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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event Reported): July 14, 2015**

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**HISTOGENICS CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36751**  
(Commission  
File Number)

**04-3522315**  
(I.R.S. Employer  
Identification Number)

**830 Winter Street, 3rd Floor  
Waltham, Massachusetts 02451  
(781) 547-7900**

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

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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 (see General Instruction A.2. below):

- 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))
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**Item 8.01. Other Events**

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On July 15, 2015, Histogenics Corporation (the “Company”) announced the hiring of Gloria Matthews, DVM, Ph.D., DACVS, as the Company’s Chief Medical Officer, pursuant to the terms of an employment agreement by and between Dr. Matthews and the Company (the “Employment Agreement”) dated July 14, 2015. Dr. Matthews will likewise enter into the Company’s standard form Confidential Information and Intellectual Property Assignment Agreement and standard form indemnification agreement for officers and directors. Under the Employment Agreement, the Company will pay Dr. Matthews a base salary at the gross annual rate of \$330,000 and Dr. Matthews shall be eligible to earn an annual incentive bonus with a target amount equal to 35% of the annual base salary. Subject to the approval of the Company’s board of directors or its compensation committee, the Company shall also grant Dr. Matthews an option (the “Initial Option”) to purchase 120,000 shares of the Company’s Common Stock pursuant to the terms of the Company’s 2013 Equity Incentive Plan and the Company’s standard form Stock Option Agreement. The shares subject to the Initial Option will vest over a four-year period of employment by the Company, with 25% of the shares vesting following the first year of employment. In addition, subject to the approval of the Company’s board of directors or its compensation committee, the Company shall also grant Dr. Matthews an option to purchase 30,000 additional shares of the Company’s common stock (the “Performance Grant”) at an exercise price equal to the closing price of the Company’s common stock on the Nasdaq Global Market on the date the Performance Grant is granted. The Performance Option shall vest in full if the Company’s stock price is at or above \$19.92 for any consecutive 60 day period within 4 years of the date of grant as long as Dr. Matthews provides continuous service during such consecutive 60 day period. If the Performance Option is exercised within one year of earning the award, Dr. Matthews must hold the shares received upon exercise net of taxes until the one-year anniversary of earning the Performance Option is reached. The press release announcing Dr. Matthews’s hiring is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Prior to joining the Company, Dr. Matthews was Senior Scientific Director and Global Head of Bone & Joint R&D at Genzyme, a Sanofi company. She previously held various scientific and medical affairs roles at Genzyme from 2003 to 2009. Dr. Matthews received her DVM, Ph.D. and B.S. degrees from Cornell University, and is board certified in equine orthopaedic surgery.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Histogenics Corporation dated July 15, 2015.

**SIGNATURE**

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.

**HISTOGENICS CORPORATION**

Date: July 15, 2015

By: /s/ Adam Gridley

Adam Gridley

President and Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

99.1 Press Release of Histogenics Corporation dated July 15, 2015.



## Histogenics Corporation Announces Dr. Gloria Matthews as Chief Medical Officer

Globally Recognized Thought Leader in Cell Therapy, Cartilage Repair and Orthopedics Joins Executive Team

**WALTHAM, Mass., July 15, 2015 /PRNewswire/** – Histogenics Corporation (Histogenics) (Nasdaq: HSGX), a regenerative medicine company focused on developing and commercializing products in the musculoskeletal space, announced the appointment of Dr. Gloria Matthews, DVM, Ph.D., DAVCS, as its Chief Medical Officer. Dr. Matthews brings more than 20 years of global research, development and surgical experience in orthopedics and cartilage repair to Histogenics, and in her new role, will oversee all clinical and medical affairs activities at Histogenics. She is an accomplished scientist, educator, guest speaker and surgeon with broad ranging expertise in orthopedic and rheumatologic diseases, among other therapeutic areas, and has significant functional experience in cellular and gene therapy, biomaterials and growth factors.

“We are delighted to welcome someone with Dr. Matthews’ background and experience to the Histogenics executive team. Her scientific acumen, development and clinical experience with the leading cartilage regeneration therapies and clinical sites are welcomed by our internal teams and investigators in our ongoing Phase 3 trial of NeoCart®,” stated Adam Gridley, President and Chief Executive Officer of Histogenics. “With deep relationships both as a clinician and an educator, we’re excited to have Dr. Matthews join as at this exciting juncture to lead our ongoing trial, and to develop and drive additional future development programs for therapies in the musculoskeletal space. In addition, her experience with strategic oversight of various United States and global development programs across biologics, drugs and devices will be critical as we further build our pipeline through internal development or strategic alliances.”

