warrants and Private Warrants permit warrant holders to purchase in the aggregate 8,333,333 shares and 233,333 shares, respectively, of the Company's common stock at an exercise price of $11.50 per share. Each of the Public Warrants and the Private Warrants became exercisable on March 16, 2022 and expire on December 30, 2026, or earlier upon redemption or liquidation. The Company has the ability to redeem outstanding Public Warrants prior to their expiration, at a price of $0.01 per warrant, provided that the last reported sales price of the Company's common stock equals or exceeds $18.00 per share for any 20 trading days within a 30 trading-day period ending on the third trading day prior to the notice date of redemption. In addition, the Company has the ability to redeem all (but not less than all) of the outstanding Public Warrants and Private Warrants prior to their expiration, at a price of $0.10 per warrant if the last reported sales price of the Company's common stock equals or exceeds $10.00 on the trading day prior to the date of the notice. The Company evaluated the Public Warrants and Private Warrants and concluded that a provision in the underlying warrant agreement dated March 16, 2021, by and between Athena and Continental Stock Transfer & Trust Company, related to certain tender or exchange offers precludes both the Public Warrants and Private Warrants from being accounted for as components of equity. As both the Public Warrants and Private Warrants meet the definition of a derivative, they are recorded on the Condensed Consolidated Balance Sheets as liabilities and measured at fair value at each reporting date, and the change in fair value is reported on the Condensed Consolidated Statements of Operations and Comprehensive Loss.

Project Warrants

In connection with the concurrent execution of the Project Agreement with a customer in March 2022, the Company issued warrants permitting the customer to purchase approximately 0.91 million shares of the Company's common stock at an exercise price of $0.01 per share (the "Project Warrants"). These warrants expire upon the earlier of a change in control of the Company or March 28, 2027 and vest pro rata with certain payments required to be made by the customer under the Project Agreement. The fair value of the Project Warrants upon issuance was $4.96 per warrant based on the closing price of the Company's shares on March 28, 2022 less the exercise price.

The Company evaluated the Project Warrants under ASC 718, *Stock Compensation* ("ASC 718") as consideration payable to a customer or non-employee and concluded them to be equity-classified. For the Project Warrants, the total consideration payable to the customer of approximately $4.5 million reduced the transaction price associated with the customer's contract and the Company recognized $0.2 million as an increase to additional paid-in-capital related to the Project Warrants to reflect the attribution of the Project Warrants' fair value in a manner similar to revenue recognized under the customer's contract. As of June 30, 2022, none of the Project Warrants have vested or become exercisable.

Collaboration Warrants

In connection with the concurrent execution of the Collaboration Agreement with a customer in March 2022, the Company issued warrants permitting the customer to purchase approximately 3.65 million shares of the Company's common stock at an exercise price of $0.01 per share (the "Collaboration Warrants"). These warrants expire upon the earlier of a change in control of the Company or March 28, 2027. Of these warrants, (i) 1.825 million warrants vested immediately upon execution of the Collaboration Agreement and (ii) 1.825 million warrants will vest based on the customer reaching certain specified performance goals under the Collaboration Agreement relating to towers contracted. The fair value of the Collaboration Warrants upon issuance was $4.96 per warrant based on the closing price of the Company's shares on March 28, 2022 less the exercise price.

The Company evaluated the Collaboration Warrants under ASC 718 as consideration payable to a customer or non-employee and concluded them to be equity-classified. For the Collaboration Warrants, the Company recognized a prepaid expense of $9.1 million, of which $2.6 million is classified as current and $6.5 million was classified as long-term, with a corresponding increase to additional paid-in-capital related to the Collaboration Warrants that immediately vested. This amount will be recognized ratably beginning April 2022 for marketing services to be provided over an estimated period of approximately three years as selling, general and administrative expense. For the three and six months ended June 30, 2022, we recognized approximately $0.6 million as selling, general and administrative expense related to the vesting of the Collaboration Warrants. Additional vesting of the Collaboration Warrants will be recognized as deferred contract acquisition costs upon execution of an applicable customer contract as defined in the Collaboration Agreement and will be amortized to expense over the term of the applicable customer contract.

Vendor Warrants

On April 19, 2022, the Company issued warrants to purchase 76,923 shares of the Company's common stock, at an exercise price of $0.01 per share ("Vendor Warrants"), to a vendor as compensation for services to be performed by the vendor. The Vendor Warrants vest in 12 equal installments monthly, subject to continued service by the vendor, and are completely vested upon the one-year anniversary of issuance. The Company evaluated the Vendor Warrants under ASC 718 as consideration payable to a customer or non-employees and concluded them to be equity-classified. The Vendor Warrants had a fair value upon issuance of $0.3 million, which will be recognized ratably over one year as selling, general and administrative expense. For the three and six months ended June 30, 2022, the Company recognized approximately

$0.1 million as selling, general and administrative expense related to the partial vesting of the Vendor Warrants. The fair value of the Vendor Warrants upon issuance was $4.18 per warrant based on the closing price of the Company's shares on April 19, 2022 less the exercise price.

4. Acquisition

In September 2021, Heliogen acquired 100% of the equity interests of HelioHeat GmbH ("HelioHeat"), a private limited liability company in Germany engaged in the development, planning and construction of renewable energy systems and components, including a novel solar receiver (the "HelioHeat Acquisition").

