

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RAKIN KEVIN</u>  (Last) (First) (Middle) <u>C/O HISTOGENICS CORPORATION</u> <u>830 WINTER STREET, 3RD FLOOR</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [ HSGX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2019		M		173,076	A	(1)	418,639	D	
Common Stock	02/08/2019		M		33,333	A	(1)	66,666	I	See Footnote <sup>(2)</sup>
Common Stock	02/08/2019		M		33,333	A	(1)	66,666	I	See Footnote <sup>(3)</sup>
Common Stock	02/08/2019		M		111,111	A	(1)	257,846	I	See Footnote <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrant (Right to Buy)	\$0.01	02/08/2019		M		173,076		10/10/2018	10/10/2023	Common Stock	173,076	(1)	0	D	
Common Stock Warrant (Right to Buy)	\$0.01	02/08/2019		M		33,333		11/22/2016	11/22/2021	Common Stock	33,333	(1)	0	I	See Footnote <sup>(2)</sup>
Common Stock Warrant (Right to Buy)	\$0.01	02/08/2019		M		33,333		11/22/2016	11/22/2021	Common Stock	33,333	(1)	0	I	See Footnote <sup>(3)</sup>
Common Stock Warrant (Right to Buy)	\$0.01	02/08/2019		M		111,111		11/22/2016	11/22/2021	Common Stock	111,111	(1)	0	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- The per share exercise price of each Common Stock Warrant was re-priced to \$0.01 pursuant to a warrant exercise agreement entered into with the Issuer on February 8, 2019.
- The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Sarah Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, except to the extent of his pecuniary interest therein.
- The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Julia Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.
- The reportable securities are owned by the Kevin L Rakin Irrevocable Trust. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Kevin Rakin

02/11/2019

\*\* 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.**