

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

[0001372299](#)

Previous  
Names

None

Entity Type

Name of Issuer

[HISTOGENICS CORP](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

[HISTOGENICS CORP](#)

Street Address 1

[830 WINTER STREET](#)

Street Address 2

City

[WALTHAM](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02451](#)

Phone Number of Issuer

[781-457-7900](#)

**3. Related Persons**

Last Name

[O'Donnell](#)

First Name

[Patrick](#)

Middle Name

Street Address 1

[830 Winter Street](#)

Street Address 2

City

[Waltham](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02451](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[McArdle](#)

First Name

[Kevin](#)

Middle Name

Street Address 1

[830 Winter Street](#)

Street Address 2

City

[Waltham](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/PostalCode

[02451](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

[Tarrant](#)

First Name

[Laurence](#)

Middle Name

[J.B.](#)

Street Address 1

[830 Winter Street](#)

Street Address 2

City State/Province/Country ZIP/PostalCode  
Waltham MASSACHUSETTS 02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Callahan Brian  
Street Address 1 Street Address 2  
830 Winter Street  
City State/Province/Country ZIP/PostalCode  
Waltham MASSACHUSETTS 02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Andriano Kirk  
Street Address 1 Street Address 2  
830 Winter Street  
City State/Province/Country ZIP/PostalCode  
Waltham MASSACHUSETTS 02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Fortune Patrick  
Street Address 1 Street Address 2  
c/o Boston Millennia Partners 30 Rowes Wharf  
City State/Province/Country ZIP/PostalCode  
Boston MASSACHUSETTS 02110

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Lewis Michael  
Street Address 1 Street Address 2  
c/o ProChon Holdings BV Stonehage SA,RueduPuit-Godetiz, Box 126  
City State/Province/Country ZIP/PostalCode  
2005 Neuchatel 5 SWITZERLAND 00000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Press Philip  
Street Address 1 Street Address 2  
56 Conduit Street Mayfair  
City State/Province/Country ZIP/PostalCode  
London W1S 2YZ UNITED KINGDOM 00000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Rein Harry  
Street Address 1 Street Address 2

c/o Foundation Medical Partners

105 Rowayton Avenue

City

State/Province/Country

ZIP/PostalCode

Norwalk

CONNECTICUT

06853

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Redfern

Dominic

Street Address 1

Street Address 2

c/o Altima Partners LLP

Sterling Square, 4th Floor, 7 CarltonGard

City

State/Province/Country

ZIP/PostalCode

London

UNITED KINGDOM

00000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

**4. Industry Group**

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Manufacturing

Travel

Yes  No

Real Estate

Airlines & Airports

Other Banking & Financial Services

Commercial

Lodging & Conventions

Construction

Tourism & Travel Services

REITS & Finance

Other Travel

Residential

Other

Other Real Estate

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

**5. Issuer Size**

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(5)
- Investment Company Act Section 3(c)
  - Section 3(c)(1)
  - Section 3(c)(2)
  - Section 3(c)(3)
  - Section 3(c)(4)
  - Section 3(c)(5)
  - Section 3(c)(6)
  - Section 3(c)(7)
  - Section 3(c)(9)
  - Section 3(c)(10)
  - Section 3(c)(11)
  - Section 3(c)(12)
  - Section 3(c)(13)
  - Section 3(c)(14)

**7. Type of Filing**

- New Notice Date of First Sale 2011-05-13  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient Boston Equity Advisors LLC Recipient CRD Number  None 103300

(Associated) Broker or Dealer  None

None

Street Address 1

275 Turnpike Street, Suite 202

City

Canton

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

(Associated) Broker or Dealer CRD Number  None

None

Street Address 2

State/Province/Country

MASSACHUSETTS

ZIP/Postal Code

02021

Foreign/non-US

- CONNECTICUT
- GEORGIA
- MASSACHUSETTS
- NEW JERSEY

### 13. Offering and Sales Amounts

Total Offering Amount USD or  Indefinite

Total Amount Sold \$34,300,000 USD

Total Remaining to be Sold USD or  Indefinite

Clarification of Response (if Necessary):

The Total Amount Sold consists of the value of equity issued in a recapitalization and a business combination and debt issued in a financing of the combined businesses.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$1,000,000 USD  Estimate

Clarification of Response (if Necessary):

The broker/dealer fees were paid only in connection with the business combination and not in connection with the subsequent financing.

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
HISTOGENICS CORP	/s/ Kevin McArdle	Kevin McArdle	Chief Financial Officer	2011-05-26

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.