The components of the fair value of consideration transferred are as follows ($ in thousands):

Cash paid at closing(1)	$ 1,714
Contingent consideration(2)	2,009
Settlement of pre-existing relationship	45
Total fair value of consideration transferred	$ 3,768

(1) Includes $0.5 million of cash paid to an escrow that becomes payable to the selling shareholders of HelioHeat to the extent the funds are not used to offset certain costs incurred for the assumed customer projects. The amount is being treated as consideration transferred as the release of the funds is likely to occur.

(2) No change in the fair value of the contingent consideration was identified or recorded during the six months ended June 30, 2022.

The following table summarizes the purchase price allocation as of the acquisition date and measurement period adjustments recognized during the six months ended June 30, 2022.

$ in thousands	As of December 31, 2021 Preliminary Valuation	Measurement Period Adjustments	As of June 30, 2022 Revised Valuation
Cash and cash equivalents	$ 30	$ —	$ 30
Prepaid and other current assets	33	—	33
Property, plant and equipment, net	6	—	6
Intangible asset	—	4,204	4,204
Goodwill	4,204	(3,093)	1,111
Total assets acquired	4,273	1,111	5,384
Accrued expenses and other current liabilities	74	—	74
Contract liabilities	390	—	390
Debt	41	—	41
Deferred tax liabilities	—	1,111	1,111
Total liabilities assumed	505	1,111	1,616
Net assets acquired	$ 3,768	$ —	$ 3,768

The Company recorded measurement period adjustments based on the valuation of the intangible asset related to developed technology associated with HelioHeat's solar receiver technology and the related deferred tax impact. The purchase price allocation resulted in the recognition of $1.1 million in goodwill, which includes measurement period adjustments, of which none is expected to be tax deductible. Goodwill represents the value expected to be received from the synergies of integrating HelioHeat's operations with Heliogen's operations to expand commercial opportunities and the assembled workforce in place. The purchase price allocation for the HelioHeat Acquisition was finalized as of March 31, 2022.

The fair value of the intangible asset was estimated using the replacement cost approach, which was based on Level 3 inputs. Significant valuation assumptions include management's estimated costs to reproduce HelioHeat solar receiver technology if the Company had developed the technology using its own resources, developer's profit margin based on estimated market participants' required margin, and an estimated discount for economic obsolescence. The intangible asset will be amortized over its estimated useful life of ten years.

5. Accrued Expenses and Other Current Liabilities

The following summarizes the balances of accrued expenses and other current liabilities:

$ in thousands	June 30, 2022	December 31, 2021
Payroll and other employee benefits	$ 944	$ 862
Professional fees	1,301	1,379
Research and development costs	1,888	1,895
Operating lease liabilities, current portion	1,405	2,240
Other accrued expenses	256	598
Total accrued expenses and other current liabilities	$ 5,794	$ 6,974

6. Income Taxes

We calculate our quarterly tax provision pursuant to the guidelines in ASC 740, *Income Taxes*. ASC 740 requires companies to estimate the annual effective tax rate for current year ordinary income. The relationship between our income tax provision or benefit and our pretax book income or loss can vary significantly from period to period considering, among other factors, the overall level of pretax book income or loss and changes in the blend of jurisdictional income or loss that is taxed at different rates and changes in valuation allowances. The income tax benefit of $0.1 million and $0.7 million the three months and six months ended June 30, 2022, respectively, was primarily attributable to our German operations. We incurred no income tax benefit or provision for the three months and six months ended June 30, 2021. Any income tax benefit associated with the pre-tax loss for the three months and six months ended June 30, 2022, resulting primarily from the U.S. jurisdiction, is offset by a full valuation allowance.

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Based upon the analysis of federal and state deferred tax balances, future tax projections and availability of taxable income in the carryback period, we recorded a full valuation allowance against the federal and state deferred tax assets as of June 30, 2022 and December 31, 2021.

The Company is subject to the provisions of ASC Subtopic 740-10, *Accounting for Uncertainty in Income Taxes*. This standard establishes consistent thresholds as it relates to accounting for income taxes. It defines the threshold for recognizing the benefits of tax return positions in the financial statements as more-likely-than-not to be sustained by the relevant taxing authority and requires measurement of a tax position meeting the more-likely-than- not criterion, based on the largest benefit that is more than 50% likely to be realized. If upon performance of an assessment pursuant to this subtopic, management determines that uncertainties in tax positions exist that do not meet the minimum threshold for recognition of the related tax benefit, a liability is recorded in the condensed consolidated financial statements. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. We do not have material unrecognized tax benefits for uncertain tax positions.

7. Share-Based Compensation

The Heliogen, Inc. 2021 Equity Incentive Plan aims to incentivize employees, directors and consultants who render services to the Company through the granting of stock awards, including options, SARs, restricted stock awards, RSU awards, performance awards, and other stock-based awards.

During the three and six months ended June 30, 2022, we granted 1,245,291 and 2,110,615 RSU awards, respectively, at a weighted average grant date fair value per share of $3.76 and $4.27, respectively.

