REYNOLDS FRANCIS

Form 4

January 06, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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 See Instruction

response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **REYNOLDS FRANCIS**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

INVIVO THERAPEUTICS HOLDINGS CORP. [NVIV]

(Check all applicable)

CEO, CFO

6. Individual or Joint/Group Filing(Check

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director _X__ 10% Owner X_ Officer (give title

(Month/Day/Year) 01/04/2012

below)

Other (specify below)

C/O INVIVO THERAPEUTICS **HOLDINGS CORP., ONE BROADWAY, 14TH FLOOR**

4. If Amendment, Date Original

Applicable Line)

(Street)

(Zip)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(State)

(- 3)	()	1 able	: 1 - Non-D	erivative Se	curities A	cquire	a, Disposea oi, o	r Beneficially	Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acquired	d (A)	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	onor Dispose	d of (D)		Securities	Ownership	of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D) F	Price	(Instr. 3 and 4)		
COMMON					,				

COMMON	١
STOCK,	

(City)

\$ 01/04/2012 S \$0.00001 44,497 D

2.6247 14,853,163 (1)

PAR VALUE

COMMON STOCK,

\$ 2.631 \$0.00001 S 109,000 D 14,744,163 01/05/2012 (2)

PAR

VALUE

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COMMON STOCK, S \$0.00001 01/06/2012 96,503 2.5323 14,647,660 D (3) **PAR VALUE COMMON** STOCK, By \$0.00001 13,603 (4) Ι 401(k) **PAR** 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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transa Code (Instr.	5. ctionNumbe of 8) Derivat Securit Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day. tive ies ed ed	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
			Code	V (A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. U	Director	10% Owner	Officer	Other		
REYNOLDS FRANCIS C/O INVIVO THERAPEUTICS HOLDINGS CORP. ONE BROADWAY, 14TH FLOOR CAMBRIDGE, MA 02142	X	X	CEO, CFO			

Signatures

VALUE

/S/ ELIZABETH FRASER, AS ATTORNEY IN 61/06/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.60 to \$2.70, inclusive. The reporting person undertakes to provide InVivo Therapeutics Holdings Corp. ("InVivo"), any security holder of InVivo, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 2 and 3 of this Form 4.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.55 to \$2.7035, inclusive.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.50 to \$2.60, inclusive.
- (4) Between October 1 and December 31, 2011, the reporting person acquired 13,603 shares of InVivo Therapeutics Holdings Corp. common stock under a 401(k) plan. The information in this report is based on a plan statement dated as of December 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.