

Progenitor identification and SARS-CoV-2 infection in long-term human distal lung organoid cultures

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48 **ABSTRACT**

49

50 The distal lung contains terminal bronchioles and alveoli that facilitate gas exchange and is affected by
51 disorders including interstitial lung disease, cancer, and SARS-CoV-2-associated COVID-19
52 pneumonia. Investigations of these localized pathologies have been hindered by a lack of 3D *in vitro*
53 human distal lung culture systems. Further, human distal lung stem cell identification has been impaired
54 by quiescence, anatomic divergence from mouse and lack of lineage tracing and clonogenic culture.
55 Here, we developed robust feeder-free, chemically-defined culture of distal human lung progenitors as
56 organoids derived clonally from single adult human alveolar epithelial type II (AT2) or KRT5⁺ basal
57 cells. AT2 organoids exhibited AT1 transdifferentiation potential, while basal cell organoids
58 progressively developed lumens lined by differentiated club and ciliated cells. Organoids consisting
59 solely of club cells were not observed. Upon single cell RNA-sequencing (scRNA-seq), alveolar
60 organoids were composed of proliferative AT2 cells; however, basal organoid KRT5⁺ cells contained a
61 distinct ITGA6⁺ITGB4⁺ mitotic population whose proliferation segregated to a TNFRSF12A^{hi}
62 subfraction. Clonogenic organoid growth was markedly enriched within the TNFRSF12A^{hi} subset of
63 FACS-purified ITGA6⁺ITGB4⁺ basal cells from human lung or derivative organoids. *In vivo*,
64 TNFRSF12A⁺ cells comprised ~10% of KRT5⁺ basal cells and resided in clusters within terminal
65 bronchioles. To model COVID-19 distal lung disease, we everted the polarity of basal and alveolar
66 organoids to rapidly relocate differentiated club and ciliated cells from the organoid lumen to the exterior
67 surface, thus displaying the SARS-CoV-2 receptor ACE2 on the outwardly-facing apical aspect.
68 Accordingly, basal and AT2 “apical-out” organoids were infected by SARS-CoV-2, identifying club
69 cells as a novel target population. This long-term, feeder-free organoid culture of human distal lung
70 alveolar and basal stem cells, coupled with single cell analysis, identifies unsuspected basal cell
71 functional heterogeneity and exemplifies progenitor identification within a slowly proliferating human
72 tissue. Further, our studies establish a facile *in vitro* organoid model for human distal lung infectious
73 diseases including COVID-19-associated pneumonia.

74

75 INTRODUCTION

76

77 The distal lung, including terminal bronchioles and alveoli, performs essential gas exchange functions
78 which can be significantly compromised by disease. For example, SARS-CoV-2 infection can elicit
79 severe distal lung COVID-19 pathology with life-threatening pneumonia and respiratory failure¹⁻³. The
80 limited understanding of COVID-19 pneumonia pathogenesis during a worldwide pandemic has
81 highlighted a pressing need for robust *in vitro* culture systems allowing study of distal lung pathologies
82 in primary human cells.

83 The lack of long-term human distal lung culture systems has precluded functional testing of the
84 proliferative capacity of putative human distal lung stem cell populations, which are therefore largely
85 inferred from mouse studies. In mouse, lineage-tracing has enabled *in vivo* confirmation and mapping
86 of ‘bifunctional’ distal lung stem cells that constitutively execute both physiologic and regenerative
87 functions, namely secretory club cells in distal bronchioles^{4,5} and surfactant-producing alveolar epithelial
88 type II (AT2) cells in alveoli^{6,7}. Injury-inducible murine lung populations include an alveolar progenitor
89 that renews AT1 and AT2 cells⁸, and distal airway basal cell-like⁹⁻¹¹ or bronchioalveolar^{12,13} progenitors
90 with airway and alveolar differentiation potential. Whether the human correlates of these mouse stem
91 cells are functional in renewing mature lung cell lineages is largely unknown.

92 The cell type composition of human terminal airways differs substantially from mouse. In the human
93 lung basal cells span the entire airway axis¹⁴, while in mouse they are absent from the terminal
94 bronchioles where club cells renew and repair the epithelium^{15,16}. Long-term culture of human tracheal
95 and bronchial basal cells have demonstrated stem cell potential, and these are also presumed to function
96 as stem cells for lower airway renewal¹⁷⁻²³. Human AT2 cell cultures have also been reported but are
97 short-lived^{6,18,24,25}, and the long-term self-renewal capacity of human AT2 cells thus remains unknown.
98 Furthermore, existing AT2 cell culture protocols achieve only minimal expansion and require feeder cells
99 producing unknown factors, limiting their biological characterization and screening utility. Directed
100 differentiation of induced pluripotent stem cells (iPSCs) to AT2 cells can be limited by efficiency, feeder
101 dependence and persistent fetal gene expression, suggesting immaturity²⁶⁻²⁹. Here, we established long-
102 term, feeder-free, chemically-defined 3D organoid culture of distal human lung, including AT2 and basal
103 stem cells, and applied this method to progenitor identification and SARS-CoV-2 modeling.

104

105 **Human adult distal lung culture yields clonogenic alveolar and basal cell organoids**

106 We empirically established defined media conditions supporting clonal expansion of distal human lung
107 progenitors, encompassing bronchiolar and alveolar cells. To exclude proximal cell types, we used only

108 the peripheral one centimeter of lung underlying the mesothelium, which was devoid of cartilage (**Fig.**
109 **1a**). Single cell suspensions from 134 individuals (**Supplementary Table 1**), were cultured within a
110 droplet of collagen/laminin extracellular matrix without exogenous feeder cells. We surveyed growth
111 factors whose cognate pathways including WNT, EGF and BMP have been implicated in lung
112 development and disease pathogenesis^{14,22}. The combination of EGF and the BMP antagonist NOGGIN
113 was optimal, without any additional growth-promoting effects of either WNT3A or R-SPONDIN1
114 (RSPO1) (**Extended Data Fig. 1a,b**). Single cells underwent clonal expansion into one of two distinct
115 organoid morphologies. Cystic organoids (**Fig. 1a,b**) were SFTPC⁺HT2-280⁺ and lacked KRT5,
116 indicating AT2 cell identity (**Fig. 1d-g**). In contrast, solid organoids (**Fig 1a,c**) expressed the basal cell
117 marker KRT5 and lacked SFPTC indicating basal cell identity (**Fig. 1d, h-j**). Organoids consisting solely
118 of SCGB1A1⁺ club cells were not observed (**Fig. 1d**).

119 To stringently exclude the possibility that contaminating stromal cells could be contributing
120 unknown growth factors, we generated distal lung organoids from >99.9% EPCAM⁺ starting populations
121 by magnetic bead depletion of fibroblasts, endothelial and hematopoietic cells followed by FACS
122 purification of EPCAM⁺ cells, which confirmed organoid generation with only EGF and NOGGIN
123 provision (**Fig. 1k-m**). Distal lung organoids could be passaged for ~6 months with basal organoids
124 initially exhibiting 6-7 doublings every 2 weeks. Alveolar organoids expanded more slowly with an
125 initial rate of 3-4 doublings/2 weeks but predominated over basal organoids after several months. Based
126 on initial cell division rates, the upper limits of basal and alveolar expansion were 2¹⁹ (524,288 fold) and
127 2¹⁶ (65,536 fold) respectively. Organoids arose clonally as confirmed by (1) time-lapse microscopy of
128 single cells (**Fig. 1b,c**) and (2) color mixing studies of disaggregated, lentivirally-transduced GFP⁺ or
129 mCherry⁺ cells that generated entirely red or green but not chimeric organoids (**Fig. 1n-p**).

130 Single cell RNA-sequencing of distal lung organoids confirmed distinct SFTPC⁺ AT2, KRT5⁺ basal
131 and SCGB1A1⁺ club cell populations. Cells co-expressing KRT5 and SCGB1A1 bridged the basal and
132 club cell populations, suggesting molecular intermediates transitioning from basal into club cells (**Fig.**
133 **1q-v, Extended Data Fig. 2**). Trajectory analysis using SPADE^{30,31} projected a cellular differentiation
134 path from basal to club cell identity but not between AT2 and club or AT2 and basal cells (**Extended**
135 **Data Fig. 3, Supplementary Data 1**).

136

137 **Human AT2 cells extensively renew and maintain AT1 cell transdifferentiation capacity**

138 We further refined these methods to generate pure clonogenically-derived AT2 organoids. Viable AT2
139 cells were purified from mixed distal lung organoids without accompanying stromal populations using
140 fluorescence-associated cell sorting (FACS), exploiting lamellar body uptake of the lysosomal dye

141 LysoTracker³² in EPCAM⁺ cells (**Fig. 2a, Extended Data Fig. 1c-d, Extended Data Fig. 4a,**
142 **Supplementary Data 2**). Individual EPCAM⁺LysoTracker⁺ AT2 cells progressively expanded as cystic
143 organoids up to 180 days, exhibiting a mixture of cuboidal or more flattened morphologies reminiscent
144 of alveoli (**Fig. 2b,c**). Qualitatively identical results were obtained with anti-HTII-280 (AT2 marker)
145 purification instead of LysoTracker. Transmission electron microscopy (TEM) revealed a basal surface
146 contacting surrounding matrix, characteristic apical microvilli, and abundant cytoplasmic lamellar
147 bodies, characteristic of fully mature and functional AT2 cells (**Fig. 2d, Extended Data Fig. 4b**). AT2
148 organoids expressed HTII-280 (**Fig. 2e**) and occasionally assumed an AT1-like flattened morphology
149 with variable downregulation of AT2 cell type markers but without AT1 marker expression (data not
150 shown). However, upon culture on a glass surface with fetal bovine serum which promotes the AT1
151 phenotype^{7,33}, AT2 cells rapidly flattened, downregulated HTII-280 and initiated AT1 HTI-56 marker
152 expression, indicating retention of differentiation capacity after expansion (**Fig. 2f**). EGF and NOGGIN
153 were sufficient for clonal AT2 organoid proliferation and exogenous WNT-3A and RSPONDIN-1 did
154 not enhance growth. However, the PORCUPINE inhibitor C59, which blocks endogenous WNT
155 biosynthesis, attenuated AT2 organoid growth (**Fig. 2g**), suggesting essential autocrine WNT signaling
156 and recapitulating mouse AT2 cell biology³⁴. Lastly, isolated AT2 cells exhibited clonal organoid growth
157 in lentivirus GFP/mCherry mixing studies, with 0/797 organoids demonstrating chimerism (**Fig. 2h**).

158 Single cell RNA-seq of mixed distal lung organoids revealed uniformly high-level expression of
159 canonical AT2 cell markers such as *SFTPC* within the alveolar populations (**Fig. 1q-t, Extended Data**
160 **Fig. 2**). These data did not readily identify AT2 cell subsets within organoids, although the relatively
161 low number of AT2 cells limited sensitivity (**Extended Data Fig. 2, Extended Data Fig. 5a-c**). We thus
162 generated clonally derived pure alveolar organoids by culturing FACS-isolated EPCAM⁺LysoTracker⁺
163 cells from mixed distal lung organoids (**Fig. 2i**). Analysis of 2,780 single cells from purified alveolar
164 organoids at culture day 89 (60 days post-FACS purification) re-demonstrated homogeneous AT2 marker
165 expression including *SFTPA1*, *SFTPB* and *SFTPC* without basal, club, or AT1 markers (**Fig. 2i,**
166 **Supplementary Data 3-4**). Importantly, cell cycle mRNAs such as *PCNA* and *CDKI* were expressed
167 by a minority of AT2 cells but did not cluster to a specific population (**Fig. 2i**) and a proliferative sub-
168 cluster within AT2 organoids having distinct gene expression unrelated to cell cycle status was not
169 detected (**Extended Data Fig. 5d-h, Supplementary Data 4**).

