

STERN ADAM K
Form 4
December 23, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
STERN ADAM K

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)
535 MADISON AVENUE, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2011

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

(Street)
NEW YORK, NY 10022

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

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant (right to purchase)	\$ 1	12/23/2011	J ⁽¹⁾		577,901		12/23/2011	10/25/2015	Common Stock	577,901
Warrant (right to purchase)	\$ 1.4	12/23/2011	J ⁽¹⁾		627,901		12/23/2011	10/25/2015	Common Stock	627,901

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STERN ADAM K
535 MADISON AVENUE, 12TH FLOOR X
NEW YORK, NY 10022

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)

12/23/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) On October 26, 2010, InVivo Therapeutics Holdings Corp. ("ITHC") issued warrants to purchase shares of common stock of ITHC to Spencer Trask Ventures, Inc. or its designees pursuant to a certain Placement Agency Agreement by and among ITHC, Spencer Trask Ventures, Inc. and InVivo Therapeutics Corporation. On December 23, 2011, Spencer Trask Ventures, Inc. assigned warrants to various of its designees, including the reporting person.

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

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