Our total share-based compensation expense, including the affected line on the Condensed Consolidated Statements of Operations and Comprehensive Loss, is as follows:

$ in thousands	Three Months Ended June 30,		Six Months Ended June 30,	
Operating expense classification	**2022**	**2021**	**2022**	**2021**
Selling, general, and administrative	$ 10,445	$ 235	$ 21,653	$ 383
Research and development	1,079	118	2,853	181
Total share-based compensation expense	$ 11,524	$ 353	$ 24,506	$ 564

8. Loss Per Share

Basic and diluted losses per share ("EPS") were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$ in thousands, except per share and share data	**2022**	**2021**	**2022**	**2021**
Numerator				
Net loss	$ (20,217)	$ (56,333)	$ (79,185)	$ (60,389)
Denominator				
Weighted-average common shares outstanding	188,351,584	10,623,517	186,162,907	10,195,971
Weighted-average impact of warrants(1)	1,830,890	—	960,830	—
Denominator for basic EPS – weighted-average shares	190,182,474	10,623,517	187,123,737	10,195,971
Effect of dilutive securities	—	—	—	—
Denominator for diluted EPS – weighted-average shares	190,182,474	10,623,517	187,123,737	10,195,971
EPS – Basic	**$ (0.11)**	**$ (5.30)**	**$ (0.42)**	**$ (5.92)**
EPS – Diluted	**$ (0.11)**	**$ (5.30)**	**$ (0.42)**	**$ (5.92)**

(1) Warrants that have a $0.01 exercise price are assumed to be exercised when vested because common shares issued for little consideration upon exercise of these warrants are included in outstanding shares for the purposes of computing basic and diluted EPS.

The following securities were excluded from the calculation of EPS as their impact would be anti-dilutive:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Stock options	33,796,188	32,908,260	33,796,188	32,908,260
Unvested restricted stock units	6,082,050	—	6,082,050	—
Restricted shares issued upon the early exercise of unvested options	217,060	1,406,910	217,060	1,406,910
Unvested warrants	2,594,902	—	2,594,902	—
Vested warrants	8,566,656	229,841	8,566,656	229,841
Preferred stock warrants, on an "as converted" basis	—	381,306	—	381,306
Convertible preferred shares, on an "as converted" basis [1]	—	121,038,967	—	121,038,967

[1] For the three and six months ended June 30, 2021, there were 117,886,982 convertible preferred shares outstanding.

9. Related Party Transactions

Idealab

The Chief Executive Officer of our Company also serves as the chairman of the board of directors of Idealab, a California Corporation ("Idealab"). Idealab, a minority owner of Heliogen's outstanding voting stock through its wholly owned subsidiary, Idealab Holdings, LLC, is a party to a lease with the Company and provides various services through service agreements which include accounting, human resources, legal, information technology, marketing, public relations, and certain other operational support and executive advisory services. All expenses or amounts paid to Idealab pursuant to these agreements are reported within selling, general, and administrative ("SG&A") in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

The amounts charged to us or reimbursed by us under these agreements were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
$ in thousands	2022	2021	2022	2021
Administrative services provided by Idealab	$ 169	$ 464	$ 303	$ 752

In May 2021, Heliogen sub-leased a portion of its office space in Pasadena, CA to Idealab for a term of seven years. The sub-lease has an initial annual base rent of approximately $150,000 and contains a 3% per annum escalation clause. The sub-lease is subject to termination by either party upon six months prior written notice. Concurrently with the parties' entering into the sub-lease agreement, Idealab and Heliogen also entered into certain property management and shared facilities staffing agreements, which provide that Heliogen pays Idealab approximately $3,000 per month for building management services and approximately $13,000 per month for shared facilities staff and services (with proportional reimbursement of salaries). Such agreements are subject to termination right by either party with 90 days prior written notice. For the three and six months ended June 30, 2022, we recognized $8,000 and $47,000 in rental revenue, respectively, reported within other expense (income), net in our Condensed Consolidated Statements of Operations and Comprehensive Loss.

10. Commitments and Contingencies

We are involved in various claims and lawsuits arising in the normal course of business, including proceedings involving tort and other general liability claims, and other miscellaneous claims. We recognize a liability when we believe the loss is probable and reasonably estimable. We currently believe that the ultimate outcome of such lawsuits and proceedings will not, individually or in the aggregate, have a material effect on our condensed consolidated financial statements as of and for the six months ended June 30, 2022.

Although we cannot predict the outcome of legal or other proceedings with certainty, when it is probable that a loss has been incurred and the amount is reasonably estimable, U.S. GAAP requires us to accrue an estimate of the probable loss or range of loss or make a statement that such an estimate cannot be made. We follow a thorough process in which we seek to estimate the reasonably possible loss or range of loss, and only if we are unable to make such an estimate do we conclude and disclose that an estimate cannot be made. Accordingly, unless otherwise indicated below in our discussion of legal proceedings, a reasonably possible loss or range of loss associated with any individual legal proceeding cannot be estimated.

On August 30, 2021, the Company's predecessor, Athena, received a litigation demand letter (the "Class Vote Demand") on behalf of Athena's stockholder FWD LKNG GDD Irrevocable Trust. The Class Vote Demand alleged that Athena violated Section 242(b)(2) of the Delaware General Corporation Law (the "DGCL") by not requiring separate class votes for holders of the Athena Class A and Class B Common Stock in connection with certain aspects of the business combination between Athena and Heliogen. According to the Class Vote Demand, a class vote was required under Section 242(b)(2) because consideration to the stockholders of Heliogen was to be paid in newly issued common stock, following elimination of the Class B Common Stock. While such separate class vote is not required pursuant to Section 242(b)(2) of the DGCL, Athena concluded that such separate class vote was advisable to prevent disruption to the proposed transaction with Heliogen, and to avoid the delay and expense of potential litigation and amended its Form S-4 Registration Statement to reflect that change. On January 20, 2022, the stockholders' counsel asserted entitlement to an award of attorneys' fees to reflect the benefit it purportedly obtained for all Athena stockholders. This matter was resolved in March 2022 with final settlement paid in April 2022 and no material impact to our financial condition or results of operations.