170 171 **Spontaneous differentiation of human distal airway basal cell-derived organoids**

172 Basal cell organoids in mixed distal lung culture initially formed solid KRT5⁺ masses (**Fig. 1a, c-d**).
173 However, by ~ 1 month, approximately 50% stochastically developed single but occasionally multiple

174 lumens; this lumen formation did not result from apoptosis (**Fig. 2j, Extended Data Fig. 1e-g**). Lumen
175 appearance coincided strongly with the emergence of differentiated acetylated tubulin⁺ (AcTUB⁺)
176 ciliated cells and SCGB1A1⁺ club cells at the luminal surface. Conversely, the basal stem cell marker
177 KRT5 was specifically excluded from the differentiated lumen zone, but was otherwise diffusely
178 expressed (**Fig. 2j,k**).

179 We further established pure basal cell cultures by using density sedimentation to remove cystic AT2
180 organoids, leaving behind solid basal organoids which were then disaggregated and regrown from single
181 cell suspensions. After 2-4 weeks in culture post-sedimentation, proliferating basal cell organoids again
182 progressively cavitared (**Extended Data Fig. 1h-i**) with appearance of luminal SCGB1A1⁺ club and
183 AcTUB⁺ ciliated cells either upon organoid culture (**Fig. 2l,m, Supplementary Video 1-2**) or conversion
184 of 3D organoids to 2D air-liquid interface monolayers (**Fig. 2n**). Clonal outgrowth of basal cell-derived
185 organoids was confirmed by density sedimentation followed by FACS isolation and culture of EPCAM⁺
186 cells and culture which exhibited monoclonality in lentivirus GFP/mCherry mixing studies with only
187 2/845 chimeric organoids (**Fig. 2o**). Under these conditions EGF and Noggin were again sufficient for
188 maximal growth without additive effects of WNT3A, R-SPONDIN1. Unlike AT2 organoids, growth
189 was not significantly inhibited by the PORCUPINE inhibitor C59 (**Extended Data Fig. 1j**).

190

191 **Organoid scRNA-seq reveals two molecularly distinct subtypes of human distal airway basal cells**

192 In contrast to the homogeneity of organoid AT2 cells, scRNA-seq clustering of *KRT5*⁺ basal cells from
193 multiple individuals reproducibly identified two subpopulations, designated Basal 1 and Basal 2 (**Fig 3a-**
194 **b, Extended Data Fig. 6**). Basal 1 was enriched for differentiation and cell fate determinants such as
195 *HES1* and *ID1* and included an actively cycling subpopulation expressing proliferation markers *PCNA*
196 and *CDK1* with significantly overrepresented GSEA cell cycle processes (**Fig. 3a, Extended Data Fig.**
197 **7a-b, Supplementary Data 4**). Basal 1 but not Basal 2 included canonical lung basal cell mRNAs such
198 as integrin α_6 (*ITGA6*) and *TP63*¹⁶, as well as integrin β_4 (*ITGB4*) which is a binding partner for integrin
199 α_6 ³⁵ and also expressed in murine Lineage Negative Epithelial Progenitors (LNEPs)⁹ (**Fig. 3c**). Basal
200 2, while lacking the above Basal 1 proliferative and cell fate markers, was enriched in vesicular transport,
201 endoplasmic reticulum housekeeping processes and squamous markers; these transcripts were also
202 present in Basal 1, albeit at lower levels (**Supplementary Data 4**).

203

204 **TNFRSF12A marks an organoid basal cell subpopulation with enriched progenitor activity**

205 We next examined the membrane receptor *TNFRSF12A* (Fn14, TweakR), one of the most differentially
206 expressed genes in the Basal 1 cluster (**Fig. 3b, Supplementary Table 2**), because of its potential utility

207 for FACS sorting and since a related TNF superfamily membrane receptor gene family member,
208 *TNFRSF19*, marks gastric and intestinal stem cells^{36,37}. Indeed, *TNFRSF12A* mRNA was enriched in
209 *EPCAM⁺ITGA6⁺ITGB4⁺* Basal 1 versus Basal 2 cells (**Fig. 3d**). In scRNA-seq, Basal 1
210 *EPCAM⁺ITGA6⁺ITGB4⁺* cells could be divided into *TNFRSF12A*-low, -medium and -high mRNA-
211 expressing fractions, and notably a proliferative gene module³⁸ was significantly enriched in the highest
212 (*TNFRSF12A^{hi}*) versus lowest quartile (*TNFRSF12A^{lo}*) subsets (**Fig. 3d**). Crucially, low, medium and
213 high expression of the Basal 1 transcripts *ITGA6* or *TP63*, or *KRT5* did not enrich for this proliferative
214 signature, indicating particular discriminatory utility of *TNFRSF12A* mRNA levels (**Fig. 3d, Extended**
215 **Data Fig. 7c**). To functionally validate this observation, we fractionated total distal lung organoids by
216 anti-*TNFRSF12A* monoclonal antibody FACS into *EPCAM⁺ITGA6⁺ITGB4⁺* cells and then into
217 *TNFRSF12A^{hi}* and *TNFRSF12A^{neg}* subsets. The incidence of *TNFRSF12A^{hi}* cells declined with time
218 to comprise a minority of *EPCAM⁺ITGA6⁺ITGB4⁺* cells in late stage differentiating cultures (**Fig. 3e**).
219 Notably, organoid-derived *TNFRSF12A^{hi}* basal cells reproducibly exhibited 4-12x greater clonogenic
220 organoid-forming capacity than *TNFRSF12A^{neg}* cells in 5 out of 5 individuals (**Fig. 3f,g**) in parallel with
221 >60-fold enrichment of *TNFRSF12A* mRNA in the former (**Supplementary Data 2**).

222 Possible lineage relationships between Basal 1 and Basal 2 were examined by FACS purification
223 followed by clonogenic culture. Density sedimentation-purified *KRT5⁺* basal organoids (**Fig. 2l-n**) were
224 fractionated into *EPCAM⁺ITGA6⁺ITGB4⁺TNFRSF12A^{hi}* (Basal 1) and *EPCAM⁺ITGA6⁺ITGB4⁺*
225 *TNFRSF12A^{neg}* (Basal 2) populations (**Extended Data Fig. 8a**). Despite essentially homogeneous
226 *KRT5* expression in both fractions (**Extended Data Fig. 8b**) clonogenic organoid formation was strongly
227 enriched in Basal 1 versus Basal 2 from three separate individuals (**Extended Data Fig. 8c-d**), indicating
228 the lack of Basal 1 cell generation by Basal 2 cells. Basal 2-enriched loci *SPRR1B* and *TMSB4X* (**Fig.**
229 **3b, Supplementary Data 4**) were transiently induced in organoids from FACS-isolated *TNFRSF12A^{hi}*
230 Basal 1 cells (**Extended Data Fig. 8e-f**), indicating Basal 2 differentiation from Basal 1. SPADE
231 trajectory analysis also demonstrated Basal 2 cells emanating from *TNFRSF12A⁺* basal cells,
232 independently supporting a one-way lineage route from Basal 1 to Basal 2 (**Extended Data Fig. 3**).

233 The NOTCH target gene *HES1* was one of the most differentially upregulated Basal 1 genes, and
234 Basal 1-upregulated gene networks included *NOTCH1*, *NOTCH2* and *JAG1* (**Fig. 3b, Supplementary**
235 **Data 4**). In basal organoids from FACS-purified *TNFRSF12A^{hi}EPCAM⁺ITGA6⁺ITGB4⁺* cells, NOTCH
236 inhibition by the gamma-secretase inhibitor DBZ or the extracellular domain of the DLL4 E12 mutant³⁹
237 significantly increased proliferation (**Extended Data Fig. 8g-h**), suggesting NOTCH restrains growth.
238 NOTCH inhibition by DBZ or DLL4 E12 NOTCH signaling also stimulated incomplete alveolar
239 *TNFRSF12A^{hi}* differentiation by upregulating *SFTPC* mRNA without lamellar body or SFTPC protein

240 production (data not shown), mirroring the effect of Notch on mouse LNEP stem cells⁹. Conversely,
241 NOTCH agonism by JAG1 peptide did not affect proliferation but induced *SCGB1A1*, similar to reports
242 in upper airway cells⁴⁰⁻⁴² (**Extended Data Fig. 8i**).

243

244 **TNFRSF12A⁺ basal cells cluster within distal airways in vivo and exhibit enhanced clonogenic** 245 **potential**

246 To demonstrate the TNFRSF12A-expressing basal subpopulation *in vivo* we performed TNFRSF12A
247 antibody⁴³ staining of freshly fixed intact human distal lung specimens. KRT5 and/or p63 marked
248 essentially all distal airway basal cells, but TNFRSF12A strikingly labeled a cell subset localized in
249 sporadic clusters within the basal layer (**Fig. 4a-c**). KRT5⁺TNFRSF12A⁺ basal cells frequently, but not
250 exclusively, resided at tips or bases of bronchiolar furrows, the latter a previously recognized niche for
251 goblet cells⁴⁴. TNFRSF12A was not restricted to the basal layer and was detected in diverse lung stromal
252 and epithelial cells, yet clearly marked a minor population of KRT5⁺/p63⁺ basal cells (**Fig. 4a-c**). The
253 TNFRSF12A-expressing subset of KRT5⁺ basal cells exhibited a higher mitotic index than total KRT5⁺
254 cells *in vivo*, consistent with enriched proliferative capacity *in vitro* (**Fig. 4d-e**). FACS analysis of freshly
255 dissociated human lung confirmed TNFRSF12A expression in 10.9% of KRT5⁺ basal cells (**Fig. 4f, top**).

256 TNFRSF12A^{hi} Basal 1 cells could be prospectively isolated and cultured directly from freshly
257 dissociated human lungs for culture without an organoid intermediate.
258 EPCAM⁺ITGA6⁺ITGB4⁺TNFRSF12A^{hi} (i.e. TNFRSF12A^{hi} Basal 1) and
259 EPCAM⁺ITGA6⁺ITGB4⁺TNFRSF12A^{neg} cells (i.e. TNFRSF12^{neg} Basal 1) were isolated from
260 dissociated human lungs (**Fig. 4f, bottom**) and cultured clonogenically (**Fig. 4g-i**). Compared to
261 TNFRSF12A^{neg} populations, TNFRSF12A^{hi} cells purified directly from distal lung exhibited a robust
262 15-fold increase in KRT5⁺ organoid formation (**Fig. 4g**), indicating substantial enrichment of organoid-
263 generating capacity and recapitulating the enhanced clonogenic growth of organoid-derived
264 TNFRSF12A^{hi} cells (**Fig. 3f-g, Extended Data 8a-d**). Organoids grown from distal lung TNFRSF12A^{hi}
265 cells also exhibited a characteristic basal histology and spontaneously differentiated to SCGB1A1⁺ club
266 and ActTUB⁺ ciliated cells (**Fig. 4h**). Further, distal lung TNFRSF12A^{hi}-derived basal organoids
267 adopted a typical stratified epithelial histology with apical ciliary and club cell differentiation upon re-
268 plating as 2D air-liquid interface monolayers (**Fig. 4i**).

