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REYNOLDS F Form 4	RANCIS											
May 29, 2013												
FORM	4	р ст		GEOUDE	DIEC AN				OMMERION		PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer							T A T		Expires:	January 31, 2005		
subject to Section 16. Form 4 or Form 5 obligations	Section 16(SECURI a) of the	FIES Securitie	Act of 1934,	Estimated a burden hour response	verage						
may continu See Instruct 1(b).	ie.	7(a) (of the Inve	•	•	•		1935 or Sectior	1		
(Print or Type Res	ponses)											
1. Name and Address of Reporting Person <u>*</u> REYNOLDS FRANCIS								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				HOLDIN		-	7]					
(Last)	(First)	(Mide	dle)	3. Date of E (Month/Day	arliest Transaction (Year)				X Director X Officer (give		o Owner r (specify	
C/O INVIVO HOLDINGS O KENDALL SO B14402	CORP., ONE	1 7	5	05/28/201					below)	below) CEO, CFO		
(Street) 4. If Amend Filed(Month				n/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CAMBRIDGE	E, MA 02139)							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip))	Table I	- Non-Dei	rivative Se	curiti	ies Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)		onth/Day/Year) Execu any			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		d of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V	Amount	(D)	Price	(Instr. 3 and 4)			
COMMON STOCK	05/28/2013				S <u>(1)</u>	4,250	D	\$ 3.11 (2)	13,225,770	D		
COMMON STOCK	05/29/2013				S <u>(1)</u>	4,250	D	\$ 3.14 (3)	13,221,520	D		
COMMON STOCK									23,488	Ι	By 401(k) plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		0ľ Numbor		
					Exercisable	Date		Number of			
				Code V	(Λ) (D)				Shares		
				Coue v	(A) (D)				Shares		

Reporting Owners

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

Signatures

Reporting Person

/s/ Francis Reynolds 05/29/2013 **Signature of

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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.97 to \$3.20, inclusive. The reporting person undertakes to provide InVivo Therapeutics Holdings Corp. ("InVivo"), any security holder of

- (2) 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 2 through 4.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.07 (3)to \$3.17, inclusive.

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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.