

INVIVO THERAPEUTICS HOLDINGS CORP.
 Form 4
 February 28, 2014

FORM 4

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

OMB APPROVAL

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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)
81 LAKE SHORE RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

SALEM, NH 03079
 (City) (State) (Zip)

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

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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/27/2014		S ⁽¹⁾	12,500 D \$ 2.37	9,798,920	D	
Common Stock	02/28/2014		S ⁽²⁾	12,500 D \$ 2.51	9,786,420	D	
Common Stock					23,488	I	401K Plan

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

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