269

270 **SARS-CoV-2 and influenza H1N1 infection of distal lung organoids**

271 We next established the utility of distal lung organoids for human infectious disease modeling. Influenza
272 virus strain H1N1 broadly injures both airway and alveolar epithelium⁴⁵. Both basal and AT2 organoids

273 from human distal lung cultures were avidly infected by a recombinant influenza H1N1 PR8 strain
274 expressing GFP upon viral replication⁴⁶ (**Fig. 5a, Supplementary Data 5**) and viral genomic RNA
275 accumulated in mixed organoid culture supernatants over a 96 hr time course (**Fig. 5b**), similar to
276 previous reports with human lung airway organoids²¹. Organoids also stained with lectins binding α 2-3
277 and α 2-6 sialic acid residues (**Extended Data Fig. 9a,b**), indicating functional influenza receptors as in
278 intact human lung⁴⁷. Pretreatment of lung organoids with zanamivir, which selectively targets influenza
279 release from infected cells, did not inhibit H1N1 viral infection or replication, as shown by the lack of
280 GFP attenuation. In contrast, the nucleoside analog 2'fluoro 2'deoxyctidine (FdC), which impairs
281 replication across many virus families, was efficacious with EC₅₀ consistent with previous reports⁴⁸
282 (**Extended Data Fig. 9c**). Screening of diverse antiviral compound classes in H1N1-infected organoids
283 in a 48-well format assay, quantified by GFP, revealed differential effectiveness (**Extended Data Fig.**
284 **9d**), suggesting utility for scalable therapeutics discovery.

285 The COVID-19 pandemic is particularly significant for distal lung disease, where involvement
286 of alveoli and terminal bronchioles elicits life-threatening pneumonia and respiratory failure¹⁻³. SARS-
287 CoV-2 infects intestinal organoids⁴⁹⁻⁵¹, and 2D ALI monolayer cultures from upper airway, trachea and
288 alveoli^{50,52} but efficient infection of distal lung tissue has not been demonstrated. In mixed distal lung
289 organoids, scRNA-seq (**Fig. 1q,r**) revealed mRNA encoding the SARS-CoV-2 receptor *ACE2* and the
290 processing protease *TMPRSS2* predominantly in club and AT2 cells (**Fig. 5c**), consistent with *ACE2*
291 expression in KRT5⁻ differentiated luminal cells (**Fig. 2j**). The present long-term 3D basal and alveolar
292 organoids are typically oriented with the basolateral surface oriented outwards, i.e. facing the
293 extracellular matrix substratum, which could hinder SARS-CoV-2 infection of the apical *ACE2*-
294 expressing luminal surface. We previously described rapid inversion of apical-basolateral polarity of
295 gastrointestinal organoids by removal from the extracellular matrix gel and growth in suspension,
296 robustly generating organoids with their apical surfaces oriented outward (apical-out), and thus greatly
297 facilitating host-pathogen interactions on the luminal surface⁵³. We adapted this method to distal lung
298 organoids where suspension culture rapidly induced apical-out polarization and differentiation. Within
299 48 h non-polarized KRT5⁺ organoids reorganized into apical-out epithelial spheroids with microvilli,
300 apical junctions, and some motile cilia facing the organoid exterior. Within 5 days, differentiation of
301 outwardly oriented ciliated cells continued to accelerate and was progressive over weeks (**Fig. 5d**;
302 **Extended Data Fig. 10a-c; Supplemental Movie 3**). Additionally, everted organoids displayed
303 outwardly facing club cells with apical secretory granules (**Fig. 5d; Extended Data Fig. 10d**); delayed
304 appearance of AT1 cells was also observed in alveolar organoids (**Extended Data Fig. 10e-g**). In apical-
305 out organoids in suspension culture, *ACE2* was detected on the apical membrane of cells on the external

306 organoid surface (**Fig. 5e**) versus restricted to the internal differentiated apical lumen in basal organoids
307 maintained in ECM (**Fig. 2j**).

308 Notably, SARS-CoV-2 readily infected apical-out mixed distal lung organoids. SARS-CoV-2
309 genomic RNA was detected at 72 h post-infection by qPCR at levels similar to the abundantly expressed
310 ubiquitous U3 snoRNA (**Fig. 5f, left**). Infection was further confirmed by the presence of replication-
311 specific SARS-CoV-2 subgenomic RNA (sgRNA) (**Fig. 5f, right**) and by production of infectious virions
312 capable of plaque formation on VeroE6 cells: 35 PFU/ml from cellular lysates and 65 PFU/ml from
313 cellular supernatants. Immunofluorescence visualization of SARS-CoV-2-infected basal organoids
314 revealed the sequential appearance of double-stranded RNA (dsRNA) by 48h, reflecting viral genome
315 replication (**Fig. 5g**), and of SARS-CoV-2 nucleocapsid protein (NP) by 96h (**Fig. 5h**). We then
316 examined which organoid cell types were infected by SARS-CoV-2 *in vitro*. Approximately 10% of AT2
317 organoids exhibited evidence of infection with prominent localization of SARS-CoV-2 NP within
318 SFTPC-expressing cells (**Fig. 5i**). Similarly, SARS-CoV-2 infected ~10% of basal organoids. Since basal
319 organoids contain multiple cell types, immunostaining of dsRNA or SARS-CoV-2 NP was overlaid
320 with either KRT5, SCGB1A1, or ActTUB to determine infected cell identity. In 2,621 total cells
321 representing cultures from 4 individuals (**Supplementary Data 7**), SARS-CoV-2 infection was not
322 detected in KRT5⁺ basal or ActTUB⁺ ciliated cells (odds ratio 0, p-value < 0.05), in contrast to prior
323 studies in 2D ALI culture where SARS-CoV-2 infected upper airway ciliated cells^{50,52}. However, SARS-
324 CoV-2 NP and dsRNA immunofluorescence signals were primarily present in SCGB1A1⁺ club cells
325 (**Fig. 5j-k**) which were strongly associated with and accounted for 79% of NP/dsRNA-positive cells
326 (odds ratio 19.33, p < 0.0001); 21% of infected cells lacked SCGB1A1 (**Fig. 5j-k, Supplementary Data**
327 **7**). Overall, these studies indicated direct SARS-CoV-2 infection of AT2 cells, and implicated club cells
328 as a novel target population.

329

330 **DISCUSSION**

331

332 The slow cellular turnover of adult lung epithelium has hampered identification of regional stem cell
333 populations. Lack of long-term culture systems and substantial differences between mouse and human
334 lung have particularly impaired validation of human distal lung stem cells. Here, we described a robust,
335 feeder-free, chemically defined method for long-term human distal lung airway and alveolar clonogenic
336 organoid growth, which was applied to progenitor discovery and infectious disease modeling.

337 Basal cells perform crucial stem cell functions in lung and other tissues. Although lung
338 molecular^{40,54-57} and histochemical^{56,58} basal cell subsets have been reported and differential progenitor
339 activity has been observed in mouse^{40,54}, proximal human airway studies suggest uniform basal cell
340 proliferative activity *in vivo*⁵⁹. We identified two interrelated molecular subtypes of KRT5⁺ human distal
341 lung basal cells, Basal 1 and Basal 2; although we cannot exclude squamatization in the latter,
342 proliferation selectively localized to the former. Notably, a TNFRSF12A^{hi} fraction within the Basal 1
343 subset, by both mRNA and protein criteria, possessed enriched clonogenic progenitor activity,
344 establishing functional precedent for a proliferation-enriched basal cell subtype. TNFRSF12A⁺ basal
345 cells often but not exclusively localized to bases and tips of airway furrows, possibly representing a
346 distinct airway progenitor niche, as proposed for goblet cells⁴⁴. Conceivably, TNFRSF12A or other
347 markers could distinguish analogous human basal cell progenitor subsets in other tissues.

348 The differentiation of iPSC to lung epithelial lineages, while efficacious, can be constrained by
349 efficiency, feeder dependence, and fetal gene expression²⁶⁻²⁹, necessitating methods to expand resident
350 adult lung stem cells. Prior human lung basal cell cultures (nasal cavity, trachea, proximal bronchi)
351 achieved *in vitro* proliferation and clonal expansion^{16,60}, ciliated and mucous differentiation^{16,41,60} and
352 reconstitution of denuded rat tracheal epithelium⁵⁸ but have been limited by short term culture, feeder
353 dependence, and restriction to upper airway^{17,18}. Further, intrinsic differences in basal cells and their
354 differentiated progeny along the lung proximal-distal axis may limit generalizability of upper airway
355 studies to distal airways and alveoli¹⁴. Our distal airway basal organoids represent amongst the most
356 significant clonal expansion of basal cells from any region of the human lung^{14,23,24,60}.

357 Culture of human adult AT2 cells has been characteristically short-lived and feeder-
358 dependent^{6,18,24,25}. The present clonogenic, long-term, feeder-free and chemically defined human
359 alveolar organoid cultures uniformly expressed the canonical AT2 genes *SFPTA1/B/C*, possessed
360 characteristic lamellar bodies, functionally required autocrine WNT signaling^{25,34}, and transdifferentiated
361 to AT1 cells upon culture on glass or in suspension. Variable AT2 subpopulations were marked by *LYZ*
362 or *MUC5B* (**Extended Data Fig. 5-6**), previously identified in mouse and implicated in Idiopathic

363 Pulmonary Fibrosis, respectively⁶¹⁻⁶³. Murine lung progenitors with airway and alveolar epithelial
364 differentiation capacity include LNEPs^{9,64}, Distal Airway Stem Cells (DASCs)¹⁰ and Bronchioalveolar
365 Stem Cells (BASCs)^{9,10,12,65}. We did not observe clonal organoids simultaneously containing both
366 mature airway and alveolar cell types but cannot exclude such bipotential progenitors upon different
367 culture conditions.

368 We also describe a facile model for SARS-CoV-2 infection of distal lung, as relevant for COVID-
369 19-associated pneumonia and ARDS¹⁻³. Intestinal organoids recapitulate SARS-CoV-2 infection⁴⁹⁻⁵¹,
370 2D ALI monolayer cultures from upper airway/trachea organoids are infected by SARS-CoV-2⁵⁰ and a
371 comprehensive study of 2D ALI cultures over the entire proximal-distal airway axis revealed a
372 descending susceptibility gradient⁵². However, these studies neither employed 3D lung organoid systems
373 nor demonstrated efficient infection of distal lung tissue. Previously, intestinal organoids were
374 mechanically sheared to allow apical SARS-CoV-2 infection⁵⁰. In contrast, we describe robust SARS-
375 CoV-2 infection by everting distal lung organoids in suspension, rapidly creating physiologically relevant
376 “apical-out” cultures that facilitate direct infection of the ACE2-expressing exterior apical surface that
377 recapitulates *in vivo* physiology. Active SARS-CoV-2 infection of basal and AT2 organoids was
378 evidenced by detection of spliced subgenomic viral RNA, dsRNA replication intermediates, viral
379 nucleocapsid protein and infectious virus production. In addition to AT2 organoid infection, our results
380 implicate SCGB1A1⁺ club cells as a novel SARS-CoV-2 distal lung target whose infection could
381 compromise protective lung protective glycosaminoglycans, thus facilitating a vicious COVID-19
382 infection cycle. Although we did not observe ciliated cell infection, SCGB1A1-negative populations
383 were also infected and are under further investigation; for example, bronchial transient secretory cells
384 express *ACE2* and *TMPRSS2*⁶⁶. Since SARS-CoV-2 infects cultured upper airway ciliated cells *in*
385 *vitro*^{50,52}, cognate distal lung ciliated cells could be less susceptible to SARS-CoV-2 or their infection
386 facilitated by alternative culture conditions. These studies extend our prior pathogen investigations in
387 apical-out GI organoids⁵³, and the strong induction of functional ciliogenesis in apical-out suspension
388 conditions may allow improved expansion of ciliated cells versus current 2D ALI monolayer protocols.

