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INVIVO THERAPEUTICS HOLDINGS CORP. Form 4 April 25, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **REYNOLDS FRANCIS** Issuer Symbol INVIVO THERAPEUTICS (Check all applicable) HOLDINGS CORP. [NVIV] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X__ 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 81 LAKE SHORE RD. 04/22/2014 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Dav/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **SALEM, NH 03079** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 3. 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any Owned Ownership (Month/Day/Year) (Instr. 8) Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common \$ S⁽¹⁾ 04/22/2014 12.500 D 9,195,920 D 1.52 Stock Common 04/23/2014 S⁽²⁾ 12,500 D 9,183,420 D 1.52 Stock Common 23.488 Ι 401K Plan Stock Common 04/24/2014 $S^{(3)}$ 12.500 D 9.170.920 D Stock Common 04/25/2014 S⁽⁴⁾ 12,500 D 9,158,420 D 1 51 Stock

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Mumber	6. Date Exerce Expiration Date		7. Title a Amount		8. Price of Derivative	9. Nu Deriv
		(monul/Day/real)	· · · · · · · · · · · · · · · · · · ·	Code	of	*		Underly			
Security	or Exercise		any			(Month/Day/	rear)	2	0	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securitie		(Instr. 5)	Bene
	Derivative			Securities				(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
								01			
						Date	Expiration				
						Exercisable	Date		Jumber		
								of	t		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships					
	Director	10% Owner	Officer	Other			
REYNOLDS FRANCIS 81 LAKE SHORE RD. SALEM, NH 03079		Х					
Signatures							
/s/ Francis Reynolds	04/25/2014						

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All sales between \$1.49 \$1.54.
- (2) All sales between \$1.51 \$1.56.
- (3) All sales between \$1.50 \$1.53.
- (4) All sales between \$1.49 \$1.54.

Remarks:

**Signature of

Reporting Person

Shares

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All Sold under 105B-1 Sales plan.

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.