11. Accumulated Other Comprehensive Loss (“AOCL”)

Changes in AOCL, net of tax, by component

$ in thousands	Changes in fair value on investment securities	Accumulated foreign currency translation adjustments	Total
Balance at December 31, 2021	$ (17)	$ 13	$ (4)
Other comprehensive loss adjustments before reclassifications	(663)	(324)	(987)
Amounts reclassified from AOCL	157	—	157
Net other comprehensive loss	(506)	(324)	(830)
Balance at June 30, 2022	$ (523)	$ (311)	$ (834)

$ in thousands	Changes in fair value on investment securities	Accumulated foreign currency translation adjustments	Total
Balance at December 31, 2020	$ —	$ —	$ —
Other comprehensive loss adjustments before reclassifications	(14)	—	(14)
Amounts reclassified from AOCL	—	—	—
Net other comprehensive loss	(14)	—	(14)
Balance at June 30, 2021	$ (14)	$ —	$ (14)

There were no tax impacts related to the Company’s other comprehensive loss items at June 30, 2022 and December 31, 2021.

Reclassifications out of AOCL, net of tax, by component

	Six Months Ended June 30,		Affected line item on the Condensed Consolidated Statements of Operations
$ in thousands	2022	2021	
Changes in fair value on investment securities			
Reclassification of realized losses	$ (157)	$ —	Other (expense) income, net
Tax benefit (provision)	—	—	Benefit for income taxes
Net changes in fair value on investment securities	$ (157)	$ —	

12. Fair Value of Financial Instruments

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants and is generally classified in one of the following categories:

Level 1 — Fair value is based on quoted prices for identical instruments in active markets.

Level 2 — Fair value is based on quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 — Fair value is based on valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's assets and liabilities measured at fair value on a recurring basis are summarized in the following table by fair value measurement level:

$ in thousands

Description	Level	June 30, 2022	December 31, 2021
Assets:			
Investments	1	$ 124,787	$ 32,332
Liabilities:			
Public Warrants	1	$ 2,192	$ 14,167
Private Warrants	2	$ 61	$ 396

13. Investments

Investments in fixed maturity securities as of June 30, 2022 and December 31, 2021 are classified as available-for-sale and are summarized in the table below:

$ in thousands

	June 30, 2022			December 31, 2021		
Investment type	Amortized Cost	Unrealized (Losses)	Fair Value	Amortized Cost	Unrealized (Losses)	Fair Value
Corporate bonds	$ 10,534	$ (91)	$ 10,443	$ 32,349	$ (17)	$ 32,332
Commercial paper	17,467	(107)	17,360	—	—	—
U.S. treasury bills	97,309	(325)	96,984	—	—	—
Total (1)	$ 125,310	$ (523)	$ 124,787	$ 32,349	$ (17)	$ 32,332

(1) As of June 30, 2022, approximately $115.1 million have original maturities of ninety-one to 365 days and is disclosed as investments on our Condensed Consolidated Balance Sheets, and approximately $9.6 million of U.S. treasury bills with a maturity over one year is included within other long-term assets on the Condensed Consolidated Balance Sheets. The total balance as of December 31, 2021, have original maturities of ninety-one to 365 days and is disclosed as investments on our Condensed Consolidated Balance Sheets.

There were no credit losses recognized for the three and six months ended June 30, 2022 and June 30, 2021, and no allowance for credit losses as of June 30, 2022 and December 31, 2021.

We incurred realized losses of approximately $0.2 million on the sale of investments during the three and six months ended June 30, 2022. There were no realized gains or losses on investments during the three and six months ended June 30, 2021.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following management's discussion and analysis ("MD&A") provides information that management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition, and includes forward-looking statements that involve risks, uncertainties and assumptions. The MD&A should be read in conjunction with our condensed consolidated financial statements and related notes included in Part I Item 1 in this Quarterly Report on Form 10-Q, and the section titled "Cautionary Note Regarding Forward-Looking Statements" included in the forepart in this Quarterly Report on Form 10-Q.

Overview

Heliogen is a leader in next generation concentrated solar energy technology. We are developing a modular, A.I.-enabled, concentrated solar energy plant that will use an array of mirrors to reflect sunlight and capture, concentrate, store and convert it into cost-effective energy on demand. Our unique system will have the ability to cost-effectively generate and store thermal energy at very high temperatures. The ability to produce high-temperature heat, and the inclusion of thermal energy storage, distinguishes our solution from clean energy provided by typical photovoltaic ("PV") and wind installations which do not produce thermal energy and are only able to produce energy intermittently unless battery storage is added. The system will be configurable for several applications, including the carbon-free generation of clean power (electricity), industrial-grade heat (for use in industrial processes), and green hydrogen, based on a customer's needs.

We have developed innovations in the process of concentrating sunlight which we believe fundamentally improve the potential, to efficiently and cost effectively collect and deliver energy to industrial processes. We believe we will be the first technology provider with the ability to deliver cost-effective renewable energy capable of replacing fossil fuels used in industrial processes that require high temperature heat and/or nearly 24/7 operation. In addition, we believe our disruptive, patented design and A.I. technology will address a fundamental problem confronted by many renewable sources of energy: intermittency. An intermittent power supply does not match the continuous power demand of industry and the grid. Without storage, wind and PV-based renewable energy generation may rapidly fluctuate between over-supply and under-supply based on resource availability. As the grid penetration of intermittent resources increases, these fluctuations may become increasingly extreme. We believe our technology will contribute to solving this problem. Our solar plants will have the ability to store very high temperature energy in solid media. This energy will then be dispatchable, including during times without sunlight, to cost-effectively deliver near 24/7 carbon-free energy in the form of heat, electric power or green hydrogen fuel.