389 Overall, single cell analysis of organoid cultures, as exemplified here, may represent a general
390 strategy for human stem cell investigation in slowly proliferating tissues. The culture of progenitors for
391 all adult distal lung epithelial lineages, including alveoli, should substantially enable human pulmonary
392 disease modeling including neoplastic and interstitial lung diseases^{67,68} and allow tissue engineering and
393 precision medicine applications. Finally, this organoid system should facilitate general mechanistic and
394 therapeutic investigations of pulmonary pathogens, including the SARS-CoV-2 distal lung infection
395 associated with fulminant respiratory failure.

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417

418 **AUTHOR CONTRIBUTIONS**

419 A.A.S. and S.S.C. conceived, designed, and performed experiments, analyzed data, and wrote the
420 manuscript. A.R. and C.E.E. designed and performed SARS-CoV-2 infections, J.Z., V.V.U. and C.S.
421 designed and interpreted single cell RNA-Seq studies. R.A.F. performed qRT-PCR. M.M.-C., S.M.D.,
422 A.J.M.S, T.U, J.J. and A.B. performed organoid culture and analysis. L.E.W. and M.M.D. designed
423 FACS panels. V.L. and K.C.G. contributed the DLL4 E1E2 mutant. B.A. and S.P. performed SPADE
424 analysis. K.N. and J.S.G. designed and executed influenza studies. G.X.Y.Z., J.M.T., P.B., S.B.Z. and
425 T.S.M. were involved in single-cell RNA-seq experiments. P.H. provided in situ hybridization protocols.
426 R.S.B. designed SARS-CoV-2 studies. M.R.A., C.A.B., T.J.D. and C.J.K. conceived and designed
427 experiments, analyzed data, and wrote the manuscript.

428

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- 589
590

591 **FIGURE LEGENDS.**

592 **Figure 1. Clonogenic expansion of human distal lung organoids in chemically defined conditions.**

593 **a.** Day 14 organoid culture of dissociated unfractionated human distal lung, H&E. Cystic and solid
594 organoids are denoted. Scale bar = 100 μm . **b-c,** Time lapse transmission confocal images of solid (b)
595 and cystic (c) organoids originating from single cells, scale bar = 100 μm . **d,** Combinatorial whole-
596 mount immunofluorescence (IF) of organoid cultures for anti-KRT5 (basal) SCGB1A1 (club) and
597 SFTPC (AT2), scale bar = 100 μm , day 32. **e-g,** Analysis of alveolar organoids, day 32. **e,** H&E image
598 of cystic AT2 organoid, scale bar = 25 μm . **f,** Combinatorial whole-mount fluorescence for anti-SFTPC,
599 anti HTII-28, phalloidin and DAPI, scale bar = 50 μm . **g,** anti-Ki67 and DAPI fluorescence of adjacent
600 section of (e) **h-j,** Analysis of basal organoids, day 32. **h,** H&E of basal organoid, scale bar = 50 μm . **i,**
601 Combinatorial whole-mount fluorescence for anti-KRT5 and DAPI, scale bar = 100 μm , **j,** Ki67
602 immunostaining of (i). **k,** Purification schema to isolate epithelial cells from distal human lung involving
603 negative MACS bead depletion of CD45⁺ hematopoietic cells, endothelial cells and fibroblasts, followed
604 by positive FACS selection for EPCAM⁺ epithelium. **l,** Representative FACS from the purification of
605 (k) demonstrating > 99.9% EPCAM⁺ purity (orange) upon re-analysis versus unstained controls (grey).
606 **m,** Proliferation of EPCAM⁺ cells purified from distal lung as in (k) after day 10 of organoid culture with
607 specified growth factors N=Noggin, E=EGF, W=WNT3A, R=RSPO1 from 3 technical replicates, error
608 bars = SEM, * = $p < .05$ **n-p,** Clonality mixing studies. **n,** Schema of mixing studies of lentivirus-GFP-
609 and lentivirus-mCherry-expressing cells to determine clonality. **o,** Representative live fluorescent
610 imaging of resultant green and red organoids from (m), scale bar = 500 μm . **p,** Quantitation of red, green,
611 or chimeric, distal lung organoid cultures from two separate lung donors (1, 2) after initial and serial
612 passaging (P1=passage 1). **q-v,** scRNA-seq of day 28 total distal lung organoid cultures. **q,**
613 Unsupervised clustering of scRNA-seq of day 28 total distal lung organoid cultures demonstrates AT2,
614 basal, and club cell populations, with canonical markers of these cell types (*SFTPC* (AT2), *KRT6A/KRT5*
615 (Basal), *SCGB1A1* (club)). **r,** t-SNE plot of 7,285 individual cells from (q) displays the cell classes. **s,**
616 Violin plots of (r). **t-v,** Feature plots highlight distribution and log₁₀ UMI counts corresponding to q-s.*
617 $p < 0.05$, ** $p < 0.01$, two-tailed Student's t-test; ns, non-significant. For scRNA-seq analysis in q-v, a
618 modified Kruskal-Wallis Rank Sum Test was performed to determine significance of differential marker
619 gene expression for AT2, basal, and club, with all p-values < 0.001.
620

621
622 **Figure 2. Long-term clonogenic culture of human basal and AT2 cells.**

623 **a,** Schema of FACS isolation of AT2 cells from human mixed distal lung organoids as
624 EPCAM⁺LysoTracker⁺ AT2 cells followed by long-term clonogenic culture. **b,** AT2 organoid culture

625 from (a), Brightfield day 180, scale bar = 200 μm . **c**, H&E from (b), day 180, scale bar = 50 μm . **d**,
626 Transmission electron microscopy image of representative AT2 organoid from b-c, day 32, LB = lamellar
627 body, scale bar = 5 μm . **e**, Combinatorial IF staining for AT1 (HTI-56) and AT2 (HTII-280) cell markers
628 in AT2 organoids as in (a), day 32, scale bar = 50 μm . **f**, AT2 organoids from (e) dissociated into single
629 cells and cultured on glass with DMEM/F12 and 5% fetal calf serum for 10 days, scale bar = 50 μm . **g**,
630 AT2 organoid proliferation with differing combinations of niche factors and PORCUPINE inhibitor C59
631 (1 μM) from 3 technical replicates, error bars = SEM, * = $p < 0.05$ **h**, Representative image of clonal
632 mixing studies from stroma-depleted, EPCAM⁺Lysotracker⁺ and lentivirally marked AT2 cells
633 demonstrating presence of mCherry⁺ or GFP⁺ but not chimeric organoids carried out as in (Fig. 1n),
634 passage 1 after lentiviral infection, scale bar = 200 μm . **i**, scRNA-seq analysis of clonal AT2 organoids
635 from EPCAM⁺Lysotracker⁺ cells highlighting homogeneous distribution of AT2 *SFTPA1/B/C* as well as
636 mitotic (*PCNA*, *CDK1*) mRNAs but absence of AT1 (*PDPN*), basal (*KRT5*) and club (*SCGB1A1*)
637 mRNAs among 2,780 single cells from enriched AT2 organoids. log₁₀ UMI counts, day 89 cumulative
638 culture. **j-k**, Spontaneous lumen formation and differentiation of basal organoids in day 26 mixed distal
639 lung culture. A spectrum of formation of interior lumens lined by acetylated tubulin⁺ (AcTUB) ciliated
640 and SCGB1A1⁺ club cells, along with the SARS-CoV-2 receptor ACE2 is observed, scale bar = 20 μm .
641 **l-o**, Clonogenic culture of human distal airway basal organoids. **l**, Spontaneous club cell differentiation
642 within basal culture, day 38, scale bar = 50 μm . **m**, Ciliated organoid confocal transmission image from
643 **Supplementary Video 1**, scale bar = 20 μm . **n**, H&E and immunostaining of ciliated and club cell
644 markers of 2D air liquid interface cultures initiated from d14 Ficoll-sedimented basal cell organoids,
645 scale bar = 50 μm . **o**, Representative image of clonal mixing studies from stroma-depleted, Ficoll-
646 purified and lentivirally-marked basal organoid cells demonstrating mCherry⁺ or GFP⁺ but not chimeric
647 organoids as in Fig. 1n, passage 1 after lentiviral infection, scale bar = 200 μm .

648 **Figure 3. scRNA-seq-based discovery and functional validation of a proliferative human**
649 **TNFRSF12A^{hi} basal cell subset in organoids.** **a-c**, scRNA-seq analysis and subclustering of *KRT5*⁺
650 basal cells from distal lung organoid culture day 28. **a**, Basal cells from Fig. 1r are subclustered into
651 Basal 1 (orange), characterized by proliferation and developmental programming and Basal 2 (blue),
652 enriched for structural, cytoskeletal and calcium binding protein gene expression, t-SNE. **b**, Heat map
653 of (a). **c**, Feature plots of (b) highlight selective enrichment of basal marker transcripts in Basal 1 versus
654 Basal 2. log₁₀ UMI counts are indicated. **d**, Left, Violin plot of scRNA-seq analysis from Fig. 4a
655 depicting *KRT5* expression among *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ single cells (purple, i.e. tandem expression
656 of all three genes) versus the remainder of cells (gray), $p < 0.001$ Kruskal-Wallis Rank Sum Test.
657 Middle, t-SNE visualization of *TNFRSF12A* and *ITGA6* expression from the left panel among cells with

658 *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ gene expression and subdivision by high (top quartile, orange), medium (pink)
659 and low (bottom quartile, navy blue) mRNA expression. Right, Proliferation-associated gene expression
660 is progressively enriched for scRNA-seq cell fractions of in *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ cells that are
661 stratified for low, medium, or high expression of *TNFRSF12A* mRNA but for similar gradations of *ITGA6*
662 mRNA, n.s. = not significant, *** = $p < 0.001$ Chi-square test. **e-g**, Prospective isolation and
663 clonogenicity of *TNFRSF12A*^{hi} cells from mixed distal lung organoids. **e**, FACS gating strategy to
664 subfractionate Basal 1 into *TNFRSF12A*^{hi} versus *TNFRSF12A*^{neg} from (*EPCAM*⁺*ITGA6*⁺*ITGB4*⁺)
665 Basal 1 cells. Populations shown were pre-gated on live singlets. **f**, Representative brightfield image of
666 *TNFRSF12A*^{hi} versus *TNFRSF12A*^{neg} fractions from (f) after 14 days of organoid culture. **g**,
667 Quantitation of organoid formation in (f), each data point represents the mean of technical replicates of
668 an organoid culture from a unique individual, *** = $p < 0.001$ two-tailed Student's t-test.

