

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 *
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)
12/08/2014

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 or (D) Price | | |
| Common Stock | 12/08/2014 | | C | | 9,667 (1) A (2) 22,985 | D | |
| Common Stock | 12/08/2014 | | C | | 5,871 (1) A (2) 28,747 | D | |
| Common Stock | 12/08/2014 | | X | | 242 (1) A \$ 0.76 (1) 28,989 | D | |
| Common Stock | 12/08/2014 | | S(3) | | 17 (1) D \$ 11 28,972 | D | |
| | 12/08/2014 | | P | | A \$ 11 35,714 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------------------|---|------------|--------|---|-------------------------|
| Common Stock | | | | 6,742 <u>(1)</u> | | | | | |
| Common Stock | 12/08/2014 | | J | 89 <u>(1)</u> | D | <u>(5)</u> | 35,625 | D | |
| Common Stock | 12/08/2014 | | C | 6,444 <u>(1)</u> | A | <u>(2)</u> | 42,069 | I | See Footnote <u>(4)</u> |
| Common Stock | 12/08/2014 | | C | 3,914 <u>(1)</u> | A | <u>(2)</u> | 45,983 | I | See Footnote <u>(4)</u> |
| Common Stock | 12/08/2014 | | P | 4,495 <u>(1)</u> | A | \$ 11 | 50,478 | I | See Footnote <u>(4)</u> |
| Common Stock | 12/08/2014 | | J | 58 <u>(1)</u> | D | <u>(5)</u> | 50,420 | I | See Footnote <u>(4)</u> |

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) | 8. Price or Deriv. Secur. (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|----------------------------|----|
| | | | | 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 | 9,667 <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 9,667 <u>(1)</u> | \$ |
| Series A-1 Preferred Stock | <u>(2)</u> | 12/08/2014 | | C | 5,871 <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 5,871 <u>(1)</u> | \$ |
| | \$ 0.76 <u>(1)</u> | 12/08/2014 | | X | | <u>(3)</u> | <u>(3)</u> | | 225 <u>(1)</u> | \$ |

| | | | | | | | | | | |
|---|------------|------------|---|--|---------------------|------------|------------|-----------------|---------------------|----|
| Common Stock Warrant (Right to Buy) | | | | | 242 <u>(1)</u> | | | Common Stock | | |
| Series A Preferred Stock | <u>(2)</u> | 12/08/2014 | C | | 6,444 <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 6,444 <u>(1)</u> | \$ |
| Series A-1 Preferred Stock | <u>(2)</u> | 12/08/2014 | C | | 3,914 <u>(1)</u> | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,914 <u>(1)</u> | \$ |

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 12/08/2014

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

(2) All outstanding shares of the Issuer's preferred stock converted on a 1:1 basis into shares of 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.

(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 17 of the warrant shares to pay the exercise price and issuing the Reporting Person the remaining 225 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) 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 or for any other purpose, except to the extent of his pecuniary interest therein.

(5) 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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