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INVIVO CORP
Form SC TO-C
December 18, 2003

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

SCHEDULE TO-C
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

INVIVO CORPORATION
(Name of Subject Company)

MAGIC SUBSIDIARY CORPORATION
INTERMAGNETICS GENERAL CORPORATION
(Name of Filing Persons (Offeror))

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

461858102
(CUSIP Number of Class of Securities)

Glenn H. Epstein
Chairman and Chief Executive Officer
INTERMAGNETICS GENERAL CORPORATION
450 Old Niskayuna Road
P.O. Box 461
Latham, New York 12110
(518) 782-1122

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copy to:

Clare O'Brien, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Calculation of Filing Fee

Transaction valuation	Amount of filing fee
Not Applicable	Not Applicable

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Amount Previously Paid: Not Applicable Filing Party: Not Applicable

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Form or Registration No.: Not Applicable Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

EXHIBIT INDEX

Exhibit Number -----	Description -----
99.1	Joint Press Release issued by Intermagnetics General Corporation and Invivo Corporation dated December 18, 2003.