669 **Figure 4. *In vivo* localization, prospective isolation, and clonogenic activity of the proliferative**
670 ***TNFRSF12A*^{hi} subset of Basal 1 from intact human lung.** **a**, Left, Representative multicolor
671 immunofluorescence of freshly fixed human distal lung with overlap of monoclonal anti-KRT5 (red)
672 and polyclonal anti-*TNFRSF12A* (green) in small airways, DAPI = blue. Middle, enlargement of the
673 yellow boxed area from the left panel. Right, representation of the middle panel without DAPI channel,
674 scale bar = 100 μ m. **b**, Immunofluorescence of KRT5 (red) and *TNFRSF12A* (green) freshly fixed
675 human distal lung small airways from an additional individual, scale bar = 100 μ m. **c**, Representative
676 immunofluorescence of *TNFRSF12A* (green), KRT5 (red), and p63 (blue) demonstrating *TNFRSF12A*
677 overlap in a subset of KRT5⁺p63⁺ cells. **d**, Proliferation of *TNFRSF12A*⁺ airway basal cells in distal lung
678 histologic sections. IF for KRT5 (red), *TNFRSF12A* (green) and KI67 (white) with DAPI (blue). scale
679 bar = 100 μ m. **e**, Mitotic index calculation of *TNFRSF12A*⁺ KRT5⁺ basal cells as in (b) from 3
680 biological replicates, error bars = SEM, * = $p < 0.05$ **f**, Schema outlining FACS analysis from freshly
681 fixed human distal lung with anti-KRT5 (intracellular) and monoclonal anti-*TNFRSF12A* (cell surface)
682 (top), or sequential FACS schema on viable cells freshly dissociated human distal lung to isolate
683 *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ cells followed by fractionation into *TNFRSF12A*^{hi} or *TNFRSF12A*^{neg} subsets.
684 All FACS populations were pre-gated on live singlets. **g**, Representative whole mount KRT5 staining
685 and quantitation of clonogenic organoid formation from FACS-isolated *TNFRSF12A*^{lo} and
686 *TNFRSF12A*^{hi} *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ cells as in (f) after 14 days culture, scale bar = 500
687 μ m. Quantitation represents organoid growth per 1000 FACS isolated cells; data are from cultures from
688 five unique individuals each with a mean of 3 technical replicates, * = $p < 0.05$. **h**, H&E and
689 immunostaining of organoids generated from the *TNFRSF12A*^{hi} fraction of freshly dissociated
690 *EPCAM*⁺*ITGA6*⁺*ITGB4*⁺ human distal lung cells. Whole mount staining for SCGB1A1 and acetylated

691 tubulin (AcTUB) at the indicated culture time points. Scale bar = 50 μ m. **i**, H&E and immunostaining
692 of SCGB1A1 or acetylated tubulin (AcTUB) in 2D air liquid interface cultures initiated from basal cell
693 organoids cultured from the TNFRSF12A^{hi} fraction of EPCAM⁺ITGA6⁺ITGB4⁺ freshly dissociated
694 human distal lung cells. Scale bar = 50 μ m.

695 **Figure 5. SARS-CoV-2 and influenza H1N1 infection of distal lung organoids.** **a-b**, Mixed distal
696 lung organoid modeling of H1N1 influenza infection. **a**, Merged transmission and GFP confocal images
697 of purified basal (left) and purified AT2 organoids (right) 12 hours after infection with PR8-GFP H1N1
698 influenza, quantified by FACS for % GFP⁺ cells. Scale bars = 50 μ m. High resolution images are
699 provided in Supplementary Data. **b**, Viral genome quantitation over time of mixed distal lung organoid
700 culture supernatants subjected to initial infection of wild-type H1N1 at an estimated multiplicity of
701 infection (MOI) of 0.01, qRT-PCR, 3 biological replicates each with two technical duplicates, error bars
702 = SEM, * = $p < .05$. **c**, scRNA-seq plots of *ACE2* and *TMPRSS2* gene expression in mixed distal lung
703 organoids from Fig. 1q-r. **d**, Depiction of formation of apical-out lung organoids. Left: Diagram and
704 representative confocal microscopy showing reorganization of microfilaments (phalloidin) and
705 acetylated microtubules (AcTUB) upon ECM removal. Scale bar = 10 μ m. Right: Confocal microscopy
706 depicting differentiated cells (AcTUB⁺ ciliated cells and SCGB1A1⁺ club cells) exposed on the apical
707 surface upon ECM removal. Scale bar = 20 μ m. **e**, Confocal microscopy showing apical ACE2
708 immunofluorescence (yellow arrows) on apical-out basal organoids. Scale bar = 10 μ m. **f**, qPCR of
709 SARS-CoV-2 unspliced genomic RNA (left) and spliced subgenomic RNA (right) from infected apical-
710 out distal lung organoids at 72 hours post-infection. $n = 2$ biological replicates. **g**, Confocal microscopy
711 of double-stranded RNA (dsRNA) immunofluorescence on apical-out human distal lung organoids
712 infected with SARS-CoV-2, mock vs. 48 hours post infection. Scale bar = 20 μ m. **h**, Confocal
713 microscopy demonstrating SARS-CoV-2 nucleocapsid protein (NP) immunofluorescence on apical-out
714 human distal lung organoids infected with SARS-CoV-2, mock vs. 96 hours post infection. Scale bar =
715 20 μ m. **i**, Confocal immunofluorescence analysis of SARS-CoV-2 infection of apical-out AT2 organoids
716 with the indicated antibodies at 96 hours post-infection. Scale bar = 10 μ m. **j**, Colocalization of SARS-
717 CoV-2 NP and SCGB1A1 immunofluorescence 96 hours post infection of apical-out distal lung
718 organoids. Scale bar = 20 μ m. **k**, Cell type specificity of SARS-CoV-2 infection in apical-out distal lung
719 organoids. Immunofluorescence was performed with the indicated antibodies. Top and bottom left:
720 infected club cell adjacent to uninfected ciliated cells. Bottom right: infected cell adjacent to uninfected
721 club cell. Inf = SARS-CoV-2 infected cell. Scale bar = 10 μ m. In **e-k**, organoids were everted prior to
722 infection for 6-10 days (basal) and 3 days (AT2).

723 METHODS

724

725 **Human tissue procurement and processing**

726 All material used in this work was approved by the Stanford School of Medicine's Institutional Review
727 Board and performed under protocol #28908. Standard informed consent for research was obtained in
728 writing prior to tissue procurement. Peripheral lung tissue within 1 cm of the visceral pleura was obtained
729 from surgical discards from lobectomies. For patients with suspected lung cancer, cases with clinical T4
730 (American Joint Cancer Committee 6th edition) disease (e.g. features such as bronchial invasion or
731 parenchymal satellite nodule/ metastases) were not used. Normal tissue was harvested from the lung
732 margin most anatomically distal to palpably well-defined lesions, or from uninvolved lobes in the case
733 of pneumonectomies. Samples with tumors containing ill-defined margins were deferred. Tissue was
734 either processed fresh or placed at 4°C overnight and processed the following morning.

735

736 **Organoid culture**

737 To isolate distal airway cells, lung parenchyma 1 cm from the visceral pleura was mechanically
738 dissociated with Castro scissors, washed and incubated with 5 Units/ml porcine elastase (Worthington),
739 100 Kunitz Units/ml DNase I (Worthington), and Normocin (InvivoGen) resuspended in two tissue
740 volumes of lung organoid media, comprised of Advanced DMEM/F12 (Invitrogen) supplemented with
741 10 mM nicotinamide, n-acetyl cysteine, 1X B27 supplement minus vitamin A, recombinant human
742 NOGGIN (100 ng/ml, R&D Systems), recombinant human EGF (50 ng/ml, R&D Systems), and TGF-
743 beta inhibitor A83-01 (100nM, Tocris). The tissue was then agitated for one hour at 37C and the resultant
744 cell suspension was filtered through 100 through 40 µm cell strainers and subjected to ammonium
745 chloride red blood cell lysis. The cell pellet was then washed and resuspended in 10 volumes of reduced
746 growth factor Basement Membrane Extract II (Trevigen). Cells in matrix were then plated in 24-well
747 plates in 50 microliter droplets, and warm media was added after the droplets solidified for ten minutes
748 at room temperature Media was changed every 3-4 days and organoids were passaged every 3-4 weeks
749 by dissociation with TrypLE. Passaging was based on ECM durability/integrity and estimated organoid
750 confluency, judged by estimated organoid volume to volume of the ECM droplet. To rule out
751 contamination by malignant cells, long-term cultures were systematically evaluated for the presence of
752 dysplasia or carcinoma by a board-certified pathologist. In addition, five long-term organoid cultures (2-
753 6 months) underwent targeted Next Generation Sequencing to detect the presence of pathogenic variants
754 (see below). Full details are provided in **Supplementary Methods**.

755

756 **Tandem MACS stromal depletion and EPCAM purification of distal lung cells**

757 Distal lung was dissociated as above, and all incubation steps were carried out on ice. 10⁷ cells were
758 incubated with Fc Block (Biolegend 422301) and diluted 1:100 in FACS buffer (2 mM EDTA and 0.2%
759 fetal calf serum in 1X PBS pH 7.4), for ten minutes followed by APC conjugated anti-CD45 antibodies
760 at 1 µg/ml in FACS buffer for 30 minutes, washed, and subjected to two rounds of depletion with
761 magnetic beads according to manufacturer's protocol (Miltenyi: anti-human fibroblast 130-050-601,
762 anti-CD31 130-091-935, anti-APC 130-090-855, LS column 130-042-401). Unlabeled cells were then
763 centrifuged at 300 x g and labeled with a cocktail of 1 µg/ml of PerCP-Cy5.5 anti-EPCAM antibody and
764 Zombie Aqua viability stain (Biolegend 423101) diluted 1:400 from stock concentration in FACS buffer.

765

766 **Organoid Cryopreservation and Recovery**

767 For cryopreservation and recovery, ECM droplets were dissociated by pipetting in 3 volumes of PBS
768 with 5 mM EDTA and then incubated on ice for one hour. Cells were pelleted at 300 x g for 5 minutes
769 and resuspended in freezing medium (fetal bovine serum (Gibco), 10% v/v DMSO), placed into cryovials
770 and then into Mr. Frosty™ (Thermo Fisher) containers and stored in a -80C freezer overnight, followed
771 by transfer to liquid nitrogen vapor phase for long term storage. Organoids were recovered by quick thaw

772 in a 37C water bath followed by washing in organoid media and plating in ECM with organoid media
773 plus 10 μ M ROCK inhibitor Y-27632 (Tocris).
774

775 **Screening exogenous growth factors in organoid culture**

776 Distal airway cells were isolated and plated as above with the following exceptions: ADMEM/F12 was
777 used instead of organoid medium during elastase digestion of lung tissue, cells were serially diluted and
778 filtered through a 40 micron cell strainer and counted with a hemocytometer. 1000 viable epithelial cells
779 (by Trypan blue exclusion, size, and morphology) per μ L ECM were plated per 5 μ L Matrigel droplet
780 per well. Base media consisted of organoid media lacking A83-01, EGF, NOGGIN, WNT3A or
781 RSPO1. EGF (final 50 ng/ml, R&D), NOGGIN (final 100 ng/ml, R&D), WNT3A (final 100 ng/ml,
782 R&D), RSPO1 (final 500 ng/ml, Peprotech) or the PORCUPINE inhibitor C59 (final 1 μ M, Biogems)
783 were added singly or in combination to base media. Images were obtained ten days after primary plating
784 with an inverted light microscope at 5X magnification. Each condition was plated in quadruplicate and
785 organoid formation was quantified using the analyze particle (threshold = 490² pixels) plugin in ImageJ
786 as previously described⁶⁵.
787

788 **Single Cell RNA-seq of unfractionated organoid cultures**

789 Lung organoid cultures from separate individuals were dissociated 4 weeks after primary plating and
790 subjected to droplet based scRNA-seq with the 10x Genomics Gemcode Single Cell 3' platform with a
791 5 nucleotide UMI according to manufacturer's protocol. Cell capture, library preparation, and sequencing
792 were performed as previously described⁶⁹. Principle Component Analysis, t distributed Stochastic
793 Neighborhood Embedding, unsupervised Graph based clustering, statistical testing for all scRNA-seq
794 analyses are described in **Supplementary Methods** and **Supplementary Data 3**.
795