The three use categories will be configured as follows, forming the backbone of three business lines:

HelioHeat — The production of heat or steam for use in industrial processes will be enabled by the baseline system.

HelioPower — With the baseline system as the foundation, the addition of a turbine generator system will then enable power generation.

HelioFuel — Building on the Power system described above, hydrogen fuel production will be enabled by further adding an electrolyzer system to the baseline system.

Our technological innovations will enable the delivery of our HelioHeat, HelioPower and HelioFuel solutions to customers. HelioHeat plants will produce carbon-free heat (e.g., process steam or hot air) to support industrial processes. HelioPower plants will deliver solar thermal energy to a heat engine to produce electrical power. HelioFuel plants will couple a HelioPower plant with an electrolyzer to produce green Hydrogen fuel. All three solutions will be enabled by Heliogen's proprietary heliostat design and artificial intelligence technology, and will integrate thermal energy storage to enable operation nearly 24/7, overcoming the intermittency of other solar energy technologies.

For each of the three above solutions, we are offering multiple support models to customers looking to deploy Heliogen's technology:

- Contracting with owner-operators to build turnkey facilities that deploy Heliogen's technology (Heliogen will contract with engineering, procurement and construction ("EPC") partners for constructing the facility);
- Selling heliostats (and associated software control systems) to owner-operators and/or EPC contractors;
- Providing asset maintenance support services during operation, for completed facilities that use Heliogen's technology; and

- Providing project development support services to help customers advance readiness to break ground in advance of final investment decisions.

In the future, we will also be prepared to offer Heliogen's IP through a licensing model to third parties interested in manufacturing and installing the hardware.

Recent Developments

Customer Contracts

On March 28, 2022, Heliogen entered into a series of commercial agreements with Woodside Energy (USA) Inc. ("Woodside"), a wholly-owned subsidiary of leading Australian energy producer Woodside Petroleum Ltd. for the commercial-scale demonstration and deployment of Heliogen's AI-enabled concentrated solar energy technology in California and the marketing of Heliogen's technology in Australia. Pursuant to the terms of the commercial-scale demonstration agreement (the "Project Agreement"), Heliogen has agreed to complete the engineering, procurement, and construction of a new 5 MWe HelioPower facility to be built in Mojave, California for testing, research and development. The two companies also agreed to include the scope and associated funding from Heliogen's $39 million award from the U.S. Department of Energy's Solar Energy Technology Office (the "DOE Award"). As a result, in addition to commercial-scale demonstration of Heliogen's 5 MWe power module, the project will also include the deployment and testing of an innovative approach to converting the thermal energy produced by Heliogen's facility into power with a smaller footprint than traditional steam turbines.

In addition to the Project Agreement, Heliogen and Woodside also signed a collaboration agreement to jointly market Heliogen's technology in Australia with the objective to deploy further commercial-scale modules of HelioHeat, HelioPower, and HelioFuel offerings. Under this arrangement, the parties expect to define product offerings that use Heliogen's modular technology for potential customers (including Woodside) in Australia and are establishing a roadmap to identify and engage with those customers.

Letter of Intent with a Sustainable Fuels Company

Heliogen and a sustainable fuels company ("SFC"), recently entered into a non-binding letter of intent ("LOI") to jointly produce sustainable aviation fuel ("SAF") at Heliogen's concentrated solar thermal demonstration facility in Lancaster, California. This first-of-its-kind collaboration aims to synthesize sustainable jet fuel from sunlight and air to enable the rapid decarbonization of the aviation industry.

The companies will work to deploy Heliogen's proprietary, artificial intelligence (AI)-powered HelioHeat™ technology to convert sunlight directly into thermal energy in the form of high temperature steam and air that will be used to produce green hydrogen for SFC's Reactor platform. The hydrogen will be produced leveraging the previously announced successful demonstration of Heliogen's concentrated solar technology. As part of the collaboration between Heliogen and SFC, the LOI includes a goal of building a fully integrated ~1 barrel per day drop-in ready SAF demonstration. The parties expect a demonstration project to be a first step to develop a pipeline for approximately 3 million barrels of fuel over the next ten years. The LOI is subject to negotiation and execution of a definitive agreement and we cannot provide any assurances that we will be able to do so.

Brenda Solar Energy Zone

In December 2021, the U.S. Bureau of Land Management (the "BLM") awarded the Company the exclusive right to lease land in the Brenda Solar Energy Zone (the "Brenda SEZ"). Heliogen intends to develop a green hydrogen facility on the Brenda site, capable of producing approximately 20,000 metric tons of hydrogen per year. The Brenda SEZ is an ideal location for commercial-scale green hydrogen production due to the ample local water supply and its close proximity to potential offtake partners and key distribution channels.

In April 2022, the Company's wholly-owned subsidiary, Heliogen SR2, LLC, executed a right-of-way lease agreement with the BLM for 3,343 acres within the Brenda SEZ. As of June 30, 2022, the right-of-way lease had not commenced.

Installation of Fourth Generation Heliostats

In July 2022, Heliogen completed the installation of its new fourth generation heliostats at its demonstration facility in Lancaster, California. As with the previous generations of our heliostats, each successive iteration is designed to be less expensive and more efficient to manufacture, install and maintain, while also improving performance and reliability of the solar field. These heliostats were produced on our pilot lines as part of the manufacturing validation process. We also installed them in Lancaster using the same installation methods and equipment, that we plan to use for our first commercial-scale HelioHeat facility.

