

Filed by Histogenics Corporation pursuant to
Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-6
under the Securities Exchange Act of 1934

Subject Company: Histogenics Corporation (SEC File No. 001-36751)
Commission File No. for the Related Registration Statement: 333-232147



**IMPORTANT
MESSAGE FOR ALL
SHAREHOLDERS
OF HISTOGENICS
CORPORATION
YOUR VOTE IS IMPORTANT!**

Questions on How to Vote?

Call Innisfree M&A Incorporated at 1-877-750-9496

HERE ARE THE KEY REASONS WHY YOU SHOULD VOTE TODAY:

1. Our Board and Independent Advisors Agree. The Merger is Good for Histogenics Shareholders.

- **Unanimously approved** by the Boards of Directors of Histogenics and Ocugen.
- A nationally recognized shareholder advisory firm stated that the transaction “represent[s] the **best alternative** reasonably available” to Histogenics.*

2. Stronger Value as One Company.

- The merger is expected to produce a clinical-stage biopharmaceutical company focused on **developing innovative therapies** to address rare and underserved eye diseases with the potential to **deliver substantial value for shareholders**.

3. The Merger is The Best Path Forward.

- If we do not complete the merger, Histogenics will likely liquidate, which could cause shareholders to lose most of the value of their investment. You can help prevent this loss by **voting today FOR all proposals**.



If you need assistance in completing the proxy card or have questions, please contact Histogenics' proxy solicitor, Innisfree M&A Incorporated.

Shareholders call toll-free: 1-877-750-9496

Banks & Brokers call collect: 1-212-750-5833

* Permission to use quotation was neither sought nor obtained. Emphasis added.

USE ONE OF THE EASY WAYS TO VOTE BELOW:



VOTE BY PHONE
1-800-454-8683

VOTE BY INTERNET
WWW.PROXYVOTE.COM

You'll need your **CONTROL NUMBER**, which can be found on the Voting Instruction Form in the box next to the arrow, as shown in the example below:



XXXX-XXXX-XXXX-XXXX

You may also vote by simply signing, dating and returning the Voting Instruction Form in the postage-paid envelope provided.

ANY QUESTIONS?

Please call our proxy solicitor,

Innisfree M&A Incorporated

Toll free: 1-877-750-9496 (from the U.S. or Canada)

or **+1-412-232-3651** (from other locations)