796 **Single cell RNA-seq of purified AT2 organoid cultures**

797 LysoTracker⁺ AT2 cells from unfractionated organoids were purified by FACS and cultured for two
798 months with one passage. These were dissociated and subjected to droplet-based scRNA-seq with the
799 10x Genomics Chromium Single Cell 3' platform v2 according to the manufacturer's protocol. The
800 library was sequenced using paired-end sequencing (26bp Read 1 and 98bp Read 2) with a single sample
801 index (8bp) on an Illumina NextSeq 500. Data preprocessing and Principle Component Analysis were
802 carried out with Cell Ranger v1.2. Subsequent analysis is described in **Supplementary Methods** and
803 **Supplementary Data 3**.
804

805 **Electron microscopy**

806 Organoid cultures were fixed in ECM with 2.5% glutaraldehyde in 0.1 M cacodylate buffer (pH 7.4),
807 dehydrated, embedded in epoxy resin and visualized with a JEOL (model JEM1400) transmission-
808 electron microscope with a LaB6 emitter at 120 kV.
809

810 **Histology and immunocytochemistry**

811 Organoids were fixed with 2% paraformaldehyde at 4 degrees Celsius overnight, paraffin embedded and
812 sectioned (10-20 μ m) as previously described⁶⁹. Sections were deparaffinized and stained with H&E for
813 histological analysis. Antibodies used for immunocytochemistry staining are listed in **Supplementary**
814 **Methods** following standard staining protocol as previously described⁷⁰ and images were acquired on a
815 Leica-SP8 confocal microscope.
816

817 **RNA fluorescent in situ hybridization**

818 RNA in situ hybridization was performed according to Nagendran et al.⁷¹ and probe sequences are
819 provided in **Supplementary Methods**.
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Whole mount organoid confocal immunofluorescence microscopy

Intact, uninfected organoids were fixed in 2% paraformaldehyde in 100 mM phosphate buffer (pH 7.4) (4% paraformaldehyde for infected organoids) for one hour at room temperature, washed with PBS with 100 mM glycine, permeabilized 0.5% triton X-100 in PBS for one hour, then incubated in staining buffer (4% BSA, 0.05% Tween-20 in PBS pH7.4, 10% goat/donkey serum) for an additional hour, followed by incubation with primary antibody for 24 hours at room temperature in staining buffer. Whole mounts were then washed with PBS-T and incubated with fluorescent secondary antibodies, phalloidin and DAPI, for four hours at room temperature in staining buffer. Following additional washes, whole mounts were submerged in mounting media (VECTASHIELD, Vector Laboratories) and mounted on chambered coverslips for imaging in four channels using Zeiss LSM 700 or 900 confocal microscopes. 3D rendering of confocal image stacks was performed using Volocity Image Analysis software (Quorum Technologies Inc., Guelph, Ontario). For Figure 5j, requiring 5 colors, cilia were distinguished by staining with two fluorescent secondary antibodies and merging the colocalized voxels into a pseudocolored channel using Volocity software. Lectin staining (FITC-Sambuca Nigrin, Vector Labs FL-1301; Biotin-Maackia Amurensis, Vector Labs FL-1301) was carried out according to manufacturer's protocol after fixation of organoids with 0.1% paraformaldehyde in PBS for 1 hour at room temperature followed by blocking with Avidin/Biotin (Vector Labs SP-2001). Biotin-Maackia Amurensis lectin was labeled with streptavidin-PE conjugate (Thermo Fisher SA10041) and after washing lectin staining was imaged in a Keyence BZ-X700.

Next generation sequencing of organoid cultures

Ten organoid cultures were sequenced using a commercial targeted resequencing assay with end-to-end coverage of 131 cancer genes and companion software (TOMA COMPASS Tumor Mutational Profiling System, Foster City, CA) to determine the presence of oncogenic mutations in long-term organoid cultures. Libraries were sequenced on an Illumina NextSeq 500. Nonsynonymous variants are listed in **Supplementary Table 3**. Variant Call Files are provided in **Supplementary Data 6**.

Density sedimentation of basal cells

Organoid cultures within 2-3 weeks of primary plating were dissociated with 1 U/ml neutral protease (Worthington, Cat LS02100) and 100 KU of DNase I in organoid media. Basal organoids were then collected by gravity sedimentation and the supernatant was either aspirated or collected for downstream use. Basal organoids were then further fractionated on a custom Ficoll-Paque gradient (4 vol Ficoll-Paque to 1 vol PBS) and centrifuged at 300 x g for 10 minutes at room temperature. The supernatant was aspirated and the organoid pellet was resuspended in 10 ml PBS in a 15 ml conical tube, collected by gravity sedimentation, and plated into ECM as described above.

FACS isolation and culture of AT2 cells

Organoids were dissociated with TrypLE followed by neutralization with 10% volume fetal calf serum, subjected to DNase at 100 kU/ml, washed with organoid media and then incubated with 100 cell pellet volumes of organoid media with 10 nM LysoTracker Red DND-99 (Thermo Fisher L7528) at 37C for 30 minutes. Cells were then washed and resuspended in FACS buffer as described above, incubated with Fc block, followed by incubation on ice with labeling cocktail consisting of 1 µg/ml of PerCP-Cy5.5 anti-EPCAM antibody and Zombie Aqua viability stain (Biolegend 423101) diluted 1:400 from stock concentration in FACS buffer. EPCAM^{hi} and LysoTracker^{hi} cells were sorted into organoid media with 10 µM Y-27632 (Tocris 1254) and cultured in ECM and media with Y-27632 for 24 hours, followed by regular media. Full gating strategy is provided in **Supplementary Data 2**. All FACS antibodies were purchased from Biolegend.

872 **Color mixing studies with lentivirally transduced GFP and mCherry**

873 FACS EPCAM⁺ stromal depleted organoids at d14 were infected with lentivirus at an estimated MOI of
874 0.9 according to Van Lidth de Jeude et al.⁷² with third generation lentiviral vectors (PGK-GFP T2A Puro,
875 SBI cat# CD550A-1; mCherry modified from pLentiCRISPRv1 (Addgene #49545) to incorporate an EF-
876 1a-mCherry P2A Puro cassette, a gift from Paul Rack). 96 hours after infection, organoids were treated
877 with puromycin at a concentration of 600 ng/ml for 48 hours to select for transduced cells. Two weeks
878 after selection, GFP expressing organoids and mCherry expressing organoids were dissociated to single
879 cells and mixed in a 1:1 ratio and scored as monochromatic or mixed after 28 days of each passage. The
880 same approach was employed for purified AT2 and basal cultures after respective purification strategies
881 from an initial FACS EPCAM⁺ stromal depleted organoid starter culture.
882

883 **Flow cytometry analysis of resident basal cells from adult human lung**

884 Adult human lung tissue was procured and dissociated as above but cells were labeled with Zombie Aqua
885 live:dead stain as above, washed with FACS buffer, and then fixed in 2% PFA in PBS overnight at 4C.
886 Cells were then stained using the whole mount procedure as described above with the omission of PBS
887 glycine washing. Fixed and permeabilized cells were then incubated with 1:400 dilution of Alexa Fluor
888 647 conjugated mouse anti-human cytokeratin 5 antibody (Abcam) for 24 hours at 4C in permeabilization
889 buffer. Cells were then washed with FACS buffer and labeled with PE conjugated mouse anti-human
890 TNFRSF12A antibody (clone ITEM-4, Biolegend) for 30 minutes on ice, followed by washing and
891 analysis on a BD Aria Fusion instrument. Full gating strategy and qPCR validation of ITEM-4 antibody
892 is detailed in **Supplementary Data 2**.
893

894 **FACS isolation of TNFRSF12A^{hi} and TNFRSF12A^{neg} basal cells**

895 Single cell suspensions from either fresh human distal lung or primary organoid culture at approximately
896 4 weeks of culture were dissociated as above, treated with Fc Block, and incubated in FACS buffer with
897 Zombie Aqua 1:400, 1 µg/ml PerCP-Cy5.5 anti-human EpCAM (CD326), 1 ug/ml APC anti-human
898 ITGA6 (CD49f), 2 ug/ml FITC anti-human ITGB4 (CD104), and 1 µg/ml PE anti-human TNFRSF12A
899 (CD266). 30 minutes after labeling the cells were washed twice with FACS buffer and sorted for
900 EPCAM^{hi}, ITGA6/ITGB4^{hi}, TNFRSF12A^{hi} and TNFRSF12A^{neg}. Full gating strategy is provided in
901 **Supplementary Data 2**. > 5000 cells were sorted into Eppendorf tubes with lung organoid medium and
902 10 µM ROCK inhibitor Y-27632. All FACS antibodies were purchased from Biolegend.
903

904 **Culture of TNFRSF12A^{hi} and TNFRSF12A^{neg} basal cells.**

905 Cells were seeded in ECM and submerged in lung organoid media with 10 µM ROCK inhibitor Y-27632.
906 Seeding density for cells FACS isolated from organoid culture was 1000 cells per well at a density of
907 100 cells/µL of ECM. Seeding for cells FACS isolated from fresh human distal lung was 3000 cells per
908 well at a density of 300 cells/µL of ECM. After 24 hours, the media was changed to remove ROCK
909 inhibitor and additionally changed every 72 hours. Organoid formation was manually quantified 14 days
910 post plating by two independent observers.
911

912 **NOTCH manipulation in TNFRSF12A^{hi} basal cells.**

913 TNFRSF12A^{hi} basal cells were isolated and cultured as above. 24 hours after plating, media was changed
914 to lung organoid media with either vehicle (0.1% DMSO), 1 µg/ml JAG1 peptide (Anaspec), 500 nM
915 soluble recombinant NOTCH receptor inhibitor Delta Like Ligand 4 mutant (DLL4_{E12}), or 1 µM gamma
916 secretase inhibitor DBZ (Tocris). After 14 days of culture, biochemical estimation of proliferation was
917 carried out by resazurin reduction assay (Alamar Blue, Thermo Fisher) for 16 hours according to
918 manufacturer's protocol and resazurin reduction was measured via fluorescence readout on a Biotek
919 Synergy H1 plate reader according to the manufacturer's protocol. Reference blank consisted of Alamar
920 Blue reagent incubated in parallel media without cells. Expression and purification of the NOTCH
921 receptor inhibitor DLL4_{E12} was performed as previously described³⁹.

922 **H1N1 organoid influenza assay**

923 Unfractionated cultures containing AT2, basal, and club cell types at 2-3 weeks were infected in triplicate
924 with PR8 strain of H1N1 modified to express GFP upon viral replication⁴⁶ after 24 hours of pretreatment
925 with antiviral compounds. ECM was dispersed by addition of 5 mM EDTA in PBS, followed by washing
926 and inoculation with GFP-reporter virus at an estimated MOI of 1 in media containing either vehicle or
927 antivirals. After 12 hours (one influenza infection cycle), intact organoid GFP expression was visualized
928 by either fluorescence microscopy with a Keyence BZ-X700 automated microscope, or dissociated to
929 single cell, fixed with 0.1% PFA in PBS followed by flow cytometry quantitation of GFP⁺ cells (Gating
930 Strategy is provided in **Supplementary Data 2**). Antiviral dose response curves were generated using
931 four-parameter nonlinear regression curve fitting with GraphPad Prism 7 (GraphPad Software, San
932 Diego, CA). H1N1 tropism was assessed in a manner similar to above with the exception of Ficoll
933 sedimented basal cell fraction versus non-basal fractions were dissociated to single cells, counted, and
934 infected with an estimated MOI of 1 in organoid media for one hour at 37°C, followed by washing and
935 reseeded into ECM, cultured for 16 hours, followed by dissociation and flow cytometry analysis as
936 above.

