

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  
(Street)

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

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

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 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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

## Edgar Filing: STERN ADAM K - Form 4

| 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 <sup>(1)</sup> |                                                                 | 577,901          |                  | 12/23/2011       | 10/25/2015      | Common Stock | 577,901              |
| Warrant (right to purchase) | \$ 1.4                                   | 12/23/2011           | J <sup>(1)</sup> |                                                                 | 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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