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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	0	MB	B APPROVAL	
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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

					2. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP</u> [HSGX]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify					
					3. Date 09/29/	of Earliest T /2016	action (Mo	nth/D	9ay/Year)			below)	,		below)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
(Street) EDEN PRAIRIE MN 55344						If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	(5	State)	(Zip)																
Table I - Non-Derivative 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)						n 2A. Deemed Execution Date,		3. Transa Code (3. 4. Securit			of, or Beneficia ties Acquired (A) or 1 Of (D) (Instr. 3, 4 and		or 5. Amount		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
						(montilibuy) (car)		Code	v	Amount	(A) o (D)	r Price	Price	Reported Transaction(s) (Instr. 3 and 4)		(i) (iii30. 4)		(Instr. 4)	
Common	Stock			09/29/)/2016		Р		276,80	276,801 A \$2		25 ⁽¹⁾) 1,661,495		D ⁽²⁾				
			Table II - I (ecurities alls, warra							/ Ov	vned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Da if any (Month/Day/Y		Code (Instr.		Derivative		Expiratio	6. Date Exercisat Expiration Date (Month/Day/Year)		Securitie		and Amount of les Underlying ive Security and 4)		9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount Number Shares			Transac (Instr. 4)				
Series A Convertible Preferred Stock	(3)	09/29/2016		Р		2,506.5968		09/29/20	016	(4)	Common Stock	1,114,0	043	\$1,000 ⁽¹⁾	2,506.	5968	D ⁽²⁾		
Common Stock Warrant (right to buy)	\$2.25	09/29/2016		р		1,390,844		(5)		(5)	Common Stock	1,390,8	844	\$0 ⁽¹⁾	1,390,	,844	D ⁽²⁾		
		Reporting Person*	<u>. LP</u>					•											
(Last) (First) (Middle) 10400 VIKING DRIVE SUITE 250																			
(Street) EDEN PRAIRIE MN		MN	55344																
(City) (State) (Zip)		(Zip)																	
		Reporting Person [*] ARTNERS II	<u>MANAGE</u>	MENT	.,														
(Last) (First) 10400 VIKING DRIVE SUITE 250			(Middle)																
(Street) EDEN PRAIRIE MN 55344																			
(City) (State) (Zip)				1															

Explanation of Responses:

1. On September 29, 2016, Histogenics Corporation ("Histogenics") closed a private placement with certain institutional and accredited investors, including Split Rock Partners II, L.P. ("SRP II"). In connection with the private placement, SRP II purchased (i) 276,801 shares of Histogenics common stock at a purchase price of \$2.25 per share and (ii) 2,506.5968 shares of series A convertible preferred stock at a purchase price of \$1,000 per share. As part of the private placement, SRP II received warrants to purchase up to 1,390,844 shares of Histogenics common stock at an exercise price of \$2.25 per share.

2. The securities are owned directly by SRP II. Voting and investment power over the securities is delegated to Split Rock Partners II Management, LLC ("SRPM II"), the general partner of SRP II. SRPM II has delegated to voting and investment decisions to three individuals who require a two-thirds vote to act. SRPM II disclaims beneficial ownership of the securities except to the extent of any pecuniary interest therein.

3. The number of shares of common stock into which each share of series A convertible preferred stock is convertible is determined by dividing the stated value of the series A convertible preferred stock, which is \$1,000, by the conversion price of the series A convertible preferred stock, which is \$2.25. Therefore, the 2,506.5968 shares of series A convertible preferred stock are convertible into 1,114,043 shares of common stock. Until the date that Histogenics' stockholders approve the private placement, the number of shares of common stock issuable upon conversion of the series A convertible preferred stock issued by Histogenics in connection with the private placement, when aggregated with the shares of common stock issued at closing, shall not exceed 20% of Histogenics' issued and outstanding common stock. Histogenics has agreed to use its reasonable best efforts to obtain stockholder approval of the private placement within 60 days of the closing date.

4. The series A convertible preferred stock has no expiration date

5. The warrants will become exercisable upon the approval of the private placement by the stockholders of Histogenics and expire five years after the date of such stockholder approval. The warrants include a cashlessexercise feature that may be exercised in the event there is no effective registration statement registering, or no current prospectus available for, the resale of the shares of common stock underlying the warrants as of the six-month anniversary of the closing of the private placement.

> /s/ Stacy M. Campbell-Kraft, 10/03/2016 Authorized Representative /s/ Stacy M. Campbell-Kraft, 10/03/2016 Authorized Representative ** Signature of Reporting Person Date

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

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

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

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

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