HISTOGENICS CORP Form 8-K September 22, 2017

### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 8-K

## **Current Report Pursuant**

to Section 13 or 15(d) of the

**Securities Exchange Act of 1934** 

Date of Report (Date of earliest event Reported): September 18, 2017

### HISTOGENICS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction

**001-36751** (Commission

04-3522315 (I.R.S. Employer

of Incorporation)

File Number) 830 Winter Street, 3rd Floor **Identification Number)** 

## Edgar Filing: HISTOGENICS CORP - Form 8-K

### Waltham, Massachusetts 02451

(781) 547-7900

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

#### Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

# Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

## (b) Resignation of Executive Officer

On September 18, 2017, Gloria Matthews, DVM, Ph.D., DAVCS notified Histogenics Corporation (the Company) of her resignation as the Company s Chief Medical Officer. Dr. Matthews resignation will become effective as of September 29, 2017. Dr. Matthews resigned to pursue a senior executive opportunity at a large non-competitive biopharmaceutical firm, and not due to any disagreement with the Company s strategy, operations, financials, policies or procedures.

The Company has commenced a comprehensive search for a new Chief Medical Officer with a leading executive search firm. Dr. Matthews is working with the Company s management team and board of directors to jointly design a transition plan. Dr. Matthews will continue to advise the Company as the Chairperson of the Company s newly created Clinical Advisory Board.

## **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 22, 2017

## **HISTOGENICS CORPORATION**

By: /s/ Adam Gridley Adam Gridley

President and Chief Executive Officer