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**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

September 9, 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)

**N/A**  
(Former name or former address, if changed since last report)

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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
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. ☐

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**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K in connection with the termination of the Voting Plan and the Voting Rights is incorporated by reference into this Item 3.03.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 9, 2022, InVivo Therapeutics Holdings Corp. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s 2015 Equity Incentive Plan (as so amended, the “Incentive Plan”) to (i) increase the total number of shares reserved and available for delivery under the Incentive Plan by 800,000 shares of common stock and set the number of shares of common stock reserved and available for delivery under the Incentive Plan at 925,465 shares, (ii) set the number of shares of common stock that may be granted as incentive stock options under the Incentive Plan at 925,465 shares of common stock and (iii) set the per participant limits under the Incentive Plan at 925,465 shares of common stock (collectively, the “Incentive Plan Amendment”). A copy of the Incentive Plan is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders approved amendments to the Company’s Articles of Incorporation to (i) increase the number of shares of authorized common stock (the “Common Stock Amendment”) and (ii) authorize 1,000,000 shares of “blank-check” preferred stock (the “Preferred Stock Amendment” and, together with the Common Stock Amendment, the “Articles Amendments”). Following stockholder approval of the Articles Amendments, Certificates of Amendment to the Company’s Articles of Incorporation were filed with the Secretary of State of Nevada on September 12, 2022, at which time the Articles Amendments became effective.

This descriptions of the Articles Amendments are qualified in their entirety by reference to the complete text of the Certificate of Amendment for each of the Common Stock Amendment and the Preferred Stock Amendment, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The Voting Plan and the Voting Rights (as such terms are defined below) automatically terminated upon the completion of the vote of the Company’s stockholders at the Annual Meeting as to the approval or rejection of the Articles Amendments.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Set forth below is a summary of the matters voted on at the Annual Meeting.

**Election of Directors**

The Company’s stockholders elected Daniel Marshak and Christina Morrison as Class II directors, each to serve for a three-year term expiring at the Company’s 2025 Annual Meeting of Stockholders. The results of the stockholders’ vote with respect to the election of such Class II directors were as follows:

	For	Withheld	Broker Non-Votes
Daniel Marshak	134,508	22,367	324,242
Christina Morrison	138,226	18,649	324,242

### Approval of Common Stock Amendment

As previously disclosed in the Company's Definitive Proxy Statement, as filed with the Securities and Exchange Commission (the "SEC") on August 18, 2022, pursuant to the Voting Rights Plan, dated as of May 26, 2022 (the "Voting Plan"), the Board authorized and granted super voting rights (the "Voting Rights") to certain shares of the Company's common stock held by certain eligible stockholders, allowing such eligible stockholders to exercise additional voting rights with respect to the Articles Amendments (as defined in the Proxy Statement), subject to applicable conditions. The Company's stockholders approved the Common Stock Amendment, after applying a Voting Factor (as defined in the Voting Plan) of 3.9 million under the Voting Plan.

The results of the stockholders' vote with respect to the Common Stock Amendment, both excluding the Voting Rights and after applying a Voting Factor of 3.9 million under the Voting Plan, were as follows:

	Excluding Voting Rights	After Applying Voting Factor
For:	360,317	4,620,102,023
Against:	112,684	1,444,870,978
Abstain:	8,116	8,116

### Approval of Preferred Stock Amendment

The Company's stockholders approved the Preferred Stock Amendment, after applying a Voting Factor of 3.9 million under the Voting Plan. The results of the stockholders' vote with respect to the Preferred Stock Amendment, both excluding the Voting Rights and after applying a Voting Factor of 3.9 million under the Voting Plan, were as follows:

	Excluding Voting Rights	After Applying Voting Factor
For:	77,687	3,045,833,976
Against:	76,998	3,018,820,709
Abstain:	2,190	2,190
Broker Non-Votes:	324,242	324,242

### Approval of Amendment to 2015 Equity Incentive Plan

The Company's stockholders approved the Incentive Plan Amendment. The results of the stockholders' vote with respect to the Incentive Plan Amendment were as follows:

