

REYNOLDS FRANCIS

Form 4

January 09, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

 1. Name and Address of Reporting Person *
 REYNOLDS FRANCIS

 2. Issuer Name **and** Ticker or Trading Symbol
 INVIVO THERAPEUTICS
 HOLDINGS CORP. [NVIV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O INVIVO THERAPEUTICS
 HOLDINGS CORP., ONE
 KENDALL SQUARE, SUITE
 B14402

 3. Date of Earliest Transaction
 (Month/Day/Year)
 01/07/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 CEO, CFO

(Street)
 CAMBRIDGE, MA 02139

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
COMMON STOCK	01/07/2013		S(1)	2,000 D	\$ 1.9 14,290,660	D	
COMMON STOCK	01/07/2013		S(1)	2,250 D	\$ 1.96 14,288,410	D	
COMMON STOCK	01/08/2013		S(1)	1,000 D	\$ 2.06 14,287,410	D	
COMMON STOCK	01/08/2013		S(1)	1,000 D	\$ 2.07 14,286,410	D	

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COMMON STOCK	01/08/2013	S ⁽¹⁾	2,250	D	\$ 2.12	14,284,160	D	
COMMON STOCK	01/09/2013	S ⁽¹⁾	2,000	D	\$ 2.17	14,282,160	D	
COMMON STOCK	01/09/2013	S ⁽¹⁾	2,250	D	\$ 2.25	14,279,910	D	
COMMON STOCK						13,603	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REYNOLDS FRANCIS C/O INVIVO THERAPEUTICS HOLDINGS CORP. ONE KENDALL SQUARE, SUITE B14402 CAMBRIDGE, MA 02139	X	X	CEO, CFO	

Signatures

/S/ ELIZABETH FRASER, AS ATTORNEY IN FACT
01/09/2013

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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