

HISTOGENICS CORP
Form 4
October 03, 2016

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 *
RAKIN KEVIN

(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)
09/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	09/29/2016		A		6,634	A	\$ 2.25	57,053	I	See Footnote (1)
Common Stock	09/29/2016		A		6,634	A	\$ 2.25	63,687	I	See Footnote (2)
Common Stock	09/29/2016		A		22,113	A	\$ 2.25	85,800	I	See Footnote (3)

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

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(9-02)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A Convertible Preferred Stock	(4)	09/29/2016		A		60.0728 (4)	(4)	(4)	Common Stock	26,699 (4)
Series A Convertible Preferred Stock	(4)	09/29/2016		A		60.0728 (4)	(4)	(4)	Common Stock	26,699 (4)
Series A Convertible Preferred Stock	(4)	09/29/2016		A		200.2455 (4)	(4)	(4)	Common Stock	88,998 (4)
Common Stock Warrant (Right to Buy)	\$ 2.25	09/29/2016		A		33,333	(5)	(5)	Common Stock	33,333
Common Stock Warrant (Right to Buy)	\$ 2.25	09/29/2016		A		33,333	(5)	(5)	Common Stock	33,333
Common Stock Warrant (Right to Buy)	\$ 2.25	09/29/2016		A		111,111	(5)	(5)	Common Stock	111,111

Reporting Owners

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

Signatures

/s/ Kevin Rakin 10/03/2016

 Signature of Date
Reporting Person

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) The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Sarah Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, except to the extent of his pecuniary interest therein.
 - (2) The reportable securities are owned by the Alison N Hoffman and Kevin L Rakin Irrevocable Trust For Julia Hoffman Rakin. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.
 - (3) The reportable securities are owned by the Kevin L Rakin Irrevocable Trust. The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose, except to the extent of his pecuniary interest therein.
 - (4) The shares of Series A Convertible Preferred Stock have a stated value of \$1,000 per share and will be convertible into shares of the Issuer's Common Stock, subject to certain conditions including the receipt of requisite stockholder approval pursuant to the Certificate of Designation governing the rights, preferences and privileges of the Series A Convertible Preferred Stock. The initial conversion price of \$2.25 is subject to appropriate adjustment in the event of a stock split, stock dividend, combination, reclassification or other recapitalization affecting the Issuer's Common Stock
 - (5) The Common Stock Warrants are exercisable at any time on or after the date (the "Initial Exercise Date") that the Company's stockholders approve the transactions contemplated by that certain securities purchase agreement dated September 15, 2016 pursuant to which the warrants were issued through the close of business on the five year anniversary of the Initial Exercise Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.