
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): June 22, 2016

HISTOGENICS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36751
(Commission
File Number)

04-3522315
(I.R.S. Employer
Identification Number)

**830 Winter Street, 3rd Floor
Waltham, Massachusetts 02451
(781) 547-7900**

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2016 annual meeting of stockholders of Histogenics Corporation (the “Company”) held on June 22, 2016 (the “Annual Meeting”), the following proposals were submitted to the stockholders of the Company:

- Proposal 1: The election of two directors to serve as Class II directors for a term of three years until the 2019 annual meeting of stockholders.
- Proposal 2: The ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016.
- Proposal 3: The approval of an amendment to the Company’s 2013 Equity Incentive Plan (the “2013 Plan”) to increase the aggregate number of shares authorized for issuance under the 2013 Plan (the “Plan Amendment”).

For more information about the foregoing proposals, see the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2016 (the “Proxy Statement”). Of the 13,274,407 shares of the Company’s common stock entitled to vote at the Annual Meeting, 11,963,566 shares, or approximately 90.12%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, in respect of each such matter is set forth below:

Proposal 1: Election of Directors.

The Company’s stockholders elected the following two directors to serve as Class II directors until the 2019 annual meeting of stockholders. The votes regarding the election of directors were as follows:

<u>Director</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Adam Gridley	10,434,444	95,689	1,433,433
Michael Lewis	10,434,444	95,689	1,433,433

Proposal 2: Ratification of Grant Thornton LLP.

The Company’s stockholders ratified the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
11,803,734	2,596	157,236	0

Proposal 3: Approval of Plan Amendment.

The Company’s stockholders approved the Plan Amendment. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>
8,446,154	2,077,179	6,800	1,433,433

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HISTOGENICS CORPORATION

Date: June 22, 2016

By: /s/ Adam Gridley
Adam Gridley
President and Chief Executive Officer