

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>Lewis Michael</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. Date of Event Requiring Statement (Month/Day/Year) <u>12/02/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [HSGX]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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
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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>289,244⁽¹⁾</u>	<u>I</u>	<u>By Wilmslow Estates Limited⁽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			
<u>Series A Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>748,003⁽¹⁾</u>	<u>(3)</u>	<u>I</u>	<u>By Wilmslow Estates Limited⁽²⁾</u>
<u>Series A-1 Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>492,618⁽¹⁾</u>	<u>(3)</u>	<u>I</u>	<u>By Wilmslow Estates Limited⁽²⁾</u>
<u>Common Stock Warrant (Right to Buy)</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>11,260⁽¹⁾</u>	<u>0.76⁽¹⁾</u>	<u>I</u>	<u>By Wilmslow Estates Limited⁽²⁾</u>

Explanation of Responses:

1. Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.

2. The Reporting Person is the settlor of the trust which ultimately owns the economic interest in Wilmslow Estates Limited. Pursuant to Instruction (5)(b)(iv) of Form 3, the Reporting Person has elected to report as indirectly beneficially owning the entire number of securities beneficially owned by such entity. 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.

3. All outstanding shares of the Issuer's preferred stock will automatically convert 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.

4. The Common Stock Warrant will be net exercised immediately prior to the Issuer's initial public offering. 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).

Remarks:
/s/ Michael Lewis
12/02/2014

** 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.