Heliogen's Autonomous Cleaning Vehicle

We recently manufactured, deployed and began testing the autonomous cleaning vehicle that we plan to use at our first commercial HelioHeat facility. These tests are being conducted using the fourth generation heliostats installed in the same radial pattern that will be used at the first commercial facility.

Key Factors and Trends Affecting our Business

Global Events including the COVID-19 Pandemic

Our operations are impacted by several global events including changes to existing geopolitical dynamics such as Russia's invasion of Ukraine, social and economic instability, and the ongoing impact of the COVID-19 pandemic, which have resulted in increased market volatility, changes to the labor market and supply chain constraints. Further, inflation has resulted in increased commodity prices, among other things. The ultimate extent of the impact these global events and economic conditions will have on our businesses, operating results, cash flows, liquidity and financial condition will be driven primarily by the severity and duration of the pandemic and the war in Ukraine, the direct impact on products in our supply chain and the broad impact to the U.S. and global economies.

Results of Operations

Key Components of Our Results of Operations

Revenue - For our contracts with customers, we recognize revenue over time using the incurred costs method for projects under development and engineering and design services. For government grants, we recognize grant revenue based on the amounts determined to be reimbursable for costs, including permitted indirect costs, incurred during a given period and we have reasonable assurance of the funds being received under the grant.

Cost of Sales - Cost of sales consists primarily of direct labor and direct external vendor costs related to our revenue contracts. No allocation of depreciation and amortization has been recognized due to the nature of work being performed.

Selling, General and Administrative Expense - SG&A expense consists primarily of salaries, share-based compensation, and other personnel-related costs, professional fees, insurance costs, and other business development and selling expenses.

Research and Development Expense - Research and development ("R&D") expense consists primarily of salaries and other personnel-related costs; the cost of products, materials, and outside services used in our R&D activities.

Comparison of the Three and Six Months Ended June 30, 2022 and 2021

$ in thousands	Three Months Ended June 30, 2022	Three Months Ended June 30, 2021	$ Change	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021	$ Change
Revenue:						
Services revenue	$ 964	$ 845	$ 119	$ 3,008	$ 1,361	$ 1,647
Grant revenue	1,428	—	1,428	2,923	—	2,923
Total revenue	2,392	845	1,547	5,931	1,361	4,570
Cost of revenue:						
Cost of services revenue	958	845	113	2,987	1,361	1,626
Cost of grant revenue	1,428	—	1,428	2,923	—	2,923
Provision for contract losses	—	—	—	33,737	—	33,737
Total cost of revenue	2,386	845	1,541	39,647	1,361	38,286
Gross profit (loss)	6	—	6	(33,716)	—	(33,716)
Operating expenses:						
Selling, general, and administrative	22,589	4,260	18,329	42,984	6,412	36,572
Research and development	6,147	2,665	3,482	15,752	4,273	11,479
Total operating expenses	28,736	6,925	21,811	58,736	10,685	48,051
Operating loss	(28,730)	(6,925)	(21,805)	(92,452)	(10,685)	(81,767)
Other income (expense), net:						
Interest income (expense)	213	(41)	254	407	(1)	408
SAFE instruments remeasurement	—	(47,460)	47,460	—	(47,460)	47,460
Gain (loss) warrant remeasurement	8,284	(1,979)	10,263	12,310	(2,282)	14,592
Other (expense) income, net	(109)	72	(181)	(185)	39	(224)
Net loss before taxes	(20,342)	(56,333)	35,991	(79,920)	(60,389)	(19,531)
Income tax benefit	125	—	125	735	—	735
Net loss	$ (20,217)	$ (56,333)	$ 36,116	$ (79,185)	$ (60,389)	$ (18,796)

Revenue and Gross Profit (Loss)

During the three and six months ended June 30, 2022, we recognized revenue of $2.4 million and $5.9 million, respectively driven primarily by project revenue for work associated with the development and planned deployment of our technology and product offerings on a commercial scale, including $1.4 million and $2.9 million, respectively, of grant revenue recognized under the DOE Award. Under the Project Agreement executed with a customer in March 2022, we will complete the engineering, procurement, and construction of a new 5 MWe concentrated solar energy facility to be built in Mojave, California (the "Facility") for the customer's use in testing, research and development. The Facility is expected to serve as a fully operational model for the customer's use in demonstrating the Company's technology and product offerings at a commercial scale to aid in the development, engineering, and construction of larger, commercial scale facilities under separate agreements between the Company and the customer or other third-party customers.

During the three months ended June 30, 2022 we recognized a nominal gross profit. During the six months ended June 30, 2022 we recognized a gross loss of $33.7 million driven primarily by recognition of a contract loss of $32.9 million related to the Project Agreement and Facility. The contract loss reflects our best estimate of the full expected loss on the Facility given consideration expected to be realized under the Project Agreement (net of the fair value of related warrants granted to the customer) and the DOE Award. Revenue expected to be recorded for the Mojave, California project is approximately $84.5 million over the full term of the project, consisting of $45.5 million for the Project Agreement, of which $41.7 million is identified as noncancelable at June 30, 2022, and the DOE Award of $39.0 million. Our cost estimates as of June 30, 2022 for the anticipated final scope of the Facility are subject to further refinement as we continue detailed engineering and design with the customers, obtain firm pricing from subcontractors, order long-lead items, and better understand short- and long-term commodity and market impacts on cost inputs to the Project Agreement and Facility. As a result, the actual loss for the Project Agreement and Facility could vary from our current estimates.

