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INVIVO CORP
Form S-8 POS
January 27, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 27, 2004.
REGISTRATION NO. 333-110975

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

POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

INVIVO CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

77-0115161
(I.R.S. Employer
Identification Number)

4900 HOPYARD ROAD, SUITE 210
PLEASANTON, CA 94588
(925) 468-7600
(Address of principal executive offices)

1994 STOCK OPTION PLAN
(Full title of the plan)

GLENN H. EPSTEIN
CHIEF EXECUTIVE OFFICER
INVIVO CORPORATION
450 OLD NISKAYUNA ROAD
P.O. BOX 461
LATHAM, NEW YORK 12110
(518) 712-1122
(Name, address and telephone number of agent for service)

Copies to:
Clare O'Brien, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022

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DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 to the Registration Statement on
Form S-8, Registration No. 333-110975 (the "Registration Statement"), of Invivo

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Corporation (the "Company") pertaining to the 150,000 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), which was filed with the Securities and Exchange Commission and became effective on December 5, 2003. The Registration Statement registered 150,000 shares of Common Stock for sale pursuant to the 1994 Stock Option Plan. On December 17, 2003, the Company, Intermagnetics General Corporation ("Intermagnetics") and Invivo Acquisition Corporation f/k/a Magic Subsidiary Corporation, a wholly owned subsidiary of Intermagnetics ("Purchaser"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Purchaser will merge with and into the Company, with the Company surviving as a wholly owned subsidiary of Intermagnetics (the "Merger"). The Merger became effective on January 27, 2004 (the "Effective Time") upon filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the securities of the Company registered, but unsold, under the Registration Statement.

PART II

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, on the 27th day of January, 2004.

INVIVO CORPORATION

By: /s/ Glenn H. Epstein

Name: Glenn H. Epstein
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective Amendment No. 1 has been signed below by the following persons in the indicated capacities on the 27th day of January, 2004.

| Signature ----- | Capacity ----- |
|---|---|
| /s/ Glenn H. Epstein ----- Glenn H. Epstein | Chief Executive Officer and Director (principal executive officer) |
| /s/ Michael K. Burke ----- Michael K. Burke | Treasurer and Director (principal financial officer and accounting principal officer) |
| /s/ Thomas J. O'Brien ----- | President and Director |

Thomas J. O'Brien