



Up to 31,612,349 Shares of Common Stock
(Including up to 7,217,991 Shares of Common Stock Issuable Upon Exercise of Warrants)
Up to 4,151,324 Warrants to Purchase Common Stock

This prospectus supplement updates and supplements the prospectus dated April 7, 2023 (as amended, the “**Prospectus**”), which forms a part of our Registration Statement on Form S-1 (No. 333-259496). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 11, 2023 (the “**Report**”). Accordingly, we have attached the Report to this prospectus supplement.

The Prospectus and this prospectus supplement relate to the issuance by us of an aggregate of up to 7,217,974 shares of our common stock, \$0.0001 par value per share (the “**Common Stock**”), which consists of:

- up to 144,666 shares of Common Stock that are issuable upon the exercise of 144,666 warrants (the “**Private Placement Warrants**”) originally issued in a private placement to the initial stockholder of Consonance Life Sciences (the “**Sponsor**”) in connection with the initial public offering of Consonance-HFW Acquisition Corp. (“**Consonance**”),
- up to 4,006,657 shares of Common Stock that are issuable upon the exercise of 4,006,657 warrants (the “**PIPE Warrants**”) originally issued connection with a private placement immediately prior to the consummation of the Business Combination, and
- up to 3,066,651 shares of Common Stock that are issuable upon the exercise of 3,066,651 warrants (the “**Public Warrants**” and, together with the Private Placement Warrants and the PIPE Warrants, the “**Warrants**”) originally issued in the initial public offering of Consonance.

The Prospectus and this prospectus supplement also relate to the offer and sale from time to time by the selling securityholders named in the Prospectus or their permitted transferees (the “**Selling Securityholders**”) of:

- up to 31,612,348 shares of Common Stock consisting of:
 - up to 12,020,000 shares of Common Stock issued in a private placement pursuant to subscription agreements (“**Subscription Agreements**”) entered into on April 15, 2021,
 - up to 1,885,000 shares of Common Stock held by the Sponsor following a private placement in connection with the initial public offering of Consonance and subsequent share recapitalization,
 - up to 90,000 shares of Common Stock transferred by the Sponsor to the independent directors of Consonance-HFW Acquisition Corp.,
 - up to 144,666 shares of Common Stock issuable upon exercise of the Private Placement Warrants,
 - up to 4,006,657 shares of Common Stock issuable upon exercise of the PIPE Warrants,
 - up to 1,349,943 shares of Common Stock issuable upon the exercise of stock options, and
 - up to 12,116,082 shares of Common Stock and Common Stock issuable upon exercise of Warrants issued to certain former securityholders of Surrozen Operating, Inc. pursuant to the Business Combination Agreement entered into on April 15, 2021.
- up to 4,151,323 warrants consisting of 144,666 Private Placement Warrants and 4,006,657 PIPE Warrants.

The Selling Securityholders may offer, sell or distribute all or a portion of the registered securities publicly or through private transactions at prevailing market prices or at negotiated prices. We will not receive any of the proceeds from such sales of the shares of Common Stock or Warrants, except with respect to amounts received by us upon exercise of the Warrants. We will bear all costs, expenses and fees in connection with the registration of these securities, including with regard to compliance with state securities or “blue sky” laws. The selling securityholders will bear all commissions and discounts, if any, attributable to their sale of shares of Common Stock or Warrants. See the section titled “*Plan of Distribution*” in the Prospectus.

The Common Stock and Public Warrants are listed on The Nasdaq Capital Market (“**Nasdaq**”) under the symbols “**SRZN**” and “**SRZNW**” respectively. On December 8, 2023, the last reported sales price of our Common Stock was \$0.52 per share and the last reported sales price of our Public Warrants was \$0.0494 per Public Warrant.

This prospectus supplement should be read in conjunction with the Prospectus, including any other 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 other

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 other amendments or supplements thereto.

We are an “emerging growth company” and a “smaller reporting company” as defined under U.S. federal securities laws and, as such, have elected to comply with reduced public company reporting requirements. The Prospectus and this prospectus supplement comply with the requirements that apply to an issuer that is an emerging growth company and a smaller reporting company. We are incorporated in Delaware.

Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described in the section titled “Risk Factors” beginning on page 10 of the Prospectus, and under similar headings in any amendments or supplements to the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement or the Prospectus. Any representation to the contrary is a criminal offense.

Prospectus supplement dated December 11, 2023

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 07, 2023

Surrozen, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39635
(Commission File Number)

30-1374889
(IRS Employer
Identification No.)

**171 Oyster Point Blvd
Suite 400
South San Francisco, California**
(Address of Principal Executive Offices)

94080
(Zip Code)

Registrant's Telephone Number, Including Area Code: +1 (650) 489-9000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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	SRZN	The Nasdaq Capital Market
Redeemable warrants, each whole warrant exercisable for one share of Common Stock	SRZNW	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

A special meeting of the stockholders of Surrozen, Inc. (the “Company”) was held on December 7, 2023 (the “Special Meeting”). Proxies for the Special Meeting were solicited by the Board of Directors of the Company pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board of Director’s solicitation. There were 30,575,047 shares of common stock entitled to vote at the Special Meeting and each share of common stock was entitled to one vote. A total of 17,005,402 shares of common stock were present at the Special Meeting in person or by proxy. The final votes on the proposal presented at the Special Meeting were as follows:

Proposal 1: Approval of an amendment to the certificate of incorporation to effect a reverse stock split of the Company’s issued and outstanding common stock, as disclosed in the proxy statement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
16,220,409	784,459	534

Item 8.01. Other Events.

On December 7, 2023, the Board of Directors of the Company approved the filing with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Certificate of Incorporation (the “Amendment”), to effect a one-for-fifteen (1:15) reverse stock split of its outstanding common stock, effective as of December 13, 2023 (the “Reverse Stock Split”). A series of alternate amendments to effect the Reverse Stock Split was approved by the Company’s stockholders at the Special Meeting, and the specific one-for-fifteen (1:15) ratio was subsequently approved by the Company’s Board of Directors on December 7, 2023.

The Amendment provides that at the effective time of the Reverse Stock Split, every 15 shares of the Company’s issued and outstanding common stock will be automatically converted into one issued and outstanding share of common stock, without any change in par value per share. The Reverse Stock Split will affect all shares of the Company’s common stock outstanding immediately prior to the effective time of the Reverse Stock Split, as well as the number of shares of common stock available for issuance under the Company’s equity incentive plans and employee stock purchase plan. In addition, the Reverse Stock Split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options, restricted stock units and warrants outstanding immediately prior to the effectiveness of the Reverse Stock Split with a corresponding increase in the exercise price per share applicable to such stock options and warrants. No fractional shares will be issued because of the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof.

The Company’s common stock is scheduled to begin trading on the Nasdaq Capital Market on a split-adjusted basis when the market opens on December 14, 2023 under the existing ticker symbol “SRZN”. The new CUSIP number for the common stock following the Reverse Stock Split is 86889P208. The par value per share of the common stock will remain unchanged at \$0.0001.

The Company’s warrants trade on the Nasdaq Capital Market under the ticker symbol “SRZNW”. As a result of the Reverse Stock Split, every 15 shares of common stock that may be purchased pursuant to the Company’s outstanding warrants immediately prior to the Reverse Stock Split will represent one share of common stock that may be purchased pursuant to such warrants immediately following the Reverse Stock Split. Correspondingly, the exercise price per share of such warrants will be proportionately increased, such that the exercise price per share of such warrants immediately following the Reverse Stock Split will be \$172.50, which equals the product of 15 multiplied by \$11.50, the exercise price per share immediately prior to the Reverse Stock Split.

Following the Reverse Stock Split, such warrants will not be exercisable for any fractional shares. Fractional shares will be treated in accordance with the terms of the warrant. All other terms of each outstanding warrant will remain the same.

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 hereunto duly authorized.

SURROZEN, INC.

Date: December 11, 2023

By: /s/ Charles Williams

Name: Charles Williams

Title: Chief Financial Officer
