

HISTOGENICS CORP
Form SC 13D/A
January 15, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Amendment No. 1)*
Under the Securities Exchange Act of 1934

HISTOGENICS CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

43358V109
(CUSIP Number)

Third Security, LLC
1881 Grove Avenue
Radford, Virginia 24141
Attention: Marcus E. Smith, Esq.
(540) 633-7900
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:
Intrexon Corporation
Attention: Legal
20374 Seneca Meadows Parkway
Germantown, Maryland 20876
(301) 556-9809

January 14, 2019
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Randal J. Kirk

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF GROUP (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS

4

PF

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,692,366

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

1,692,366

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

1,692,366

12

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.7%

14

TYPE OF REPORTING PERSON
IN

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Intrexon Corporation

I.R.S. IDENTIFICATION NO.:
26-0084895

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Virginia

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,692,366

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

1,692,366

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,692,366

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

2.7%

14 TYPE OF REPORTING PERSON
CO

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This Amendment No. 1 (the "Amendment") amends and supplements the Statement on Schedule 13D, dated December 8, 2014 and filed on December 10, 2014 (the "Original Schedule 13D"), relating to the Common Stock, par value \$0.01 per share (the "Common Stock"), of Histogenics Corporation, a Delaware corporation (the "Company"), whose principal executive offices are located at 830 Winter Street, 3rd Floor, Waltham, Massachusetts 02451. Mr. Randal J. Kirk ("Mr. Kirk") and Intrexon Corporation, a Virginia corporation that is controlled by Mr. Kirk ("Intrexon" and, together with Mr. Kirk, the "Reporting Persons"), are filing this Amendment to disclose the sale of an aggregate of 998,204 shares of Common Stock held by Intrexon in open market transactions between January 11, 2019 and January 15, 2019. The filing of this Amendment No. 1 represents the final amendment to the Original Schedule 13D and constitutes an exit filing for the Reporting Persons.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

The information set forth in Items 3 and 6 is incorporated herein by reference.

The Reporting Persons are filing this Amendment to disclose the sale of 998,204 shares of Common Stock held by Intrexon in open market transactions between January 11, 2019 and January 15, 2019, for aggregate net proceeds of approximately \$154,163.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (b) of the Original Schedule 13D are hereby amended and restated to read in their entirety as follows:

(a) and (b) See Items 11 and 13 of the cover pages to this Statement for the aggregate number of shares and percentage of issued and outstanding shares of Common Stock of the Company owned by the Reporting Persons. The percentage ownership is calculated based on 62,025,398 shares of Common Stock issued and outstanding as of November 6, 2018, as disclosed by the Company in its Quarterly Report on Form 10-Q for the period ending September 30, 2018 and filed on November 8, 2018.

Reporting Person	Amount of		Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote		Shared Power to Dispose or to Direct the Disposition
	Common Stock Beneficially Owned	Percent of Class		Power to Dispose or to Direct the Disposition	Power to Dispose or to Direct the Disposition	
Randal J. Kirk	1,692,366	2.7%	--	1,692,366	--	1,692,366
Intrexon Corporation	1,692,366	2.7%	--	1,692,366	--	1,692,366

Mr. Kirk could be deemed to have indirect beneficial ownership of the shares of Common Stock directly beneficially owned by Intrexon.

(c) Except as set forth in this Item 5, none of the Reporting Persons have engaged in any transactions in the Common Stock in the past 60 days.

(d) Not applicable.

Based upon the number of shares of Common Stock outstanding as of November 6, 2018, as disclosed by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2018, the Reporting Persons are no longer the owners of more than five percent (5%) of the Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated as of January 15, 2019, by and between Mr. Kirk and Intrexon

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SIGNATURES

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

Date: January 15, 2019

/s/ Randal J. Kirk

Randal J. Kirk

INTREXON CORPORATION

By: /s/ Randal J. Kirk

Randal J. Kirk

Chief Executive Officer

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EXHIBIT INDEX

Exhibit 1 Joint Filing Agreement, dated as of January 15, 2019, by and between Mr. Kirk and Intrexon
