

RAKIN KEVIN
Form 4
October 11, 2018

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)
10/10/2018

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	10/10/2018		P		230,768	A	11
Common Stock					33,333	I	See Footnote (2)
Common Stock					33,333	I	See Footnote (3)
Common Stock					146,735	I	See Footnote

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrant (Right to Buy)	\$ 0.7	10/10/2018		P	173,076	10/10/2018	10/10/2023	Common Stock	173,076

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 10/10/2018
 **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 Common Stock and Common Stock Warrants were issued and sold in a fixed combination at a purchase price of \$0.65 per unit. Each share of Common Stock is accompanied by a Common Stock Warrant to purchase 0.75 shares of Common Stock, which are exercisable immediately for a period of 5 years from the date of issuance.
- (2) 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

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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.

- (3) 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.

- (4) 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.

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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