

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>KIRK RANDAL J</u> <hr/> (Last) (First) (Middle) <u>C/O THIRD SECURITY, LLC</u> <u>1881 GROVE AVENUE</u> <hr/> (Street) <u>RADFORD VA 24141</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2014	3. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [HSGX]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
---	--	--	---

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)
<u>Common Stock</u>	<u>2,690,570⁽¹⁾</u>	<u>I</u>	<u>by Intrexon Corporation⁽²⁾</u>

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			

1. Name and Address of Reporting Person* <u>KIRK RANDAL J</u> <hr/> (Last) (First) (Middle) <u>C/O THIRD SECURITY, LLC</u> <u>1881 GROVE AVENUE</u> <hr/> (Street) <u>RADFORD VA 24141</u> <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>INTREXON CORP</u> <hr/> (Last) (First) (Middle) <u>C/O LEGAL DEPARTMENT</u> <u>20374 SENECA MEADOWS PARKWAY</u> <hr/> (Street) <u>GERMANTOWN MD 20876</u> <hr/> (City) (State) (Zip)
--

Explanation of Responses:

1. The amount of securities beneficially owned reflects (i) 918,206 shares received upon automatic conversion of a Convertible Promissory Note in connection with the issuer's initial public offering and (ii) 1,772,364 shares purchased in the issuer's initial public offering.

2. Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon Corporation. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon Corporation. Shares held by Intrexon Corporation may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

Remarks:

/s/ Randal J. Kirk, CEO of
Intrexon Corporation

12/10/2014

/s/ Randal J. Kirk

12/10/2014

** 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.