During the three and six months ended June 30, 2021, we recognized revenue of $0.8 million and $1.4 million, respectively, and no gross profit or loss associated with an engineering and design services contract.

Selling, General, and Administrative Expense

For the three and six months ended June 30, 2022, SG&A expenses increased $18.3 million and $36.6 million, respectively, compared to the same periods in 2021, driven primarily by our growth to support commercial operations, resulting in higher headcount and related employee expenses which contributed to the increase by $13.6 million and $28.0 million, respectively, with the most notable component being non-cash share-based compensation expense. For the same comparative periods, professional and consulting services increased by $2.3 million and $4.4 million, respectively, associated primarily with being a newly public company and the corresponding need to support and develop our accounting, legal, and information technology infrastructures. Facilities and office related expenses increased by $2.4 million and $4.2 million, respectively, to support space requirements in our Pasadena, California and Long Beach, California facilities.

Research and Development Expense

For the three and six months ended June 30, 2022, R&D expense increased $3.5 million and $11.5 million, respectively, compared to the same periods in 2021, primarily due to headcount growth and related consulting services associated with our efforts to ramp up and further develop our commercial-scale offering.

SAFE Instruments Remeasurement

In the first half of 2021, we entered into Simple Agreements for Future Equity (“SAFE Instruments”) financing transactions with third party investors in connection with a private round of funding to provide investors an opportunity to convert into common or preferred stock, upon defined triggering events. Pursuant to the terms of these agreements, the SAFE Instruments were converted to common stock immediately prior to the closing of the Business Combination on December 30, 2021. Due to the terms of the SAFE Instruments, the SAFE Instruments were measured at fair value at each reporting period resulting in the recognition of a $47.5 million loss on the remeasurement during the three and six months ended June 30, 2021.

Warrant Remeasurement

As part of the Business Combination, we assumed the outstanding public and private warrants of Athena, which are accounted for at fair value based on the closing share price of the Company’s common stock. We incurred a $8.3 million gain during the three months ended June 30, 2022 related to the change in valuation on our warrant liabilities, compared to a loss of $2.0 million during the three months ended June 30, 2021. We incurred a $12.3 million gain during the six months ended June 30, 2022 related to the change in valuation on our warrant liabilities, compared to a loss of $2.3 million during the six months ended June 30, 2021.

Liquidity and Capital Resources

Heliogen’s principal source of liquidity has historically been proceeds from private investors through the issuance of SAFE Instruments, preferred stock, and common stock. Upon closing of the Business Combination with Athena completed in December 2021, Heliogen received net cash proceeds of $159.4 million. In March 2022, Heliogen entered a series of commercial agreements with a customer for the commercial-scale demonstration and deployment of Heliogen’s AI-enabled concentrated solar energy technology in California and the marketing of Heliogen’s technology in Australia and is in the process of negotiating further revenue contracts. These contracts will provide a significant source of cash for the Company. Our principal uses of cash are for project-related expenditures, selling, general and administrative expenses and R&D expenditures in support of Heliogen’s development of its technology and operational growth efforts. To date, Heliogen has not had any material bank debt and has no material outstanding debt on the balance sheet as of June 30, 2022. Total liquidity for Heliogen, including cash and cash equivalents, available-for-sale investments, and other liquid securities with maturities greater than one year included in other long-term assets totaled $185.5 million and $222.4 million as of June 30, 2022 and December 31, 2021, respectively. For more information on other liquid securities with maturities greater than one year included in other long-term assets, see Note 13 to our condensed consolidated financial statements.

With the funds raised in connection with the Business Combination, we believe that our existing liquidity should provide the ability to meet our contractual obligations and continue our current R&D efforts and development of our first commercial facilities and will be sufficient to meet our cash requirements for the next 12 months. However, we could potentially use these available financial resources sooner than expected due to delays in project execution or higher than anticipated costs and, thus we may need to incur additional indebtedness or issue additional equity to meet our operating needs. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in developing our new technologies, this could reduce our ability to compete successfully and harm our business, growth and results of operations. While we believe we will meet longer-term expected future cash requirements and obligations through a combination of our existing cash and cash equivalent balances, cash flow from operations, and issuances of equity securities or debt offerings, our future capital requirements and the adequacy of available funds will depend on many factors, including those disclosed in Part I, Item 1A Risk Factors in our 2021 Form 10-K/A for the year ended December 31, 2021.

Summary of Cash Flows

A summary of the Company's cash flows from operating, investing and financing activities is presented in the following table:

	Six Months Ended June 30,	
$ in thousands	**2022**	**2021**
Net cash used in operating activities	$ (31,360)	$ (8,502)
Net cash used in investing activities	(96,646)	(38,507)
Net cash (used in) provided by financing activities	(387)	83,114

Net Cash from Operating Activities

Net cash used in operating activities was $31.4 million for the six months ended June 30, 2022 compared to $8.5 million cash used in operating activities for the six months ended June 30, 2021, resulting in a $22.9 million increase in use of operating cash. Cash flows used in operating activities result primarily from Heliogen's ramp-up of commercial operations and increases in headcount and are also affected by changes in operating assets and liabilities which consist primarily of working capital balances for our projects. Working capital levels may vary and are impacted by the stage of completion and commercial terms of projects. The primary components of our working capital accounts are accounts receivable, contract assets, accounts payable, and contract liabilities.

