

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>REYNOLDS FRANCIS</u>			2. Issuer Name and Ticker or Trading Symbol <u>INVIVO THERAPEUTICS HOLDINGS CORP. [ NVIV ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <u>81 LAKE SHORE RD.</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>09/23/2013</u>			
(Street) <u>SALEM NH 03079</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	
(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	09/23/2013		S <sup>(1)</sup>		12,000	D	\$1.4 <sup>(2)</sup>	11,391,920	D	
Common Stock	09/23/2013		G	V	400,000	D	\$0	10,991,920	D	
Common Stock	09/24/2013		S <sup>(1)</sup>		12,000	D	\$1.47 <sup>(3)</sup>	10,979,920	D	
Common Stock	09/25/2013		S <sup>(1)</sup>		12,000	D	\$1.61 <sup>(4)</sup>	10,967,920	D	
Common Stock								23,488	I	401K Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 1065-1 trading plan adopted by the reporting person.
2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.35 to 1.44, inclusive. The reporting person undertakes to provide the staff of the SEC, upon request full information reporting the number of shares sold at each separate price within the ranges set forth in footnotes 2 through 4.
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.40 to \$1.55, inclusive.
4. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.47 to \$1.70, inclusive.

/s/ Francis Reynolds

09/25/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.