

INVIVO THERAPEUTICS HOLDINGS CORP.  
Form S-8 POS  
July 02, 2015

As filed with the Securities and Exchange Commission on July 2, 2015

Registration No. 333-189002

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**INVIVO THERAPEUTICS HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**36-4528166**  
(I.R.S. Employer Identification No.)

**One Kendall Square, Suite B14402**

**Cambridge, Massachusetts 02139**

(Address of Principal Executive Offices)(Zip Code)

**InVivo Therapeutics Holdings Corp. 2010 Equity Incentive Plan**

(Full title of the plan)

**Steven McAllister  
Chief Financial Officer  
InVivo Therapeutics Holdings Corp.**

**One Kendall Square, Suite B14402**

**Cambridge, Massachusetts 02139**

(Name and address of agent for service)

**(617) 863-5500**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller Reporting Company	<input type="radio"/>
	<input type="radio"/> (Do not check if a smaller reporting company)		

**EXPLANATORY NOTE**

On May 31, 2013, the Registrant filed Registration Statement on Form S-8 (File No.: 333-189002) (the Form S-8 ) registering 1,125,000 shares (on a post-split basis) of the Registrant's common stock, \$0.00001 par value per share (the Shares ), to be issued to participants under the Registrant's 2010 Equity Incentive Plan (the 2010 Plan ).

On June 16, 2015, the Registrant's stockholders approved the InVivo Therapeutics Holdings Corp. 2015 Equity Incentive Plan (the 2015 Plan ). Pursuant to the 2015 Plan, any shares of Common Stock that remain available for issuance under the 2010 Plan as of June 16, 2015 are to be included in the number of shares of Common Stock available for issuance under the 2015 Plan. No future grants will be made under the 2010 Plan.

This Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts, on July 2, 2015.

INVIVO THERAPEUTICS HOLDINGS CORP.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark D. Perrin Mark D. Perrin	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 2, 2015
/s/ Steven F. McAllister Steven F. McAllister	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	July 2, 2015
/s/ Kenneth DiPietro Kenneth DiPietro	Director	July 2, 2015
/s/ Daniel R. Marshak Daniel R. Marshak	Director	July 2, 2015
/s/ John A. McCarthy, Jr. John A. McCarthy, Jr.	Director	July 2, 2015
s/ C. Ann Merrifield C. Ann Merrifield	Director	July 2, 2015
/s/ Richard J. Roberts Richard J. Roberts	Director	July 2, 2015