

Filed by Histogenics Corporation pursuant to  
Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-6  
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



**IMPORTANT  
MESSAGE FOR ALL  
SHAREHOLDERS  
OF HISTOGENICS  
CORPORATION  
YOUR VOTE IS IMPORTANT!**

**Questions on How to Vote?**

**Call Innisfree M&A Incorporated at 1-877-750-9496**

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**HERE ARE THE KEY REASONS WHY YOU SHOULD VOTE TODAY:**

**1. Our Board and Independent Advisors Agree. The Merger is Good for Histogenics Shareholders.**

- **Unanimously approved** by the Boards of Directors of Histogenics and Ocugen.
- A nationally recognized shareholder advisory firm stated that the transaction “represent[s] the **best alternative** reasonably available” to Histogenics.\*

**2. Stronger Value as One Company.**

- The merger is expected to produce a clinical-stage biopharmaceutical company focused on **developing innovative therapies** to address rare and underserved eye diseases with the potential to **deliver substantial value for shareholders**.

**3. The Merger is The Best Path Forward.**

- If we do not complete the merger, Histogenics will likely liquidate, which could cause shareholders to lose most of the value of their investment. You can help prevent this loss by **voting today FOR all proposals**.



If you need assistance in completing the proxy card or have questions, please contact Histogenics' proxy solicitor, Innisfree M&A Incorporated.

**Shareholders call toll-free: 1-877-750-9496**  
**Banks & Brokers call collect: 1-212-750-5833**

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\* Permission to use quotation was neither sought nor obtained. Emphasis added.

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## USE ONE OF THE EASY WAYS TO VOTE BELOW:



**VOTE BY PHONE**  
**1-800-454-8683**

**VOTE BY INTERNET**  
**WWW.PROXYVOTE.COM**

You'll need your **CONTROL NUMBER**, which can be found on the Voting Instruction Form in the box next to the arrow, as shown in the example below:



**XXXX-XXXX-XXXX-XXXX**

You may also vote by simply signing, dating and returning the Voting Instruction Form in the postage-paid envelope provided.

### **ANY QUESTIONS?**

Please call our proxy solicitor,  
**Innisfree M&A Incorporated**

**Toll free: 1-877-750-9496** (from the U.S. or Canada)  
or **+1-412-232-3651** (from other locations)