

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* SPLIT ROCK PARTNERS II, LP (Last) (First) (Middle) 10400 VIKING DRIVE SUITE 250 (Street) EDEN PRAIRIE MN 55344 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HISTOGENICS CORP [HSGX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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		640,230 ⁽¹⁾	A	(2)	640,230	D ⁽³⁾	
Common Stock	12/08/2014		C		407,825 ⁽¹⁾	A	(2)	1,048,055	D ⁽³⁾	
Common Stock	12/08/2014		X		9,713 ⁽¹⁾	A	\$0.76 ⁽¹⁾	1,057,768	D ⁽³⁾	
Common Stock	12/08/2014		S ⁽⁴⁾		668 ⁽¹⁾	D	\$11	1,057,100	D ⁽³⁾	
Common Stock	12/08/2014		P		333,466 ⁽¹⁾	A	\$11	1,390,566	D ⁽³⁾	
Common Stock	12/08/2014		J		5,872 ⁽¹⁾	D	(5)	1,384,694	D ⁽³⁾	

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 Convertible Preferred Stock	(2)	12/08/2014		C		640,230 ⁽¹⁾		(2)	(2)	Common Stock	640,230 ⁽¹⁾	\$0	0	D ⁽³⁾	
Series A-1 Convertible Preferred Stock	(2)	12/08/2014		C		407,825 ⁽¹⁾		(2)	(2)	Common Stock	407,825 ⁽¹⁾	\$0	0	D ⁽³⁾	
Common Stock Warrant (Right to Buy)	\$0.76 ⁽¹⁾	12/08/2014		X		9,713 ⁽¹⁾		(4)	(4)	Common Stock	9,713 ⁽¹⁾	\$0	0	D ⁽³⁾	

1. Name and Address of Reporting Person*
SPLIT ROCK PARTNERS II, LP
 (Last) (First) (Middle)
 10400 VIKING DRIVE
 SUITE 250
 (Street)
 EDEN PRAIRIE MN 55344
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SPLIT ROCK PARTNERS II MANAGEMENT, LLC
 (Last) (First) (Middle)
 10400 VIKING DRIVE

SUITE 250

(Street)

EDEN PRAIRIE MN 55344

(City)

(State)

(Zip)

Explanation of Responses:

1. Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
2. Each outstanding share of Series A Convertible Preferred Stock and Series A-1 Convertible 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.
3. The securities are owned directly by Split Rock Partners II, LP ("SRP II"). Voting and investment power over the securities is delegated to Split Rock Partners II Management, LLC ("SRPM II"), the general partner of SRP II. SRPM II has delegated voting and investment decisions to three individuals who require a two-thirds vote to act. SRPM II disclaims beneficial ownership of the securities except to the extent of any pecuniary interest therein.
4. 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 668 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 9,045 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).
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.

Split Rock Partners II, LP, By /s/
Steven L.P. Schwen, Chief 12/08/2014
Financial Officer

Split Rock Partners II
Management, LLC, By /s/
Steven L.P. Schwen, Chief 12/08/2014
Financial Officer

** 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.