

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* <u>Kennedy Stephen Richard</u> (Last) (First) (Middle) <u>C/O HISTOGENICS CORPORATION</u> <u>830 WINTER STREET, 3RD FLOOR</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HISTOGENICS CORP [HSGX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
	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			

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				
Employee Stock Option (Right to Buy)	\$7.13	10/01/2018		D ⁽¹⁾			27,767	(2)	12/10/2023	Common Stock	27,767	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		27,767		(2)	12/10/2023	Common Stock	27,767	\$0.00	27,767	D	
Employee Stock Option (Right to Buy)	\$9.96	10/01/2018		D ⁽¹⁾		49,100		(3)	02/25/2025	Common Stock	49,100	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		49,100		(3)	02/25/2025	Common Stock	49,100	\$0.00	49,100	D	
Employee Stock Option (Right to Buy)	\$6.11	10/01/2018		D ⁽¹⁾		50,000		(4)	07/28/2015	Common Stock	50,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		50,000		(4)	07/28/2015	Common Stock	50,000	\$0.00	50,000	D	
Employee Stock Option (Right to Buy)	\$2.56	10/01/2018		D ⁽¹⁾		25,000		(5)	02/25/2026	Common Stock	25,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		25,000		(5)	02/25/2026	Common Stock	25,000	\$0.00	25,000	D	
Employee Stock Option (Right to Buy)	\$1.72	10/01/2018		D ⁽¹⁾		75,000		(6)	02/13/2027	Common Stock	75,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		75,000		(6)	02/13/2027	Common Stock	75,000	\$0.00	75,000	D	

**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				
Employee Stock Option (Right to Buy)	\$2.12	10/01/2018		D ⁽¹⁾			50,000	(7)	10/09/2027	Common Stock	50,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		50,000		(7)	10/09/2027	Common Stock	50,000	\$0.00	50,000	D	
Employee Stock Option (Right to Buy)	\$2.63	10/01/2018		D ⁽¹⁾			115,000	(8)	02/15/2028	Common Stock	115,000	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$0.568	10/01/2018		A ⁽¹⁾		115,000		(8)	02/15/2028	Common Stock	115,000	\$0.00	115,000	D	
Employee Stock Option (Right to Buy)	\$9.96	10/01/2018		D ⁽⁹⁾			30,000	(10)	02/25/2025	Common Stock	30,000	\$0.00	0	D	

Explanation of Responses:

- The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on October 1, 2018. Pursuant to the Option Repricing, the exercise price of each "Relevant Option" (any stock option awarded by the Issuer under its 2012 Equity Incentive Plan or 2013 Equity Incentive Plan with an exercise price greater than \$ 0.75628 per share held by current service providers other than the non-employee members of the Issuer's board of directors) has been amended to reduce such exercise price to \$0.568, which was the closing price of a share of the Issuer's common stock reported on The Nasdaq Capital Market on October 1, 2018. There have been no other changes to the terms of the Relevant Options.
- The stock option was originally granted to the Reporting Person on December 11, 2013 and is vested with respect to all of the shares underlying the option.
- The stock option was originally granted to the Reporting Person on February 26, 2015. This option vests over four (4) years of service following February 26, 2015, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service and in thirty-six (36) equal monthly installments thereafter.
- The stock option was originally granted to the Reporting Person on July 29, 2015. This option vests over four (4) years of service to the Issuer following July 29, 2015, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service to the Issuer following such date and the balance vesting in thirty-six (36) equal monthly installments thereafter.
- The stock option was originally granted to the Reporting Person on February 26, 2016. This option vests over four (4) years of service to the Issuer following February 26, 2016, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service to the Issuer following such date and the balance vesting in thirty-six (36) equal monthly installments thereafter.
- The stock option was originally granted to the Reporting Person on February 14, 2017. This option vests over four (4) years of service to the Issuer following February 14, 2017, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service to the Issuer following such date and the balance vesting in thirty-six (36) equal monthly installments thereafter.
- The stock option was originally granted to the Reporting Person on October 10, 2017. This option vests over four (4) years of service to the Issuer following October 10, 2017, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service to the Issuer following such date and the balance vesting in thirty-six (36) equal monthly installments thereafter.
- The stock option was originally granted to the Reporting Person on February 16, 2018. This option vests over four (4) years of service to the Issuer following February 16, 2018, with twenty-five percent (25%) vesting upon completion of one (1) year of continuous service to the Issuer following such date and the balance vesting in thirty-six (36) equal monthly installments thereafter.
- This transaction reflects the cancellation for no consideration of certain outstanding stock options to purchase common stock of the Issuer that were previously granted to the Reporting Person (the "Cancelled Options").
- The Cancelled Option was originally granted to the Reporting Person on February 26, 2015 and was to vest in full if the Issuer's Common Stock price reached \$19.92 per share or above for any consecutive sixty (60) day period within four (4) years of the date of grant.

Remarks:

/s/ Stephen Kennedy

10/02/2018

** 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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