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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

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**HISTOGENICS CORPORATION**

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(Name of Issuer)

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

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**43358V109**  
(CUSIP Number)

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**Third Security, LLC  
1881 Grove Avenue  
Radford, Virginia 24141  
Attention: Marcus E. Smith, Esq.  
(540) 633-7900**

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(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**

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

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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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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS</b> Randal J. Kirk	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS</b> PF	
<b>5</b>	<b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 1,692,366
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 1,692,366
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 1,692,366	
<b>12</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 2.7%	
<b>14</b>	<b>TYPE OF REPORTING PERSON</b> IN	

<p><b>1</b></p>	<p><b>NAMES OF REPORTING PERSONS</b>  <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS</b>                  Intrexon Corporation  <b>I.R.S. IDENTIFICATION NO.: 26-0084895</b></p>	
<p><b>2</b></p>	<p><b>CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP</b> (a) <input type="checkbox"/>                  (b) <input checked="" type="checkbox"/></p>	
<p><b>3</b></p>	<p><b>SEC USE ONLY</b></p>	
<p><b>4</b></p>	<p><b>SOURCE OF FUNDS</b>                  WC</p>	
<p><b>5</b></p>	<p><b>CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)</b> <input type="checkbox"/></p>	
<p><b>6</b></p>	<p><b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>                  Virginia</p>	
<p><b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b></p>	<p><b>7</b></p>	<p><b>SOLE VOTING POWER</b>                  0</p>
	<p><b>8</b></p>	<p><b>SHARED VOTING POWER</b>                  1,692,366</p>
	<p><b>9</b></p>	<p><b>SOLE DISPOSITIVE POWER</b>                  0</p>
	<p><b>10</b></p>	<p><b>SHARED DISPOSITIVE POWER</b>                  1,692,366</p>
<p><b>11</b></p>	<p><b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>                  1,692,366</p>	
<p><b>12</b></p>	<p><b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/></p>	
<p><b>13</b></p>	<p><b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b>                  2.7%</p>	
<p><b>14</b></p>	<p><b>TYPE OF REPORTING PERSON</b>                  CO</p>	

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, 3<sup>rd</sup> 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.

<b>Reporting Person</b>	<b>Amount of Common Stock Beneficially Owned</b>	<b>Percent of Class</b>	<b>Sole Power to Vote or Direct the Vote</b>	<b>Shared Power to Vote or Direct the Vote</b>	<b>Sole Power to Dispose or to Direct the Disposition</b>	<b>Shared Power to Dispose or to Direct the Disposition</b>
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.
- (e) 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

**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

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**Exhibit 1**

**Joint Filing Agreement**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D (including amendments thereto) with regard to the common stock of Histogenics Corporation, and further agree that this Joint Filing Agreement be included as an exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this agreement as of the 15<sup>th</sup> day of January, 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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