

INVIVO THERAPEUTICS HOLDINGS CORP.
Form 8-A12B
April 15, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

INVIVO THERAPEUTICS HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State of incorporation or organization)

**One Kendall Square, Suite B14402
Cambridge, Massachusetts**

(Address of principal executive offices)

36-4528166

(I.R.S. Employer Identification No.)

02139

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class to be so registered
Common Stock, \$0.00001 par value per share**

**Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock, \$0.00001 par value per share, of InVivo Therapeutics Holdings Corp. (the Registrant), to be registered hereunder is contained in the section titled "Description of Common Stock" in the prospectus forming a part of the Registrant's Registration Statement on Form S-3 (File No. 333-188573) filed with the Securities and Exchange Commission (the Commission) on May 13, 2013 (the Registrant Statement), and is hereby incorporated by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 15, 2015

INVIVO THERAPEUTICS HOLDINGS CORP.

By:	/s/ Steven F. McAllister
Name:	Steven F. McAllister
Title:	Chief Financial Officer