

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>SPLIT ROCK PARTNERS II, LP</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) 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>12/13/2016</u>			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		
10400 VIKING DRIVE SUITE 250			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) EDEN PRAIRIE MN 55344								
(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	12/13/2016		C		1,114,043 ⁽¹⁾	A	(1)	2,775,538	D ⁽²⁾		

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	(1)	12/13/2016		C		2,506.5968 ⁽¹⁾	(1)	(1)		Common Stock	1,114,043 ⁽¹⁾	\$0	0	D ⁽²⁾	

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. All outstanding shares of the Issuer's Series A Convertible Preferred Stock converted on a 1:444.444444 basis into shares of the Issuer's Common Stock. These shares have no expiration date.
2. The securities are owned directly by 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.

/s/ Stacy M. Campbell-Kraft,
Authorized Representative 01/27/2017

/s/ Stacy M. Campbell-Kraft,
Authorized Representative 01/27/2017

** 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.