

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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>Lewis Michael</u>			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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2014</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			
<u>C/O HISTOGENICS CORPORATION</u> <u>830 WINTER STREET, 3RD FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>						
(City)	(State)	(Zip)							

**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		747,000 <sup>(1)</sup>	A	(2)	1,036,244	I	See Footnote <sup>(3)</sup>
Common Stock	12/08/2014		C		492,618 <sup>(1)</sup>	A	(2)	1,528,862	I	See Footnote <sup>(3)</sup>
Common Stock	12/08/2014		X		11,502 <sup>(1)</sup>	A	\$0.76 <sup>(1)</sup>	1,540,364	I	See Footnote <sup>(3)</sup>
Common Stock	12/08/2014		S	<sup>(4)</sup>	792 <sup>(1)</sup>	D	\$11	1,539,572	I	See Footnote <sup>(3)</sup>
Common Stock	12/08/2014		P		394,918 <sup>(1)</sup>	A	\$11	1,934,490	I	See Footnote <sup>(3)</sup>
Common Stock	12/08/2014		J		17,383 <sup>(1)</sup>	D	<sup>(5)</sup>	1,917,107	I	See Footnote <sup>(3)</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				
Series A Preferred Stock	(2)	12/08/2014		C		747,000 <sup>(1)</sup>		(2)	(2)	Common Stock	747,000 <sup>(1)</sup>	\$0.00	0	I	See Footnote <sup>(3)</sup>
Series A-1 Preferred Stock	(2)	12/08/2014		C		492,618 <sup>(1)</sup>		(2)	(2)	Common Stock	492,618 <sup>(1)</sup>	\$0.00	0	I	See Footnote <sup>(3)</sup>
Common Stock Warrant (Right to Buy)	\$0.76 <sup>(1)</sup>	12/08/2014		X		11,502 <sup>(1)</sup>		(4)	(4)	Common Stock	11,502 <sup>(1)</sup>	\$0.00	0	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
- Each outstanding share of Series A Preferred Stock and Series A-1 Preferred Stock automatically converted on a 1:1 basis into 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.
- The reportable securities are owned by Wilmslow Estates Limited. The Reporting Person has no beneficial interest in the trust which ultimately owns the economic interest in Wilmslow Estates Limited, but other members of the Reporting Person's family are discretionary beneficiaries in such trust. To the extent the Reporting Person may be deemed to hold an indirect beneficial interest under applicable United States securities laws, the Reporting Person disclaims such beneficial interest. 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.
- 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 792 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 10,710 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).
- 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/ Michael Lewis 12/08/2014

\*\* Signature of Reporting Person Date

\* 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.

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