

REYNOLDS FRANCIS
Form 4
January 06, 2012

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, CFO

C/O INVIVO THERAPEUTICS HOLDINGS CORP., ONE BROADWAY, 14TH FLOOR
(Street)

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

CAMBRIDGE, MA 02142

(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, \$0.00001 PAR VALUE	01/04/2012		S		44,497 D \$ 2.6247 (1)	14,853,163 D	
COMMON STOCK, \$0.00001 PAR VALUE	01/05/2012		S		109,000 D \$ 2.631 (2)	14,744,163 D	

COMMON STOCK, \$0.00001 PAR VALUE
 01/06/2012 S 96,503 D 2.5323 (3) 14,647,660 D

COMMON STOCK, \$0.00001 PAR VALUE
 13,603 (4) I By 401(k) 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)

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans (Instr...
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

/S/ ELIZABETH FRASER, AS ATTORNEY IN FACT
 01/06/2012

**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).

- 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.
- (1) 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.
 - (2) 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.
 - (3) 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.

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