

Filed by Histogenics Corporation pursuant to
Rule 425 under the Securities Act of 1933
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under the Securities Exchange Act of 1934

Subject Company: Histogenics Corporation (SEC File No. 001-36751)
Commission File No. for the Related Registration Statement: 333-232147



August 22, 2019

Dear Stockholder:

According to our latest records, we have not yet received your proxy for the **important** Special Meeting of Histogenics Corporation stockholders taking place on September 12, 2019 in connection with the proposed merger with Ocugen, Inc. **Your Board of Directors unanimously recommends that stockholders vote FOR the merger and related proposals on the agenda.**

THE MERGER CANNOT BE CONSUMMATED WITHOUT THE APPROVAL OF PROPOSAL NOS. 1 AND 2. Therefore, your vote is important, no matter how many or how few shares you may own.

Please help your company avoid the expense of further solicitation by voting **TODAY** by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.

Very truly yours,

Adam Gridley
President
Histogenics Corporation

REMEMBER:

**You can vote your shares *via* the Internet.
Please follow the easy instructions on the enclosed proxy card.**

If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor:

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.**