

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* RAKIN KEVIN (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/29/2016		A		6,634	A	\$2.25	57,053	I	See Footnote ⁽¹⁾
Common Stock	09/29/2016		A		6,634	A	\$2.25	63,687	I	See Footnote ⁽²⁾
Common Stock	09/29/2016		A		22,113	A	\$2.25	85,800	I	See Footnote ⁽³⁾

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	(4)	09/29/2016		A			60.0728 ⁽⁴⁾	(4)	(4)	Common Stock	26,699 ⁽⁴⁾	\$1,000	60.0728	I	See Footnote ⁽¹⁾
Series A Convertible Preferred Stock	(4)	09/29/2016		A			60.0728 ⁽⁴⁾	(4)	(4)	Common Stock	26,699 ⁽⁴⁾	\$1,000	120.1456	I	See Footnote ⁽²⁾
Series A Convertible Preferred Stock	(4)	09/29/2016		A			200.2455 ⁽⁴⁾	(4)	(4)	Common Stock	88,998 ⁽⁴⁾	\$1,000	320.3911	I	See Footnote ⁽³⁾
Common Stock Warrant (Right to Buy)	\$2.25	09/29/2016		A			33,333	(5)	(5)	Common Stock	33,333	\$0.00	33,333	I	See Footnote ⁽¹⁾
Common Stock Warrant (Right to Buy)	\$2.25	09/29/2016		A			33,333	(5)	(5)	Common Stock	33,333	\$0.00	66,666	I	See Footnote ⁽²⁾
Common Stock Warrant (Right to Buy)	\$2.25	09/29/2016		A			111,111	(5)	(5)	Common Stock	111,111	\$0.00	177,777	I	See Footnote ⁽³⁾

Explanation of Responses:

- The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Sarah Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, except to the extent of his pecuniary interest therein.
- The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Julia Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.
- The reportable securities are owned by the Kevin L Rakin Irrevocable Trust. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.
- The shares of Series A Convertible Preferred Stock have a stated value of \$1,000 per share and will be convertible into 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
- The Common Stock Warrants are exercisable at any time on or after the date (the "Initial Exercise Date") that the Company's stockholders approve the transactions contemplated by that certain securities purchase agreement dated September 15, 2016 pursuant to which the warrants were issued through the close of business on the five year anniversary of the Initial Exercise Date.

Remarks:

/s/ Kevin Rakin

10/03/2016

** 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.

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