

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>McArdle Kevin</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/02/2014	3. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [ HSGX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O HISTOGENICS CORPORATION</u> <u>830 WINTER STREET, 3RD FLOOR</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>WALTHAM MA 02451</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Option (Right to Buy)</u>	(1)	08/14/2022	<u>Common Stock</u>	<u>19,179<sup>(2)</sup></u>	<u>0.76<sup>(2)</sup></u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	(3)	05/16/2023	<u>Common Stock</u>	<u>7,263<sup>(2)</sup></u>	<u>0.76<sup>(2)</sup></u>	<u>D</u>	

## Explanation of Responses:

- This option vests over four years of continuous service following July 20, 2012, with 25% vesting upon completion of one year of service and in 36 equal monthly instalments thereafter.
- Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
- This option vests over four years of service following May 17, 2013, with 25% vesting upon completion of one year of service and in 36 equal monthly instalments thereafter.

## Remarks:

/s/ Kevin McArdle12/02/2014

\*\* 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 5 (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.