
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A
Amendment No. 1**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-36751

Histogenics Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

830 Winter Street, 3rd Floor
Waltham, Massachusetts
(Address of principal executive offices)

04-3522315
(I.R.S. Employer
Identification No.)

02451
(Zip Code)

(781) 547-7900
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 8, 2017, there were 22,168,090 outstanding shares of the registrant’s common stock, \$0.01 par value per share.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-Q/A to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed with the Securities and Exchange Commission on May 11, 2017 (the "Form 10-Q"), is to correct a typographical error in the number of shares outstanding as of the last practicable date from 21,168,090 to 22,168,090. In addition, the Registrant is also including Exhibits 31.1 and 31.2, as required by the filing of this Amendment No. 1 on Form 10-Q/A.

No other changes have been made to the Form 10-Q. This Amendment No. 1 on Form 10-Q/A does not reflect events that may have occurred subsequent to the original filing date, and except as noted above, does not modify or update in any way disclosures made in the Form 10-Q.

Item 6. Exhibits.

A list of the exhibits filed as part of this Amendment No. 1 on Form 10-Q/A is set forth on the Exhibit Index, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 19, 2017

Histogenics Corporation

/s/ Adam Gridley

Adam Gridley
President and Chief Executive Officer
(Principal Executive Officer)

Dated: May 19, 2017

/s/ Jonathan Lieber

Jonathan Lieber
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
31.1*	Certification of the Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of the Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002

* Filed herewith.

CERTIFICATION

I, Adam Gridley, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A of Histogenics Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 19, 2017

/s/ Adam Gridley

Adam Gridley
Chief Executive Officer and President
(Principal Executive Officer)

CERTIFICATION

I, Jonathan Lieber, certify that:

1. I have reviewed this Amendment No. 1 on Form 10-Q/A of Histogenics Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 19, 2017

/s/ Jonathan Lieber

Jonathan Lieber
Chief Financial Officer
(Principal Financial and Accounting Officer)