Prior to Histogenics, Dr. Matthews most recently served as Senior Director and Global Head of Bone and Joint Disease Research and Development at Genzyme, a Sanofi company. During her tenure at Genzyme, Dr. Matthews was involved in clinical and preclinical development and/or post-market support of cell, gene, growth factor, small molecule, and biomaterial based products in the orthopedic and rheumatologic space, including Carticel®, MACI®, Synvisc®, Synvisc One®, and an early clinical development stage Trk inhibitor for osteoarthritis. Her active research areas include cell and molecular biology of osteoarthritis and cartilage repair as well as orthopedic imaging. Dr. Matthews sits on the Board of Directors for the Orthopaedic Research Society for which she chairs the Executive Finance Committee as Treasurer. She chairs the Musculoskeletal Committee of the American Society for Gene and Cell Therapy and also serves on the NIH SBIR Scientific Review Group/Grant Review Committee (study section), the Strategic Alliance Committee of the Osteoarthritis Research Society International, the fNIH Osteoarthritis Biomarkers Working Group, and as a reviewer for the Osteoarthritis Initiative Bioresource Allocation Committee. Dr. Matthews has also established several high-profile collaborations in medicine, academia and industry, and is a published inventor and researcher. She received both her DVM and Ph.D. from Cornell University and became board certified by the American College of Veterinary Surgeons following an equine surgery and sports medicine residency at Tufts University.

### About Histogenics Corporation

Histogenics is a regenerative medicine company focused on developing and commercializing products in the musculoskeletal segment of the marketplace. Histogenics’ regenerative medicine platform combines expertise in cell processing, scaffolding, tissue engineering, bioadhesives and growth factors to provide solutions that can be utilized individually or in concert to treat musculoskeletal-related conditions. Histogenics’ first investigational product candidate, NeoCart®, leverages its platform to provide an innovative treatment in the orthopedic space, specifically cartilage damage in the knee.

## Forward-Looking Statements

Various statements in this release are “forward-looking statements” under the securities laws. Words such as, but not limited to, “anticipate,” “believe,” “can,” “could,” “expect,” “estimate,” “design,” “goal,” “intend,” “may,” “might,” “objective,” “plan,” “predict,” “project,” “target,” “likely,” “should,” “will,” and “would,” or the negative of these terms and similar expressions or words, identify forward-looking statements. Forward-looking statements are based upon current expectations that involve risks, changes in circumstances, assumptions and uncertainties.

Important factors that could cause actual results to differ materially from those reflected in the Company’s forward-looking statements include, among others: the timing and success of Histogenics’ NeoCart® Phase 3 clinical trial, including, without limitation, possible delays in enrolling the NeoCart® Phase 3 clinical trial; the ability to obtain and maintain regulatory approval of NeoCart® or any product candidates, and the labeling for any approved products; the scope, progress, expansion, and costs of developing and commercializing Histogenics’ product candidates; the ability to obtain and maintain regulatory approval regarding the comparability of critical NeoCart® raw materials following our technology transfer and manufacturing location transition; the size and growth of the potential markets for Histogenics’ product candidates and the ability to serve those markets; Histogenics’ expectations regarding its expenses and revenue; the sufficiency of Histogenics’ cash resources and needs for additional financing; Histogenics’ ability to attract or retain key personnel; the technologies on which Histogenics’ channel partnering agreement with Intrexon Corporation is based are currently in preclinical and clinical stages of development; Histogenics will incur additional expenses in connection with its exclusive channel collaboration agreement with Intrexon Corporation and other factors that are described in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Histogenics’ Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on March 27, 2015 and Quarterly Report on Form 10-Q for the three months ended March 31, 2015 filed with the SEC on May 14, 2015 and available on the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition to the risks described above and in Histogenics’ annual report on Form 10-K and quarterly reports on Form 10-Q, current reports on Form 8-K and other filings with the SEC, other unknown or unpredictable factors also could affect Histogenics’ results.

There can be no assurance that the actual results or developments anticipated by Histogenics will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Histogenics. Therefore, no assurance can be given that the outcomes stated in such forward-looking statements and estimates will be achieved.

All written and verbal forward-looking statements attributable to Histogenics or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to herein. Histogenics cautions investors not to rely too heavily on the forward-looking statements Histogenics makes or that are made on its behalf. The information in this release is provided only as of the date of this release, and Histogenics undertakes no obligation, and specifically declines any obligation, to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### Contact:

Jon Lieber, Chief Financial Officer  
Tel: +1 (781) 547-7909  
[InvestorRelations@histogenics.com](mailto:InvestorRelations@histogenics.com)