

HISTOGENICS CORP  
Form SC 13G/A  
February 12, 2019

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. 2)\*

Histogenics Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

43358V109  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

“ 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).

Page 1 of 10 Pages

Exhibit Index Contained on Page 9

CUSIP NO. 43358V109 13 G Page 2 of 10

NAME OF REPORTING PERSONS

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

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

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

2 (a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES - 0 -

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY EACH - 0 -

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON - 0 -

WITH 8 SHARED DISPOSITIVE POWER  
- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

- 0 -

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

CUSIP NO. 43358V109 13 G Page 3 of 10

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) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

- 0 -

NUMBER OF  
SHARES

SHARED VOTING POWER

6

- 0 -

BENEFICIALLY  
OWNED BY EACH  
REPORTING

SOLE DISPOSITIVE POWER

7

- 0 -

PERSON

SHARED DISPOSITIVE POWER

WITH

8

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

- 0 -

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)

0%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP NO. 43358V109 13 G Page 4 of 10

NAME OF REPORTING

1 SS 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) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
SHARES	- 0 -	
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH	- 0 -	
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON	- 0 -	
WITH	8	SHARED DISPOSITIVE POWER
	- 0 -	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 43358V109 13 G Page 5 of 10

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) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

SHARES - 0 -

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH - 0 -

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON - 0 -

WITH 8 SHARED DISPOSITIVE POWER

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

- 0 -

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 43358V109 13 G Page 6 of 10

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) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5

- 0 -

NUMBER OF  
SHARES

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING

6

- 0 -

SOLE DISPOSITIVE POWER

PERSON

7

- 0 -

WITH

SHARED DISPOSITIVE POWER

8

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

- 0 -

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 43358V109 13 G Page 7 of 10

This Amendment No. 2 to Schedule 13G ("Amendment No. 2") amends the Schedule 13G previously filed on February 17, 2015, as amended and restated on February 11, 2016 ("Original Schedule 13G"). Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Persons is provided as of December 31, 2018:

(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.

(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:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒ Yes

CUSIP NO. 43358V109 13 G Page 8 of 10

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, 2019

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\*

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

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

CUSIP NO. 43358V109 13 G Page 9 of 10

EXHIBIT INDEX

<b>Exhibit</b>	<b>Found on Sequentially Numbered Page</b>
Exhibit A: Agreement of Joint Filing	10

CUSIP NO. 43358V109 13 G Page 10 of 10

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.