

HISTOGENICS CORP  
Form 4  
October 03, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lewis Michael

(Last) (First) (Middle)

C/O HISTOGENICS CORPORATION, 830 WINTER STREET, 3RD FLOOR

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HISTOGENICS CORP [HSGX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)
Common Stock	09/29/2016		A	247,665	A \$ 2.25 2,075,331	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Series A Convertible Preferred Stock	(2)	09/29/2016		A	2,242,7528 (2)	(2)	(2)	Common Stock	996,779 (2)
Common Stock Warrant (Right to Buy)	\$ 2.25	09/29/2016		A	1,244,444	(3)	(3)	Common Stock	1,244,444

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lewis Michael C/O HISTOGENICS CORPORATION 830 WINTER STREET, 3RD FLOOR WALTHAM, MA 02451	X	X		

## Signatures

/s/ Michael  
Lewis 10/03/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

(1) The reportable securities are owned by Wilmslow Estates Limited. 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. The Reporting Person disclaims beneficial ownership of these shares and this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) The shares of Series A Convertible Preferred Stock have a stated value of \$1,000 per share and will be convertible into 996,779 shares of the Issuer's Common Stock, subject to certain conditions including the receipt of requisite stockholder approval pursuant to the Certificate of Designation governing the rights, preferences and privileges of the Series A Convertible Preferred Stock. The initial conversion price of \$2.25 is subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification or other recapitalization affecting the Issuer's Common Stock.

(3) The Common Stock Warrant is exercisable at any time on or after the date (the "Initial Exercise Date") that the Issuer's stockholders approve the transactions contemplated by that certain securities purchase agreement dated September 15, 2016 pursuant to which the

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warrant was issued through the close of business on the five year anniversary of the Initial Exercise Date.

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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