
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 26, 2022

Date of Report (Date of earliest event reported)

INVIVO THERAPEUTICS HOLDINGS CORP.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other
Jurisdiction of Incorporation)

001-37350
(Commission File Number)

36-4528166
(IRS Employer
Identification No.)

**One Kendall Square, Suite B14402
Cambridge, Massachusetts 02139**
(Address of Principal Executive Offices) (Zip Code)

(617) 863-5500
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, \$0.00001 par value per share | NVIV | The Nasdaq Capital Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

On April 26, 2022, InVivo Therapeutics Holdings Corp. (the “Company”) effected a reverse stock split of the Company’s common stock, par value \$0.00001 per share (the “Common Stock”), at a ratio of 1-for-25 (the “Reverse Split”). As a result of the Reverse Split, every 25 shares of the issued and outstanding Common Stock were automatically converted into one newly issued and outstanding share of Common Stock, without any change in the par value per share. Any fractional shares resulting from the Reverse Split have been rounded up to the nearest whole share. In connection with the Reverse Split, the Company correspondingly reduced the number of shares of authorized shares of Common Stock from 50,000,000 to 2,000,000. All outstanding stock options and warrants will be adjusted as a result of the Reverse Split, as required by the terms of such stock options and warrants.

As previously disclosed, the Board of Directors of the Company approved the Reverse Split on April 14, 2022. On April 25, 2022, the Company filed a Certificate of Change to effect the Reverse Split pursuant to Nevada Revised Statutes Sections 78.207 and 78.209 with the Secretary of State of the State of Nevada. Under Nevada law, the Company’s Articles of Incorporation were deemed amended at the effective time of the Reverse Split, 5:00 p.m. Eastern Time on April 26, 2022.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03. A copy of the Certificate of Change is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Certificate of Change Pursuant to NRS 78.209, filed with the Nevada Secretary of State, dated April 25, 2022. |
| 104 | The cover page of this Current Report on Form 8-K, formatted in Inline XBRL. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVIVO THERAPEUTICS HOLDINGS CORP.

Date: April 26, 2022

By: /s/ Richard Toselli
Name: Richard Toselli, M.D.
Title: Chief Executive Officer



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

| | |
|------------------------------------------------------|-----------------------------------|
| Filed in the Office of <i>Barbara K. Cegavske</i> | Business Number C7829-2003 |
| Secretary of State State Of Nevada | Filing Number 20222273119 |
| | Filed On 4/25/2022 10:14:00 AM |
| | Number of Pages 1 |

Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

| | | |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 1. Entity Information: | Name of entity as on file with the Nevada Secretary of State: <input style="width: 80%;" type="text" value="InVivo Therapeutics Holdings Corp."/> | |
| | Entity or Nevada Business Identification Number (NVID): <input style="width: 80%;" type="text" value="C7829-2003"/> | |
| 2. Current Authorized Shares: | The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 50,000,000 authorized shares of Common Stock, par value \$0.00001 per share. | |
| 3. Authorized Shares After Change: | The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 2,000,000 authorized shares of Common Stock, par value \$0.00001 per share | |
| 4. Issuance: | The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: One (1) share of Common Stock will be issued in exchange for (25) twenty-five shares of Common Stock. | |
| 5. Provisions: | The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: All fractional shares will be rounded up to the nearest whole share. | |
| 6. Provisions: | The required approval of the stockholders has been obtained. | |
| 7. Effective date and time: (Optional) | Date: <input style="width: 150px;" type="text" value="April 26, 2022"/> | Time: <input style="width: 150px;" type="text" value="2:00 pm"/> |
| | (must not be later than 90 days after the certificate is filed) | |
| 8. Signature: (Required) | <input checked="" type="checkbox"/> Signature of Officer | <input style="width: 100px;" type="text" value="CFO"/> <input style="width: 100px;" type="text" value="4/22/22"/> Title Date |

This form must be accompanied by appropriate fees.
 If necessary, additional pages may be attached to this form.