

HISTOGENICS CORP  
Form SC 13G  
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_)\*

Histogenics Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

43358V109

(CUSIP Number)

December 2, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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<input type="checkbox"/>	Rule 13d-1(b)
<input checked="" type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 11

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1 Sofinnova Venture Partners VIII, L.P. ("SVP VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

5 OWNED BY EACH REPORTING PERSON WITH 2,077,040 shares, except that Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, may be deemed to have sole voting power, and Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy"), Dr. Anand Mehra ("Mehra") and Dr. Srinivas Akkaraju ("Akkaraju"), the managing members of SM VIII, may be deemed to have shared power to vote these shares.

SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

72,077,040 shares, except that SM VIII, the general partner of SVP VIII, may be deemed to have sole dispositive power and Powell, Healy, Mehra and Akkaraju, the managing members of SM VIII, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,077,040 shares

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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	16.3%
12	TYPE OF REPORTING PERSON (See Instructions)	PN

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NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

Sofinnova Management VIII, L.L.C. ("SM VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY

OWNED BY  
EACH  
REPORTING

52,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole voting power, and Powell, Healy, Mehra and Akkaraju, the managing members of SM VIII, may be deemed to have shared power to vote these shares.

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

7

2,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole dispositive power, and Powell, Healy, Mehra and Akkaraju, the managing members of SM VIII, may be deemed to have shared dispositive power over these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,077,040  
shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	16.3%
TYPE OF REPORTING PERSON (See Instructions)	
12	OO

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NAME OF REPORTING

ISS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael F. Powell ("Powell")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SOLE VOTING POWER  
5  
0 shares.  
SHARES

BENEFICIALLY SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON 62,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole voting power, and Powell, a managing member of SM VIII, may be deemed to have shared voting power to vote these shares.

WITH SOLE DISPOSITIVE POWER  
7  
0 shares.

SHARED DISPOSITIVE POWER  
82,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole dispositive power, and Powell, a managing member of SM VIII, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,077,040 shares  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES   
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.3%  
12 TYPE OF REPORTING PERSON IN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dr. James I. Healy (“Healy”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SOLE VOTING POWER

5

0 shares.

SHARES

BENEFICIALLY

SHARED VOTING POWER

OWNED BY EACH REPORTING

62,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole voting power, and Healy, a managing member of SM VIII, may be deemed to have shared voting power to vote these shares.

PERSON

WITH

SOLE DISPOSITIVE POWER

7

0 shares.

SHARED DISPOSITIVE POWER

82,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole dispositive power, and Healy, a managing member of SM VIII, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,077,040 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.3%

12 TYPE OF REPORTING PERSON IN



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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dr. Srinivas Akkaraju ("Akkaraju")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

SOLE VOTING POWER

NUMBER OF 5  
SHARES 0 shares.

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

EACH 62,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of  
REPORTING SVP VIII, may be deemed to have sole voting power, and Akkaraju, a managing member of SM  
PERSON VIII, may be deemed to have shared voting power to vote these shares.

WITH

SOLE DISPOSITIVE POWER

7  
0 shares.

SHARED DISPOSITIVE POWER

82,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of  
SVP VIII, may be deemed to have sole dispositive power, and Akkaraju, a managing member of  
SM VIII, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,077,040 shares
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	16.3%
12 TYPE OF REPORTING PERSON	IN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dr. Anand Mehra ("Mehra")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SOLE VOTING POWER  
5  
0 shares.  
SHARES

BENEFICIALLY SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON 62,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole voting power, and Mehra, a managing member of SM VIII, may be deemed to have shared voting power to vote these shares.

WITH SOLE DISPOSITIVE POWER  
7  
0 shares.

SHARED DISPOSITIVE POWER  
82,077,040 shares, all of which are owned directly by SVP VIII. SM VIII, the general partner of SVP VIII, may be deemed to have sole dispositive power, and Mehra, a managing member of SM VIII, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,077,040 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.3%

12 TYPE OF REPORTING PERSON IN

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ITEM 1(A). NAME OF ISSUER

Histogenics Corporation

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

830 Winter Street, 3rd Floor

Waltham, Massachusetts 02451

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"), Sofinnova Management VIII, L.L.C. ("SM VIII"), Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy"), Dr. Srinivas Akkaraju ("Akkaraju") and Dr. Anand Mehra ("Mehra"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

SM VIII, the general partner of SVP VIII, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by SVP VIII. Powell, Healy, Akkaraju and Mehra are the managing members of SM VIII and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by SVP VIII.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Sofinnova Ventures

3000 Sand Hill Road, Bldg. 4, Suite 250

Menlo Park, CA 94025

ITEM 2(C) CITIZENSHIP

SVP VIII is a Delaware limited partnership. SM VIII is a Delaware limited liability company. Powell, Healy, Akkaraju and Mehra are United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock

CUSIP # 43358V109

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreement of SVP VIII and the limited liability company agreement of SM VIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

Sofinnova Venture Partners VIII, L.P. /s/ Nathalie Auber  
By Sofinnova Management VIII, L.L.C. Nathalie Auber, Attorney-in-Fact\*  
Its General Partner

Sofinnova Management VIII, L.L.C. /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Michael F. Powell /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

James I. Healy /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Srinivas Akkaraju /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Anand Mehra /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	12



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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Histogenics Corporation shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2015

Sofinnova Venture Partners VIII, L.P. /s/ Nathalie Auber  
By Sofinnova Management VIII, L.L.C. Nathalie Auber, Attorney-in-Fact\*  
Its General Partner

Sofinnova Management VIII, L.L.C. /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Michael F. Powell /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

James I. Healy /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Srinivas Akkaraju /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

Anand Mehra /s/ Nathalie Auber  
Nathalie Auber, Attorney-in-Fact\*

\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.