

INVIVO THERAPEUTICS HOLDINGS CORP.
 Form 4
 September 27, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 81 LAKE SHORE RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/23/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SALEM, NH 03079

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	09/23/2013		S ⁽¹⁾	12,000 D \$ 1.4 ₍₂₎	11,391,920	D	
Common Stock	09/23/2013		G	V 400,000 D \$ 0	10,991,920	D	
Common Stock	09/24/2013		S ⁽¹⁾	12,000 D \$ 1.47 ₍₃₎	10,979,920	D	
Common Stock	09/25/2013		S ⁽¹⁾	12,000 D \$ 1.61 ₍₄₎	10,967,920	D	
					23,488	I	401K Plan

Common
Stock

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

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SEC 1474
(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. 6)
				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 81 LAKE SHORE RD. SALEM, NH 03079		X		

Signatures

/s/ Francis
Reynolds 09/25/2013
 **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 1065-1 trading plan adopted by the reporting person.
 The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.35
- (2) to 1.44, inclusive. The reporting person undertakes to provide the staff of the SEC, upon request full information reporting the number of shares sold at each separate price within the ranges set forth in footnotes 2 through 4.

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- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.40 to \$1.55, inclusive.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.47 to \$1.70, inclusive.

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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