

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>SPLIT ROCK PARTNERS II, LP</u> (Last) (First) (Middle) 10400 VIKING DRIVE SUITE 250 (Street) EDEN PRAIRIE MN 55344 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/02/2014	3. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [HSGX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	640,230 ⁽²⁾	(1)	D ⁽³⁾	
Series A-1 Convertible Preferred Stock	(1)	(1)	Common Stock	407,825 ⁽²⁾	(1)	D ⁽³⁾	
Common Stock Warrant (Right to Buy)	(4)	(4)	Common Stock	9,713 ⁽²⁾	0.76 ⁽²⁾	D ⁽³⁾	

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

- Each outstanding share of Series A Convertible Preferred Stock and Series A-1 Convertible Preferred Stock will convert on a 1:1 basis into the Issuer's common stock, immediately prior to the Issuer's initial public offering, for no additional consideration and including accrued dividends. These shares have no expiration date.
- Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
- The securities are owned directly by Split Rock Partners II, LP ("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.
- The Common Stock Warrant will be net exercised immediately prior to the Issuer's initial public offering. The expiration date of the warrant is upon the consummation of the Issuer's initial public offering or

a liquidity event (as described in such warrant).

SPLIT ROCK PARTNERS II,
LP, By: /s/ Steven L.P. Schwen, 12/02/2014
Chief Financial Officer

SPLIT ROCK PARTNERS II
MANAGEMENT, LLC, By: /s/
Steven L.P. Schwen, Chief
Financial Officer

** 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 5 (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.

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.