For:	81,576
Against:	70,570
Abstain:	4,729
Broker Non-Votes:	324,242

### Advisory Vote to Approve Named Executive Officer Compensation

The Company's stockholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers. The results of the stockholders' vote with respect to such advisory vote were as follows:

For:	124,203
Against:	29,206
Abstain:	3,466
Broker Non-Votes:	324,242

### Ratification of the Appointment of RSM US, LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2022

The Company's stockholders ratified the appointment of RSM US, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the stockholders' vote with respect to such ratification were as follows:

For:	446,455
Against:	28,449
Abstain:	6,213

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation filed with the Nevada Secretary of State, dated September 12, 2022.</u></a>
<a href="#"><u>3.2</u></a>	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation filed with the Nevada Secretary of State, dated September 12, 2022.</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>InVivo Therapeutics Holdings Corp. 2015 Equity Incentive Plan (incorporated by reference to Appendix C to the Company's Definitive Proxy Statement, as filed with the SEC on August 18, 2022).</u></a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**SIGNATURE**

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: September 13, 2022

By: /s/ Richard Toselli

Name: Richard Toselli

Title: President and Chief Executive Officer

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**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number <b>C7829-2003</b>
Secretary of State State Of Nevada	Filing Number <b>20222607991</b>
	Filed On <b>9/12/2022 10:44:00 AM</b>
	Number of Pages <b>3</b>

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px;">InVivo Therapeutics Holdings Corp.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">C7829-2003</div>
<b>2. Restated or Amended and Restated Articles:</b> (Select one) (If <u>amending and restating only</u> , complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div style="border: 1px solid black; width: 100px; height: 15px;"></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <div style="border: 1px solid black; padding: 2px;">Majority of outstanding shares</div> <input type="checkbox"/> Officers Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Jurisdiction of formation: <div style="border: 1px solid black; width: 100%; height: 15px;"></div> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <div style="border: 1px solid black; width: 100%; height: 15px;"></div> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

Page 1 of 2  
 Revised: 1/1/2019



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

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

4. Effective Date and  
Time: (Optional)

Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)

5. Information Being  
Changed: (Domestic  
Corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.  
☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)  
☐ The purpose of the entity has been amended.  
☒ The authorized shares have been amended.  
☐ The directors, managers or general partners have been amended.  
☐ IRS tax language has been added.  
☐ Articles have been added.  
☐ Articles have been deleted.  
☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

Article FOURTH shall be amended (see attached).

(attach additional page(s) if necessary)

6. Signature:  
(Required)

x *Richard Lauli*  
Signature of Officer or Authorized Signer

CEO  
Title

x *[Signature]*  
Signature of Officer or Authorized Signer

CFO  
Title

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:  
(attach additional page(s) if necessary)



**ATTACHMENT  
TO  
CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
INVIVO THERAPEUTICS HOLDINGS CORP.**

**ENTITY NUMBER C7829-2003**

The Articles of Incorporation of InVivo Therapeutics Holdings Corp., a Nevada corporation (the "Corporation"), as filed with the Nevada Secretary of State on April 2, 2003, and as amended from time to time, shall be and hereby is amended as follows:

RESOLVED, that Article FOURTH of the Corporation's Articles of Incorporation, as amended, be and hereby is amended by replacing the phrase from the first use of "The" to the first use of "share" with the following:

"The total number of shares that this corporation is authorized to issue is Two Hundred Fifty Million (250,000,000) shares of Common Stock having a par value of \$0.00001 per share ("Common Stock")."





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Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number <b>C7829-2003</b>
Secretary of State State Of Nevada	Filing Number <b>20222608445</b>
	Filed On <b>9/12/2022 12:20:00 PM</b>
	Number of Pages <b>3</b>

### Profit Corporation:

## Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390) Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403) Officer's Statement (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px;">InVivo Therapeutics Holdings Corp.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">C7829-2003</div>
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If <u>amending and restating only</u> , complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div style="border: 1px solid black; width: 100px; height: 15px;"></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <div style="border: 1px solid black; padding: 2px;">Majority of outstanding shares</div> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Jurisdiction of formation: <div style="border: 1px solid black; width: 100%; height: 15px;"></div> Changes to takes the following effect: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> The entity name has been amended.  <input type="checkbox"/> The purpose of the entity has been amended.  <input type="checkbox"/> The authorized shares have been amended.  <input type="checkbox"/> Other: (specify changes)         </div> <div> <input type="checkbox"/> Dissolution  <input type="checkbox"/> Merger  <input type="checkbox"/> Conversion         </div> </div> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

