

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>Sofinnova Venture Partners VIII, L.P.</u> (Last) (First) (Middle) 3000 SAND HILL ROAD, BLDG 4, SUITE 250 (Street) MENLO PARK CA 94025 (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) Form filed by One Reporting Person <input checked="" 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 Preferred Stock	(1)	(1)	Common Stock	960,345 ⁽²⁾	(1)	I	See Footnote ⁽³⁾
Series A-1 Preferred Stock	(1)	(1)	Common Stock	611,738 ⁽²⁾	(1)	I	See Footnote ⁽³⁾
Common Stock Warrant (Right to Buy)	(4)	(4)	Common Stock	14,569 ⁽²⁾	0.76 ⁽²⁾	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Sofinnova Venture Partners VIII, L.P.
 (Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG 4, SUITE 250
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sofinnova Management VIII, L.L.C.
 (Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG 4, SUITE 250
 (Street)
 MENLO PARK CA 94025
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HEALY JAMES
 (Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG 4, SUITE 250
 (Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

AKKARAJU SRINIVAS

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

POWELL MICHAEL

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Mehra Anand

(Last) (First) (Middle)

3000 SAND HILL ROAD, 4-250

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Each outstanding share of Series A Preferred Stock and Series A-1 Preferred Stock will automatically 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.
2. Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.
3. The securities are owned directly by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"). Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, Srinivas Akkaraju, James I. Healy, Anand Mehra, and Michael Powell, the managing members of SM VIII, may be deemed to have shared voting and dispositive power over the shares owned by SVP VIII. Such persons and entities disclaim beneficial ownership over the shares owned by SVP VIII except to the extent of any pecuniary interest therein.
4. 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).

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for Sofinnova 12/02/2014
Venture Partners VIII, L.P.

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for Sofinnova 12/02/2014
Management VIII, L.L.C.

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for James 12/02/2014
Healy

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for Srinivas 12/02/2014
Akkaraju

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for Michael 12/02/2014
Powell

/s/ Albert W. Vanderlaan,
Attorney-in-Fact for Anand 12/02/2014
Mehra

** 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.

POWER OF ATTORNEY
FOR FORM ID

Know all by these presents, that the undersigned hereby constitutes and appoints Albert W. Vanderlaan as the undersigned's true and lawful attorney-in-fact to prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") (i) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain the required codes and passwords enabling the Company to make electronic filings with the SEC and (ii) reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with SEC rules or regulations.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of November, 2014.

SOFINNOVA VENTURE PARTNERS VIII, L.P.,
a Delaware Limited Partnership

By: SOFINNOVA MANAGEMENT VIII, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James I. Healy
James I. Healy
Managing Member

SOFINNOVA MANAGEMENT VIII, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James I. Healy
James I. Healy
Managing Member

By: /s/ James I. Healy
James I. Healy

By: /s/ Srinivas Akkaraju
Srinivas Akkaraju

By: /s/ Michael F. Powell
Michael F. Powell

By: /s/ Anand Mehra
Anand Mehra
