

INVIVO THERAPEUTICS HOLDINGS CORP.  
Form 10-Q/A  
July 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q/A**

(Amendment No. 2)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011.

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 000-52089

**InVivo Therapeutics Holdings Corp.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation or organization)	<b>36-4528166</b> (I.R.S. Employer Identification Number)
<b>One Broadway, 14<sup>th</sup> Floor, Cambridge MA</b> (Address of principal executive offices)	<b>02142</b> (Zip code)
<b>(617)-475-1520</b> (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 13, 2011, 51,674,712 shares of the registrant's Common Stock, \$0.00001 par value, were issued and outstanding.

**EXPLANATORY NOTE**

InVivo Therapeutics Holdings Corp. (the Company) is filing this Amendment No. 2 to Quarterly Report on Form 10-Q/A (this Amendment) to amend the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2011, as filed with the Securities and Exchange Commission (the SEC) on May 16, 2011 and as amended on June 30, 2011 (the Form 10-Q). This Amendment is being filed solely to re-file Exhibit 10.1 to the 10-Q, in response to communications with the SEC in connection with a confidential treatment request with respect to exhibit 10.1. Item 6 of Part II of the 10-Q is hereby amended to include a revised unredacted version of Exhibit 10.1.

No other changes have been made to the 10-Q. This Amendment speaks as of the original filing date of the 10-Q and does not reflect any events that occurred at a date subsequent to the filing of the 10-Q or modify or update those disclosures therein in any way.

**PART II OTHER INFORMATION**

**Item 6. Exhibits.**

The Exhibits listed in the Exhibit Index immediately preceding such Exhibits are filed with, or incorporated by reference in, this report.

**SIGNATURES**

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

**INVIVO THERAPEUTICS HOLDINGS CORP.**

*Date: July 18, 2011*

*By: /s/ Frank M. Reynolds*

*Name: Frank M. Reynolds*

*Title: Chief Executive Officer and Chief Financial*

*Officer (Principal Executive, Financial and Accounting Officer)*

**EXHIBIT INDEX**

- 10.1 License Agreement dated July 2007 between InVivo Therapeutics Corp. and Children s Medical Center Corporation\*
- 31.1/31.2 Certification by the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*\*
- 31.3 Certification by the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.1/32.2 Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*

\* Filed herewith.

\*\* Previously filed with the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011.