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<b>Certificate of Amendment</b> (PURSUANT TO NRS 78.380 & 78.385/78.390)					
<b>Certificate to Accompany Restated Articles or Amended and</b>					
<b>Restated Articles</b> (PURSUANT TO NRS 78.403)					
<b>Officer's Statement</b> (PURSUANT TO NRS 80.030)					
<b>4. Effective Date and Time:</b> (Optional)	Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)				
<b>5. Information Being Changed:</b> (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) Article FOURTH shall be amended (see attached). (attach additional page(s) if necessary)				
<b>6. Signature:</b> (Required)	<table border="0"><tr><td>x <u>Richard Terrell</u> Signature of Officer or Authorized Signer</td><td><u>CEO</u> Title</td></tr><tr><td>x <u>[Signature]</u> Signature of Officer or Authorized Signer</td><td><u>CFO</u> Title</td></tr></table> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>	x <u>Richard Terrell</u> Signature of Officer or Authorized Signer	<u>CEO</u> Title	x <u>[Signature]</u> Signature of Officer or Authorized Signer	<u>CFO</u> Title
x <u>Richard Terrell</u> Signature of Officer or Authorized Signer	<u>CEO</u> Title				
x <u>[Signature]</u> Signature of Officer or Authorized Signer	<u>CFO</u> Title				
Please include any required or optional information in space below: (attach additional page(s) if necessary)					

ATTACHMENT  
TO  
CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
INVIVO THERAPEUTICS HOLDINGS CORP.

ENTITY NUMBER C7829-2003

The Articles of Incorporation of InVivo Therapeutics Holdings Corp., a Nevada corporation (the "Corporation"), as filed with the Nevada Secretary of State on April 2, 2003, and as amended from time to time, shall be and hereby is amended as follows:

RESOLVED, that Article FOURTH of the Corporation's Articles of Incorporation, as amended, be and hereby is amended by removing the period at the end of the first sentence, and inserting the following:

" , and One Million (1,000,000) shares of Preferred Stock having a par value of \$0.00001 per share ("Preferred Stock").

4.1 Designation. Shares of Preferred Stock may be issued from time to time in one or more classes or series. The Board of Directors is hereby authorized to fix by resolution or resolutions the classes, series, and number of each class or series of stock as provided in Nevada Revised Statutes Sections 78.195, 78.1955, and 78.196 (as amended from time to time), as well as prescribe the voting powers, if any, designations, powers, preferences, and the relative, participating, optional, or other rights, if any, and the qualifications, limitations, or restrictions thereof, of any unissued class or series of Preferred Stock; to fix the number of shares constituting such class or series; and to increase or decrease the number of shares of any such class or series, but not below the number of shares thereof then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

4.2 Certificate. Before the corporation may issue any shares of Preferred Stock of any series, a Certificate of Designation setting forth a copy of the resolution or resolutions of the Board of Directors, and establishing the voting powers, if any, designations, powers, preferences, and the relative, participating, optional, or other rights, if any, and the qualifications, limitations, or restrictions thereof, relating to the shares of Preferred Stock of such series, and the number of shares of Preferred Stock of such series authorized by the Board of Directors to be issued shall be made and signed by an officer of the corporation and filed in the manner prescribed by the NRS.

4.3 Amendments. Any amendment to the provisions of this Article Fourth requires the affirmative vote of at least a majority of each of (i) the voting power of all stockholders present or represented by proxy at a meeting and entitled to vote on all matters submitted to a vote of stockholders and (ii) the voting power of any series of Preferred Stock, the Certificate of Designation of which provides that it shall have the right to vote on any amendment of the corporation's Articles of Incorporation, present or represented by proxy at a meeting and entitled to vote thereon."

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