

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* <u>Sofinnova Venture Partners VIII, L.P.</u> <hr/> (Last) (First) (Middle) 3000 SAND HILL ROAD, 4-250 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [HSGX]</u>			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		960,345 ⁽¹⁾	A	(2)	960,345	I	See Footnote ⁽³⁾
Common Stock	12/08/2014		C		611,738 ⁽¹⁾	A	(2)	1,572,083	I	See Footnote ⁽³⁾
Common Stock	12/08/2014		X		14,569 ⁽¹⁾	A	\$0.76 ⁽¹⁾	1,586,652	I	See Footnote ⁽³⁾
Common Stock	12/08/2014		S ⁽⁴⁾		1,002 ⁽¹⁾	D	\$11	1,585,650	I	See Footnote ⁽³⁾
Common Stock	12/08/2014		P		500,198 ⁽¹⁾	A	\$11	2,085,848	I	See Footnote ⁽³⁾
Common Stock	12/08/2014		J ⁽⁵⁾		8,808 ⁽¹⁾	D	(5)	2,077,040	I	See Footnote ⁽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 Preferred Stock	(2)	12/08/2014		C		960,345 ⁽¹⁾		(2)	(2)	Common Stock	960,345 ⁽¹⁾	\$0	0	I	See Footnote ⁽³⁾
Series A-1 Preferred Stock	(2)	12/08/2014		C		611,738 ⁽¹⁾		(2)	(2)	Common Stock	611,738 ⁽¹⁾	\$0	0	I	See Footnote ⁽³⁾
Common Stock Warrant (Right to Buy)	\$0.76 ⁽¹⁾	12/08/2014		X		14,569 ⁽¹⁾		(2)	(2)	Common Stock	14,569 ⁽¹⁾	\$0	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Sofinnova Venture Partners VIII, L.P.</u> <hr/> (Last) (First) (Middle) 3000 SAND HILL ROAD, 4-250 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Sofinnova Management VIII, L.L.C.</u>		
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(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HEALY JAMES](#)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AKKARAJU SRINIVAS](#)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[POWELL MICHAEL](#)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mehra Anand](#)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)
MENLO PARK CA 94025

(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 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 included accrued dividends. These shares have no expiration date.
3. The securities are owned directly by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"). Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, Srinivas Akkaraju, James Healy, Anand Mehra, and Michael Powell, the managing members of SM VIII, may be deemed to have shared voting and dispositive power over the shares owned by SVP VIII. Such persons and entities disclaim beneficial ownership over the shares owned by SVP VIII 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 1,002 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 13,567 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.

[/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Venture Partners VIII, L.P.](#) 12/10/2014

[/s/ Nathalie Auber, Attorney-in-Fact for Sofinnova Management VIII, L.L.C.](#) 12/10/2014

[/s/ Nathalie Auber, Attorney-in-Fact for James Healy](#) 12/10/2014

[/s/ Nathalie Auber, Attorney-in-Fact for Srinivas Akkaraju](#) 12/10/2014

[/s/ Nathalie Auber, Attorney-in-](#) 12/10/2014

[Fact for Michael Powell](#)

[/s/ Nathalie Auber, Attorney-in-](#)
[Fact for Anand Mehra](#)

[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 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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