937 **Quantifying H1N1 infection productivity**

938 Productivity of pandemic H1N1 virus infection (A/California/07/2009) was determined by qPCR
939 according to Zhou et al²¹ but with the following modifications. Organoids at 6 weeks of culture were
940 removed from ECM with 1 U/ml neutral protease, washed with media, and reseeded 1:1 in 24 well plate
941 wells 10% ECM and organoid media for 24 hours. Virus was added at an estimated MOI of 0.01 and
942 incubated for 2 hours at 37°C. The supernatant was removed and wells were washed thrice with media
943 and incubated with 1 ml of media per well. 250 µL aliquots of cell culture supernatant were harvested at
944 2, 24, 48, 72 and 96 hour time points with an equal volume of media replaced for each aliquot. Virus was
945 quantified by qPCR according to Krafft et al⁷³.

946 **Suspension culture to generate apical-out polarity in lung organoids**

947 Lung organoids grown embedded in 50µl ECM-droplets were transferred to suspension culture as
948 described in Co et al⁵³ with some modifications. Briefly, ECM-embedded organoids were dislodged
949 gently by pipetting using sterile LoBind tips (Eppendorf 22493008) and placed in 15 ml LoBind conical
950 tubes (Eppendorf 30122216) containing ice-cold 5 mM EDTA in PBS. The ratio of EDTA solution to
951 ECM and the time of solubilization is important to optimally release intact organoids from the matrix. 5
952 ml of EDTA solution are used per ECM-droplet (3 ECM droplets/15 ml conical) rotating for 1 h at 4°C
953 on a rotating platform. Organoids were centrifuged at 200 x g for 3 min at 4°C and the supernatant was
954 removed. The pellet was re-suspended in growth media in ultra-low attachment 6-well tissue culture
955 plates (Corning Costar 3471). Suspended organoids were incubated at 37°C with 5% CO₂ for different
956 times (range 0-30 days) to characterize apical-out polarity, ciliogenesis, and differentiation, and to
957 prepare apical-out organoids for infection experiments with SARS-CoV-2.

960 **SARS-CoV2 infection of human distal lung organoids**

961 VeroE6 cells were obtained from ATCC and maintained in supplemented DMEM with 10% FBS. SARS-
962 CoV-2 (USA-WA1/2020) was passaged in VeroE6 cells in DMEM with 2% FBS. Titers were determined
963 by plaque assay on VeroE6 cells using Avicel (FMC Biopolymer) and crystal violet (Sigma), viral
964 genome sequence was verified, and all infections were done with passage 3 virus. Organoids were
965 counted and passaged into suspension media for 6-8 days and then resuspended in virus media or an
966 equal volume of mock media, at a MOI of 1 relative to total organoid cells in the sample, and then
967 incubated at 37°C under 5% CO₂ for 2 hours. Organoids were then plated in suspension in EN media
968 (apical-out organoids). At the indicated timepoints, organoids were washed with EN media and PBS and
969 either resuspended in TRIzol LS (Thermo Fisher), freshly-made 4% PFA in PBS, or 250 µL EN media.
970 Cells resuspended in EN media were lysed by freezing at -80. Culture supernatants were preserved in
971

972 TRIzol LS or added directly to plaque assay monolayers. All SARS-CoV-2 work was performed in a
973 class II biosafety cabinet under BSL3 conditions at Stanford University.

974 **qPCR analysis of SARS-CoV-2 RNA**

975 RNA from SARS-CoV-2-infected organoids was extracted by adding 750 μ l TRIzol (Thermo Fisher
976 Scientific), incubating at 55 °C for 5 min and then adding 150 μ l chloroform. After mixing each sample
977 by vortexing for 7 s, the samples were incubated at 25 °C for 5 min and then centrifuged at 12,000 r.p.m.
978 for 15 min at 4 °C. The aqueous layer was carefully removed from each sample, mixed with two volumes
979 of 100% ethanol and purified using an RNA Clean & Concentrator-25 kit (Zymo Research) as per the
980 manufacturer's instructions. All RNA samples were DNase treated with the Turbo DNA-free kit (Thermo
981 Fisher Scientific). The Brilliant II SYBR Green QRT-PCR 1-Step Master Mix (VWR) was used to
982 convert RNA to cDNA and amplify specific RNA regions on the CFX96 Touch real-time PCR detection
983 system (Bio-Rad). RT reaction was performed for 30 min at 50 °C, 10 min at 95 °C, followed by two-
984 step qPCR with 95 °C for 10 seconds and 55 °C for 30 seconds, for a total of 40 cycles. Two primer sets
985 were used, either to amplify non-spliced SARS-CoV-2 genomic RNA (gRNA) spanning nucleotide
986 positions 14221-14306, or spliced SARS-CoV-2 sgRNA⁵². The primer sequences are listed in the
987 Supplementary Methods.
988
989

990 **Quantitation of *SCGB1A1* and *SFTPC* mRNA expression in TNFRSF12A^{hi} basal cells**

991 FACS-isolated basal cells cultured in the above conditions were fixed in 2% paraformaldehyde in PBS
992 for one hour at room temperature, embedded in HistoGel (Thermo Fisher HG-4000-012), dehydrated and
993 paraffin embedded en bloc. One hundred serial sections were obtained at 10 micron thickness, and
994 immunocytochemistry and in situ hybridization were performed at each 100 micron level. Confocal
995 images were acquired in a blinded manner and organoids were defined as a cluster of 3 or greater DAPI
996 nuclei. Channels were acquired using identical parameters for DAPI, Alexa 488 (*SFTPC* RNA in situ
997 hybridization), Texas Red (*SCGB1A1* RNA in situ hybridization), and Alexa 647 (KRT5
998 immunostaining). Z-stacks were collected and images were processed in ImageJ and maximum intensity
999 Z projections were used to quantitate *SCGB1A1* and *SFTPC* RNA in situ in Cell Profiler⁷⁴ using the RNA
1000 Proximity Ligase Assay counting pipeline ([https://github.com/tischi/cellprofiler-practical-NeuBIAS-
1001 Lisbon-2017](https://github.com/tischi/cellprofiler-practical-NeuBIAS-Lisbon-2017)).
1002

1003 **TNFRSF12A immunostaining of intact distal lung**

1004 Optimal staining of human distal lung tissue was achieved from specimens fixed within 30 minutes of
1005 primary surgical resections in 4% paraformaldehyde in PBS. Specimens were incubated in fixative
1006 overnight at 4°C, transferred to 30% sucrose, and embedded into OCT. 10 μ m thick frozen sections were
1007 cut, subjected to citrate based antigen retrieval (Vector labs) at 70°C for 30 minutes, followed by blocking
1008 for one hour with 10% goat serum in IF wash buffer as described above. Mouse anti-TNFRSF12A (clone
1009 ITEM-4, Biolegend) was utilized for (Fig. 4f-i) and polyclonal rabbit anti-TNFRSF12A (ThermoFisher
1010 PA5-20275) was used for Fig. 4a-e, h).
1011

1012 **Live-imaging and confocal microscopy of immobilized apical-out lung organoids**

1013 Live organoids were held between two coverslips in a viewing chamber (Lab-Tek II two-chambered
1014 coverglass) and filmed using a Nikon TE2000E microscope using differential interference contrast (DIC)
1015 microscopy with a 63X objective. Samples were kept at 37°C with 5% CO₂ during imaging. Digital
1016 videos were collected by a Hamamatsu high-resolution ORCA-285 digital camera and rendered using
1017 OpenLab 5.5.2 software (Improvision). After recording, samples were fixed and stained without removal
1018 from the chambers and transferred to the confocal microscope for immunofluorescence microscopy.
1019

