

HISTOGENICS CORP
Form DEFA14A
April 26, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary
Proxy
Statement

Confidential,
for Use of
the
Commission
Only (as
permitted by
Rule
14a-6(e)(2))

Definitive
Proxy
Statement

Definitive
Additional
Materials

Soliciting
Material
Pursuant to
§240.14a-12
Histogenics Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

*** Exercise Your Right to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 15, 2018 HISTOGENICS CORPORATION BROKER LOGO HEREReturn Address Line 1 Return Address Line 2 Return Address Line 3 51 MERCEDES WAY EDGEWOOD NY 11717 Investor Address Line 2 Investor Address Line 3 Investor Address Line 4 Investor Address Line 5 John Sample 1234 ANYWHERE STREET ANY CITY, ON A1A 1A1 1 OF 2 12 15 Meeting Information Meeting Type:Annual Meeting For holders as of: April 23, 2018 Date:June 15, 2018 Time:9:00 AM EDT Location:Offices of Gunderson Dettmer et al., LLP One Marina Park Drive Suite 900 Boston, MA 02210 You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.BARCODE Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence # 0000375013_1 R1.0.1.17

-Before You Vote- Proxy Materials Available to VIEW or RECEIVE: 1. Notice & Proxy Statement 2. Form 10-K
How to View Online: Have the information that is printed in the box marked by the arrow xxxx xxxx xxxx xxxx
(located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL
Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for
requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET:
www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If
requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by
the arrow xxxx xxxx xxxx xxxx (located on the following page) in the subject line. Requests, instructions and other
inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as
instructed above on or before June 03, 2018 to facilitate timely delivery. -How To Vote- Please Choose One of the
Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must
request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the
materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements
including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please
check the meeting materials for any special requirements for meeting attendance. Vote By Internet: To vote now by
Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow xxxx xxxx
xxxx xxxx available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of
the materials, which will include a voting instruction form. Internal Use Only 0000375013_2 R1.0.1.17

Voting items The Board of Directors recommends that you vote FOR the following: 1. Election of Directors
Nominees 01 Joshua Baltzell 02 Kevin Rakin The Board of Directors recommends you vote FOR the following
proposal(s): 2 To ratify the selection by the Audit Committee of our Board of Directors of Grant Thornton LLP as the
independent registered public accounting firm of the Company for the year ending December 31, 2018. NOTE: Such
other business as may properly come before the meeting or any adjournment thereof. BARCODE 0000 0000 0000
0000 Broadridge Internal Use Only xxxxxxxxxxx xxxxxxxxxxx Cusip Job # Envelope # Sequence # # of # Sequence #
0000375013_3 R1.0.1.17

Reserved for Broadridge Internal Control Information Voting Instructions THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO BANKS AND BROKERS AS REQUIRED BY THE NEW YORK STOCK EXCHANGE THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence # 0000375013_4 R1.0.1.17