

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0001372299</a>			X Corporation
<b>Name of Issuer</b>			Limited Partnership
HISTOGENICS CORP			Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			General Partnership
DELAWARE			Business Trust
<b>Year of Incorporation/Organization</b>			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
HISTOGENICS CORP		830 WINTER STREET			
City	State/Province/Country	ZIP/PostalCode			
WALTHAM	MASSACHUSETTS	02451	781-457-7900		

3. Related Persons

Last Name	First Name	Middle Name
O'Donnell	Patrick	
Street Address 1	Street Address 2	
830 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McArdle	Kevin	
Street Address 1	Street Address 2	
830 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tarrant	Laurence	J.B.
Street Address 1	Street Address 2	
830 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Callahan	Brian	
Street Address 1	Street Address 2	
830 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Andriano	Kirk	
Street Address 1	Street Address 2	
830 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Fortune	Patrick	
Street Address 1	Street Address 2	
c/o Boston Millennia Partners	30 Rowes Wharf	
City	State/Province/Country	ZIP/PostalCode
Boston	MASSACHUSETTS	02110
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lewis	Michael	
Street Address 1	Street Address 2	
c/o ProChon Holdings BV	Stonehage SA,RueduPuit-Godetiz, Box 126	
City	State/Province/Country	ZIP/PostalCode
2005 Neuchatel 5	SWITZERLAND	00000
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Press	Philip	
Street Address 1	Street Address 2	
56 Conduit Street	Mayfair	
City	State/Province/Country	ZIP/PostalCode

London W1S 2YZ

UNITED KINGDOM

00000

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Rein

Harry

**Street Address 1**

**Street Address 2**

c/o Foundation Medical Partners

105 Rowayton Avenue

**City**

**State/Province/Country**

**ZIP/PostalCode**

Norwalk

CONNECTICUT

06853

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name**

**First Name**

**Middle Name**

Redfern

Dominic

**Street Address 1**

**Street Address 2**

c/o Altima Partners LLP

Sterling Square, 4th Floor,7  
CarltonGard

**City**

**State/Province/Country**

**ZIP/PostalCode**

London

UNITED KINGDOM

00000

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

X Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as  
an investment company under  
the Investment Company  
Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

#### 5. Issuer Size

**Revenue Range**

**OR**

**Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -  
\$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -  
\$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)

X Rule 506

Rule 504 (b)(1)(ii)

Securities Act Section 4(5)

Rule 504 (b)(1)(iii)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2011-05-13 First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Pooled Investment Fund Interests

X Debt

Tenant-in-Common Securities

Option, Warrant or Other Right to Acquire Another Security

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or  
Other Right to Acquire Security

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as  
a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Recipient CRD Number None

Boston Equity Advisors LLC

103300

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number X None

None

None

Street Address 1

Street Address 2

275 Turnpike Street, Suite 202

City State/Province/Country  
Canton MASSACHUSETTS

ZIP/Postal Code  
02021

State(s) of Solicitation (select all that apply) All States Foreign/non-US  
Check "All States" or check individual States

CONNECTICUT
GEORGIA
MASSACHUSETTS
NEW JERSEY

### 13. Offering and Sales Amounts

Total Offering Amount USD or X Indefinite  
Total Amount Sold \$34,300,000 USD  
Total Remaining to be Sold USD or X Indefinite

Clarification of Response (if Necessary):

The Total Amount Sold consists of the value of equity issued in a recapitalization and a business combination and debt issued in a financing of the combined businesses.

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15

### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate  
Finders' Fees \$1,000,000 USD Estimate

Clarification of Response (if Necessary):

The broker/dealer fees were paid only in connection with the business combination and not in connection with the subsequent financing.

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
HISTOGENICS CORP	/s/ Kevin McArdle	Kevin McArdle	Chief Financial Officer	2011-05-26

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.