FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL							
OMB Number:	MB Number: 3235-0104						
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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

Name and Address of Reporting Person* Gridley Adam		quiring Statement onth/Day/Year) HISTOGENICS CORP [HSGX]								
(Last) (First) (Middle) C/O HISTOGENICS CORPORATION			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		(M	5. If Amendment, Date of Original Filed (Month/Day/Year)				
830 WINTER STREET, 3RD FLOOR			X Officer (give title below)	Other (spec below)		Individual or Joint plicable Line)	Group Filing (Check			
(Street) WALTHAM MA 02451			President and	CEO			/ One Reporting Person / More than One erson			
(City) (State) (Zip)										
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)			ure of Indirect Beneficial Ownership 5)			
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 Securi Underlying Derivative Securit		4. Conversion	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)				
Employee Stock Option (Right to Buy)	(1)	04/29/2024	Common Stock	197,435 ⁽²⁾	7.99(2)	D				
Employee Stock Option (Right to Buy)	(1)	07/16/2024	Common Stock	38,220(2)	8.97(2)	D				

Explanation of Responses:

- 1. This option vests over four years of service following May 12, 2014, with 25% vesting upon completion of one year of service and in 36 equal monthly instalments thereafter.
- 2. Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.

Remarks:

/s/ Adam Gridley

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.