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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

<b>1. Name and Address of Reporting Person *</b> <u>GROSS WILLIAM</u>  (Last) (First) (Middle)  <u>C/O IDEALAB</u> <u>130 WEST UNION STREET</u>  (Street) <u>PASADENA CA 91103</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Heliogen, Inc. [ HLGJ ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/01/2023</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2023		M		25,412	A	\$0.09	2,698,024	D	
Common Stock	06/01/2023		S		25,412	D	\$0.26 <sup>(1)</sup>	2,672,612	D	
Common Stock	06/02/2023		M		3,587	A	\$0.09	2,676,199	D	
Common Stock	06/02/2023		S		3,587	D	\$0.26 <sup>(1)</sup>	2,672,612	D	
Common Stock								414,363	I	See footnote <sup>(2)</sup>
Common Stock								16,175	I	See footnote <sup>(3)</sup>
Common Stock								15,480,443	I	See footnote <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$0.09	06/01/2023		M			25,412	(5)	07/05/2023 <sup>(6)</sup>	Common Stock	25,412	\$0	2,543,587	D	
Employee Stock Option (right to buy)	\$0.09	06/02/2023		M			3,587	(5)	07/05/2023 <sup>(6)</sup>	Common Stock	3,587	\$0	2,540,000	D	

**Explanation of Responses:**

- These shares were sold in multiple transactions at \$.26. Mr. Gross undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold each separate price within the ranges set forth in footnote (1) to this Form 4.
- These shares are held by The Gross Goodstein Living Trust (the "Trust") of which Mr. Gross is a co-trustee. Mr. Gross may be deemed to beneficially own these shares. Mr. Gross disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- These shares are held by Idealab Studio, LLC ("Idealab Studio"), for which Mr. Gross serves as chairman and chief executive officer. The Trust owns a majority of the class of securities of Idealab Studio entitled to elect two managers to Idealab Studio's board of managers. Mr. Gross may be deemed to beneficially own these shares. Mr. Gross disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- These shares are held by Idealab Holdings, LLC ("Idealab Holdings"), which is a wholly owned subsidiary of Idealab, a California corporation ("Idealab"). Idealab is managed by a board of directors (the "Idealab Board") including Mr. Gross. Mr. Gross may be deemed to beneficially own these shares. Mr. Gross disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The options vested and became exercisable in equal monthly installments commencing December 6, 2018, subject to Mr. Gross's continuous service which ceased effective February 5, 2023.
- The options are exercisable through the indicated expiration date pursuant to an extension granted by the Issuer. The original expiration date was approximately 10 years from the initial vesting date of options with the same exercise price.

**Remarks:**

/s/ William Gross 06/05/2023  
 \*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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