Net Cash from Investing Activities

For the six months ended June 30, 2022, cash used in investing activities was $96.6 million and consisted mostly of cash invested in available-for-sale debt securities of $199.8 million offset by proceeds from maturities and sales of available-for-sale debt securities of $40.8 million and $65.8 million, respectively. We incurred capital expenditures of $3.5 million in construction in progress to support the ramp-up of commercial operations, machinery, equipment and improvements for our new Long Beach manufacturing facility, and office and computer equipment to support our headcount growth. Cash used in investing activities for the six months ended June 30, 2021 was $38.5 million and primarily represents cash invested in available-for-sale debt securities.

Net Cash from Financing Activities

Cash used in financing activities totaled $0.4 million for the six months ended June 30, 2022, driven primarily by $1.3 million transaction costs paid related to the Business Combination, which were previously accrued at December 31, 2021, slightly offset by $0.9 million cash received from the exercise of stock options. Cash provided by financing activities totaled $83.1 million for the six months ended June 30, 2021 and was due primarily to $83.4 million cash received from the issuance of the SAFE instruments, $0.2 million cash received from the exercise of stock options, slightly offset by $0.4 million for repayment of the Paycheck Protection Program loan received in 2020.

Critical Accounting Estimates

There have been no material changes to our discussion of critical accounting estimates from those set forth in our 2021 Annual Report on Form 10-K/A for the year ended December 31, 2021.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Item 10 of Regulation S-K and are not required to provide the information otherwise required under this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (2) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In connection with the preparation and audit of our financial statements as of and for the fiscal year ended December 31, 2021, we identified certain material weaknesses in our internal control over financial reporting, which is an integral component of our disclosure controls and procedures. The material weaknesses existing at December 31, 2021, for which remediation is ongoing at June 30, 2022, are as follows:

- We did not design or maintain an effective control environment specific to the areas of financial reporting and its close process, including effective review of technical accounting matters.

- We did not design or maintain an effective control environment to ensure proper segregation of duties, including separate review and approval of journal entries and access within our accounting system.

In addition to the actions we took during 2021 to remediate the deficiencies in our internal control over financial reporting we are implementing additional processes and controls designed to address the underlying causes associated with the above-mentioned deficiencies. We are committed to remediating the deficiencies described above in a timely manner. Our incremental efforts taken in 2022 to implement measures designed to improve our internal control over financial reporting to remediate these deficiencies include, but are not limited to, the following:

- During the three months ended June 30, 2022, we continued the implementation of additional functionality within our company-wide enterprise resource planning system.

- We engaged a large multinational accounting firm to provide certain advisory and internal audit services, under the oversight of the audit committee of our board of directors, including, but not limited to, advising on the remediation of the material weaknesses identified above, performing a comprehensive internal controls gap assessment, assist in further enhancement and development of the Company's business processes, and perform testing of internal controls, as applicable. We expect all of these services will significantly enhance our internal controls environment and provide a basis on which management can assess and conclude upon the remediation of the material weaknesses.

- We developed and improved recurring accounting processes providing more timely and detailed review of complex and routine areas, including internal stakeholder engagement to timely and accurately identify new or complex transactions.

These additional resources, policies and procedures are designed to enable us to broaden the scope and quality of our internal review of underlying information related to financial reporting and to formalize and enhance our internal control over financial reporting environment. We are committed to continue to take steps to address the underlying causes of the material weaknesses in a timely manner and will continue to monitor the effectiveness of our remediation plan and will refine as appropriate. While we are undertaking efforts to remediate these material weaknesses, the material weaknesses will not be considered remediated until our remediation plan has been fully implemented, the applicable controls operate for a sufficient period of time, and we have concluded, through testing, that the newly implemented and enhanced controls are operating effectively.

With the foregoing in mind, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of June 30, 2022, our disclosure controls and procedures were not effective at a reasonable assurance level, as a result of the material weaknesses previously discussed. Notwithstanding the existence of the material weaknesses described above, management believes that the condensed consolidated financial statements in this Quarterly Report on Form 10-Q fairly state, in all material respects, the Company's financial position, results of operations and cash flows for all periods and dates presented in accordance with U.S. GAAP.

Changes in Internal Control over Financial Reporting

Other than in connection with executing upon the implementation of the remediation measures as described above, there were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three months ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

Information relating to various commitments and contingencies is described in Note 10 to our condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There are no material changes from the risk factors previously disclosed in Part I, Item 1A in our Annual Report on Form 10-K/A for the year ended December 31, 2021.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 19, 2022, the Company issued warrants ("Warrants") to purchase in the aggregate approximately 76,923 shares of the Company's common stock at an exercise price of $0.01 per share. The fair value of the Warrants upon issuance was $4.18 per Warrant. The Warrants expire upon the earlier of a change in control of the Company or April 19, 2028.The Warrants and the shares of common stock underlying the Warrants were issued in a private placement exempt from the registration requirements of the Securities Act, in reliance on the exemptions set forth in Section 4(a)(2) of the Securities Act.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Second Amended and Restated Certificate of Incorporation of Heliogen, Inc.	8-K	001-40209	3.1	January 6, 2022
3.2	Amended and Restated Bylaws of Heliogen, Inc.	8-K	001-40209	3.2	January 6, 2022
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS*	Inline XBRL Instance Document				
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.				
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document				
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				

* Filed herewith.

** Furnished herewith and not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

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, thereunto duly authorized.

		Heliogen, Inc.
		/s/ Bill Gross
		Bill Gross
		Chief Executive Officer
Dated:	August 12, 2022	*(Principal Executive Officer)*
		/s/ Christiana Obiaya
		Christiana Obiaya
		Chief Financial Officer
Dated:	August 12, 2022	*(Principal Financial Officer and Principal Accounting Officer)*