

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* SPLIT ROCK PARTNERS II, LP			2. Issuer Name and Ticker or Trading Symbol HISTOGENICS CORP [HSGX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2016			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
10400 VIKING DRIVE SUITE 250			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) EDEN PRAIRIE MN 55344								
(City) (State) (Zip)								

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		P		276,801	A	\$2.25 ⁽¹⁾	1,661,495	D ⁽²⁾	

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
Series A Convertible Preferred Stock	(3)	09/29/2016		P		2,506,5968		09/29/2016	(4)	Common Stock	1,114,043	\$1,000 ⁽¹⁾	2,506,5968	D ⁽²⁾	
Common Stock Warrant (right to buy)	\$2.25	09/29/2016		P		1,390,844		(5)	(5)	Common Stock	1,390,844	\$0 ⁽¹⁾	1,390,844	D ⁽²⁾	

1. Name and Address of Reporting Person* SPLIT ROCK PARTNERS II, LP		
(Last)	(First)	(Middle)
10400 VIKING DRIVE SUITE 250		
(Street) EDEN PRAIRIE MN 55344		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person* SPLIT ROCK PARTNERS II MANAGEMENT, LLC		
(Last)	(First)	(Middle)
10400 VIKING DRIVE SUITE 250		
(Street) EDEN PRAIRIE MN 55344		
(City)	(State)	(Zip)

Explanation of Responses:

1. On September 29, 2016, Histogenics Corporation ("Histogenics") closed a private placement with certain institutional and accredited investors, including Split Rock Partners II, L.P. ("SRP II"). In connection with the private placement, SRP II purchased (i) 276,801 shares of Histogenics common stock at a purchase price of \$2.25 per share and (ii) 2,506,5968 shares of series A convertible preferred stock at a purchase price of \$1,000 per share. As part of the private placement, SRP II received warrants to purchase up to 1,390,844 shares of Histogenics common stock at an exercise price of \$2.25 per share.

2. The securities are owned directly by SRP II. Voting and investment power over the securities is delegated to Split Rock Partners II Management, LLC ("SRPM II"), the general partner of SRP II. SRPM II has delegated voting and investment decisions to three individuals who require a two-thirds vote to act. SRPM II disclaims beneficial ownership of the securities except to the extent of any pecuniary interest therein.

