

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>12/08/2014</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	12/08/2014		C		9,667 ⁽¹⁾	A	(2)	22,985	D	
Common Stock	12/08/2014		C		5,871 ⁽¹⁾	A	(2)	28,747	D	
Common Stock	12/08/2014		X		242 ⁽¹⁾	A	\$0.76 ⁽¹⁾	28,989	D	
Common Stock	12/08/2014		S	(3)	17 ⁽¹⁾	D	\$11	28,972	D	
Common Stock	12/08/2014		P		6,742 ⁽¹⁾	A	\$11	35,714	D	
Common Stock	12/08/2014		J		89 ⁽¹⁾	D	(5)	35,625	D	
Common Stock	12/08/2014		C		6,444 ⁽¹⁾	A	(2)	42,069	I	See Footnote ⁽⁴⁾
Common Stock	12/08/2014		C		3,914 ⁽¹⁾	A	(2)	45,983	I	See Footnote ⁽⁴⁾
Common Stock	12/08/2014		P		4,495 ⁽¹⁾	A	\$11	50,478	I	See Footnote ⁽⁴⁾
Common Stock	12/08/2014		J		58 ⁽¹⁾	D	(5)	50,420	I	See Footnote ⁽⁴⁾

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				
Series A Preferred Stock	(2)	12/08/2014		C		9,667 ⁽¹⁾		(2)	(2)	Common Stock	9,667 ⁽¹⁾	\$0.00	0	D	
Series A-1 Preferred Stock	(2)	12/08/2014		C		5,871 ⁽¹⁾		(2)	(2)	Common Stock	5,871 ⁽¹⁾	\$0.00	0	D	
Common Stock Warrant (Right to Buy)	\$0.76 ⁽¹⁾	12/08/2014		X		242 ⁽¹⁾		(3)	(3)	Common Stock	225 ⁽¹⁾	\$0.00	0	D	
Series A Preferred Stock	(2)	12/08/2014		C		6,444 ⁽¹⁾		(2)	(2)	Common Stock	6,444 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁴⁾
Series A-1 Preferred Stock	(2)	12/08/2014		C		3,914 ⁽¹⁾		(2)	(2)	Common Stock	3,914 ⁽¹⁾	\$0.00	0	I	See Footnote ⁽⁴⁾

Explanation of Responses:

- Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
- All outstanding shares of the Issuer's preferred stock converted on a 1:1 basis into shares of the Issuer's common stock immediately prior to the closing of the Issuer's initial public offering, for no additional

consideration and including accrued dividends. These shares have no expiration date.

3. The Common Stock Warrant was automatically net exercised, immediately prior to the closing of the Issuer's initial public offering. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 17 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 225 shares. The expiration date of the warrant is upon the consummation of the Issuer's initial public offering or a liquidity event (as described in such warrant).

4. 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 or for any other purpose, except to the extent of his pecuniary interest therein.

5. These shares of Common Stock were transferred to a strategic partner of the Issuer to satisfy the Reporting Person's contractual obligations under certain agreements between the Issuer, the Reporting Person, certain of the Issuer's other stockholders, and such strategic partner.

Remarks:

/s/ Kevin Rakin

12/08/2014

** 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 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.