

HISTOGENICS CORP  
Form 4  
December 08, 2014

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wilmslow Estates Ltd

(Last) (First) (Middle)

C/O HISTOGENICS CORPORATION, 830 WINTER STREET, 3RD FLOOR

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HISTOGENICS CORP [HSGX]

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price		
Common Stock	12/08/2014		C		747,000 (1)	A	(2) 1,036,244 D
Common Stock	12/08/2014		C		492,618 (1)	A	(2) 1,528,862 D
Common Stock	12/08/2014		X		11,502 (1)	A	\$ 0.76 (1) 1,540,364 D
Common Stock	12/08/2014		S(3)		792 (1)	D	\$ 11 1,539,572 D
	12/08/2014		P			A	\$ 11 1,934,490 D

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Common Stock				394,918			
				<u>(1)</u>			
Common Stock	12/08/2014		J	17,383	D	<u>(4)</u>	1,917,107 D
				<u>(1)</u>			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(2)</u>	12/08/2014		C	747,000 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	747,000 <u>(1)</u>
Series A-1 Preferred Stock	<u>(2)</u>	12/08/2014		C	492,618 <u>(1)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	492,618 <u>(1)</u>
Common Stock Warrant (Right to Buy)	\$ 0.76 <u>(1)</u>	12/08/2014		X	11,502 <u>(1)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	11,502 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilmslow Estates Ltd C/O HISTOGENICS CORPORATION 830 WINTER STREET, 3RD FLOOR WALTHAM, MA 02451			X	

## Signatures

/s/ Cora Binchy /s/ Ian Ferguson, For: Chaumont (Directors) Limited, The corporate director  
of the Reporting Person

12/08/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Reflects a 10.804-to-1 reverse stock split effected on November 14, 2014.

Each outstanding share of Series A Preferred Stock and Series A-1 Preferred Stock automatically converted on a 1:1 basis into the Issuer's common stock, immediately prior to the closing of the Issuer's initial public offering, for no additional consideration and including accrued dividends. These shares have no expiration date.

(2) common stock, immediately prior to the closing of the Issuer's initial public offering, for no additional consideration and including accrued dividends. These shares have no expiration date.

(3) The Common Stock Warrant was automatically net exercised, immediately prior to the closing of the Issuer's initial public offering. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 792 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 10,710 shares. 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).

(4) These shares of Common Stock were transferred to a strategic partner of the Issuer to satisfy the Reporting Person's contractual obligations under certain agreements between the Issuer, the Reporting Person, certain of the Issuer's other stockholders, and such strategic partner.

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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