1020 **Additional experimental details are in Supplementary Methods.**

Figure 1

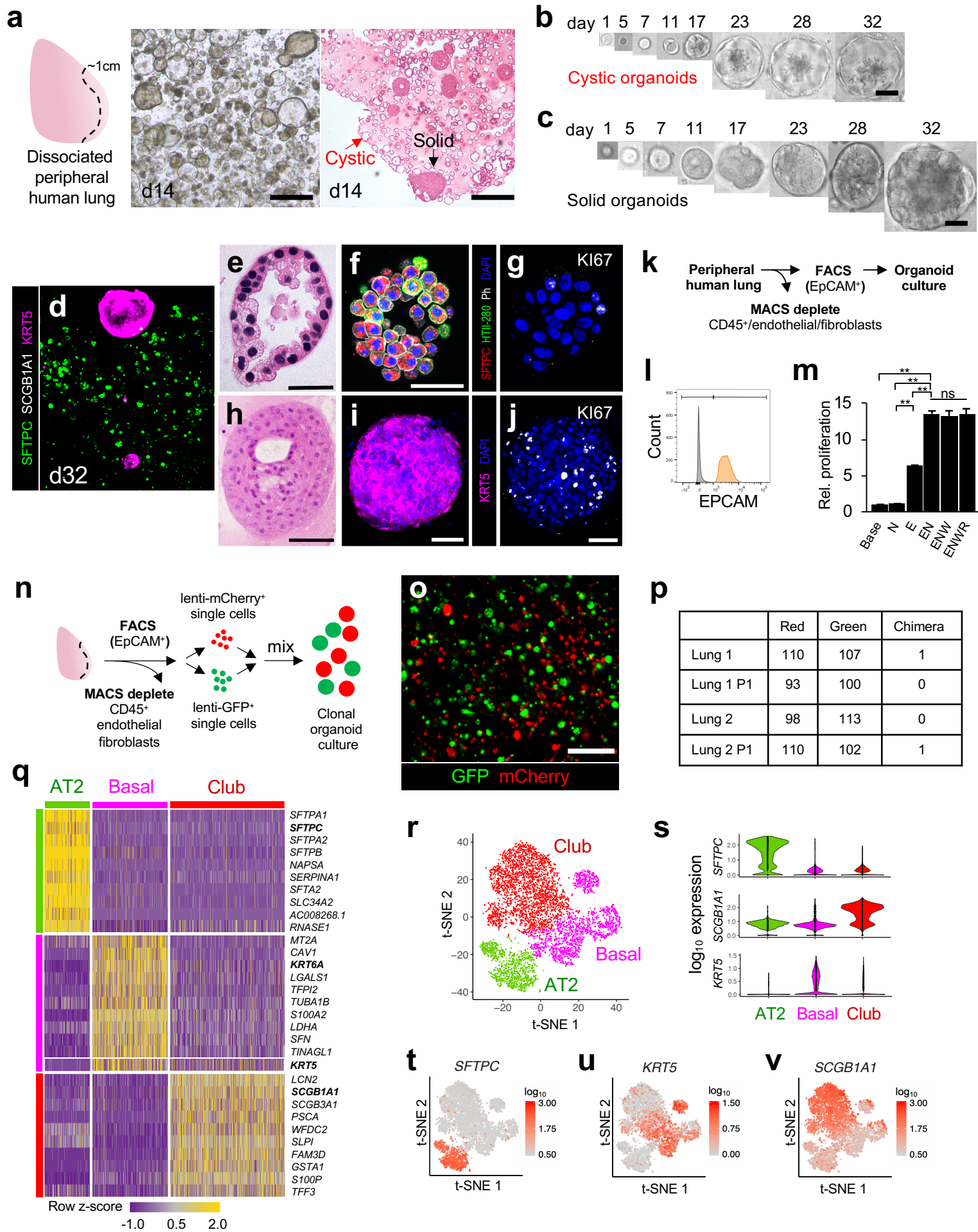


Figure 2

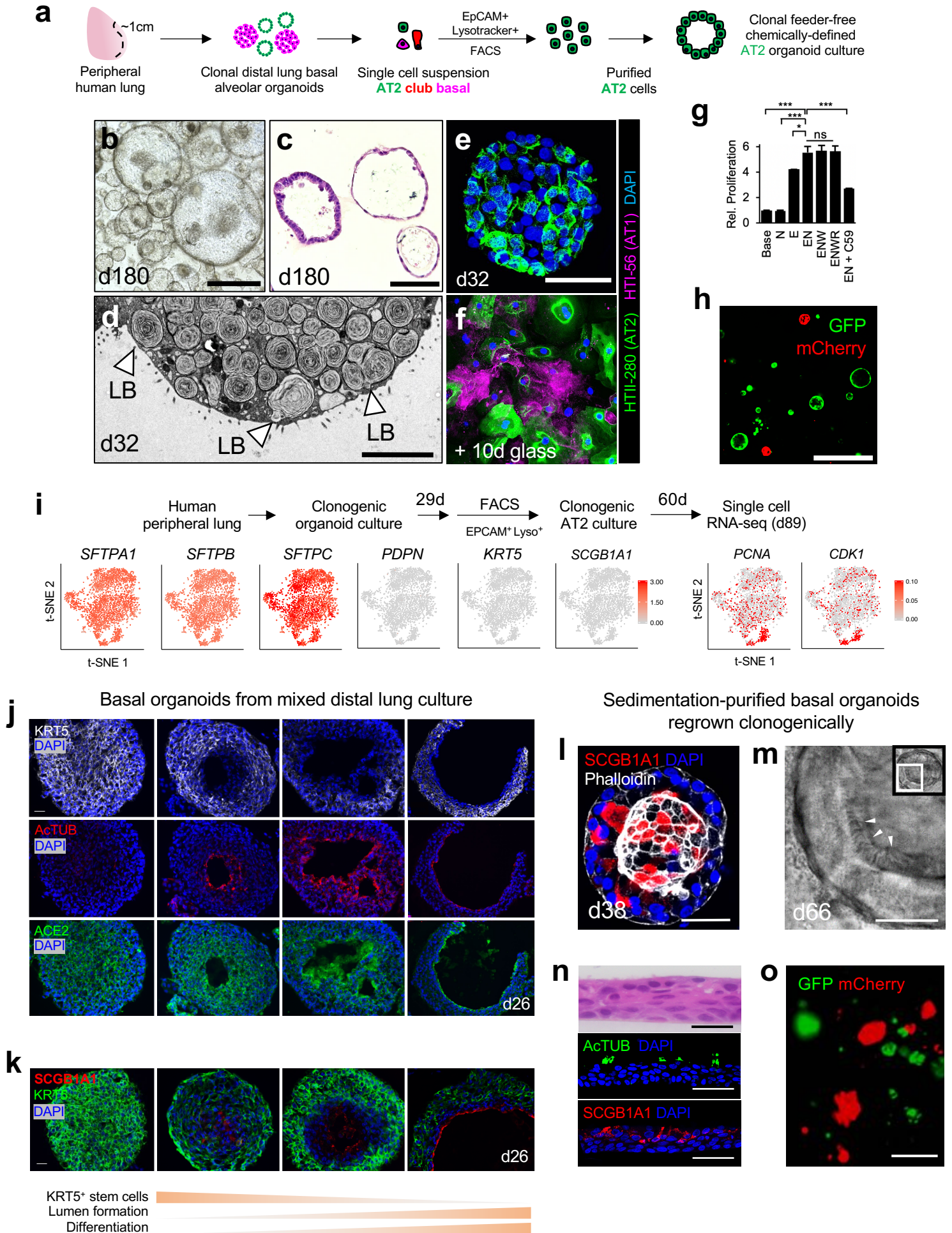


Figure 3

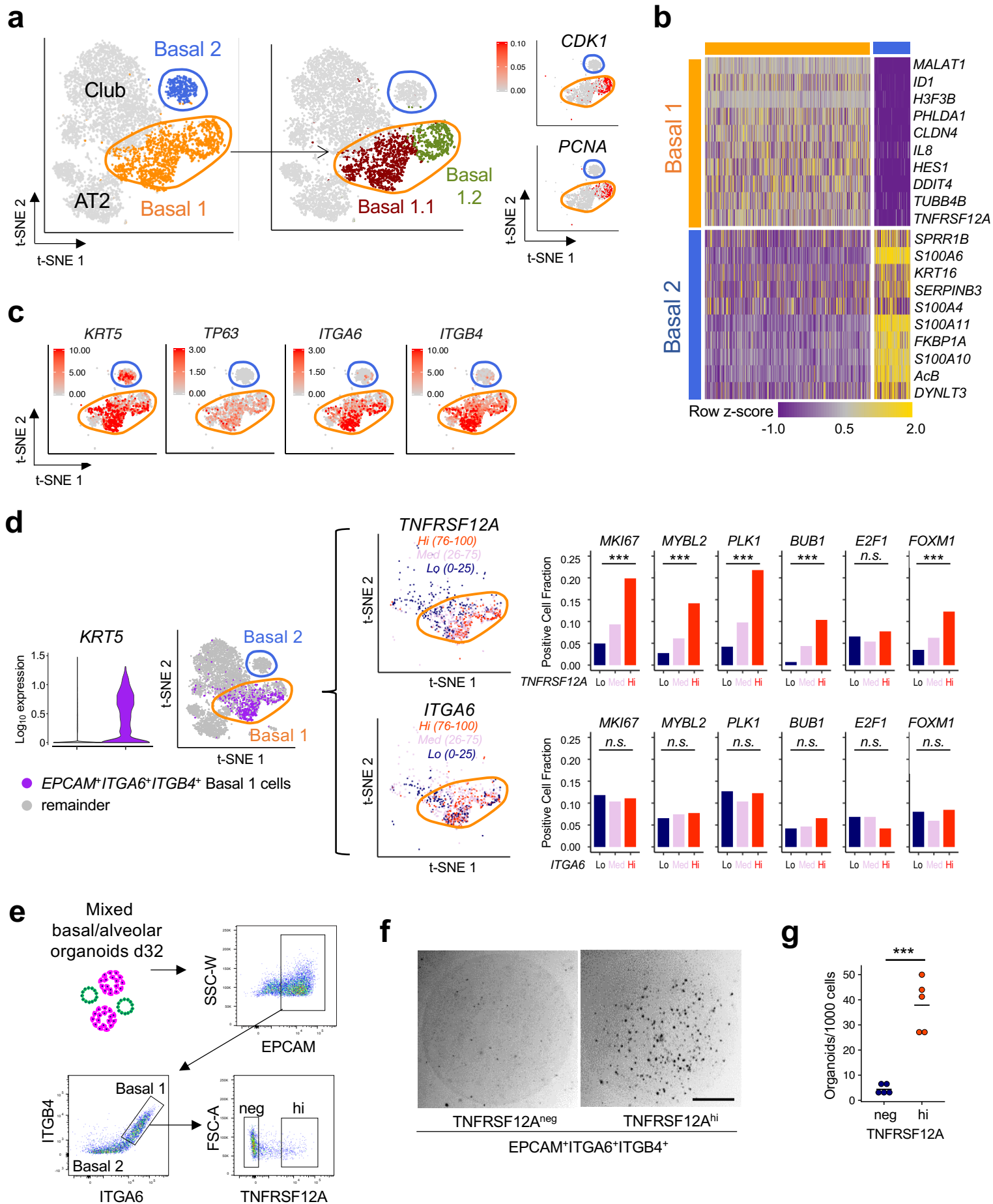


Figure 4

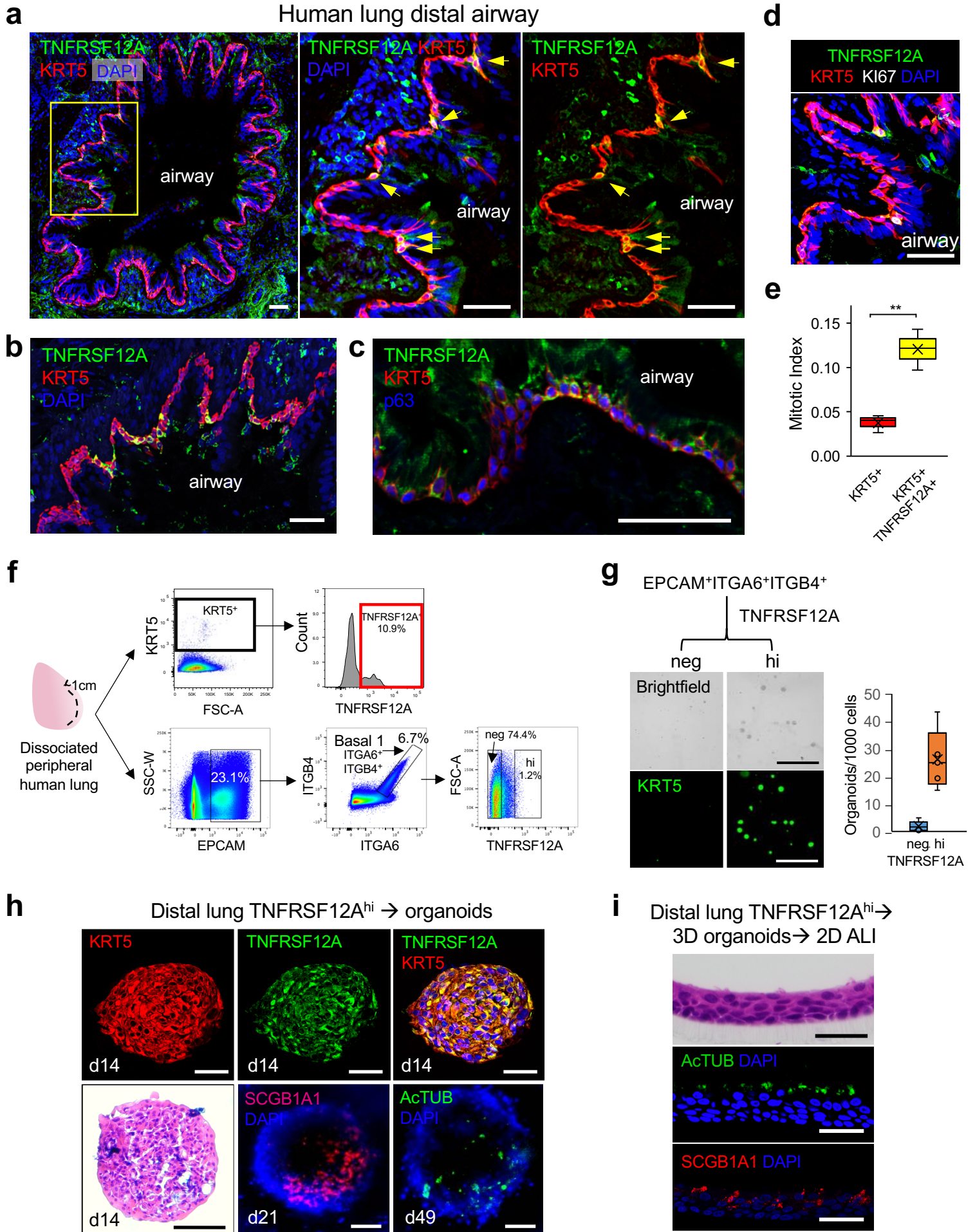


Figure 5

