

INVIVO THERAPEUTICS HOLDINGS CORP.
Form 424B5
May 06, 2014

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-178584

The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUPPLEMENT SUBJECT TO COMPLETION DATED MAY 6, 2014
(To Prospectus dated January 19, 2012)

Shares of Common Stock

Warrants to Purchase Shares of Common Stock

We are offering shares of our common stock and warrants to purchase up to an aggregate of shares of our common stock pursuant to this prospectus supplement and the accompanying prospectus. The warrants will have a per share exercise price of \$, % of public offering price of the common stock. The warrants are exercisable immediately and will expire five years from the date of issuance.

Our common stock is quoted on the OTCQB under the symbol "NVIV." The last reported sale price of our common stock on May 5, 2014 was \$1.75 per share.

Our business and an investment in our securities include significant risks. See "Risk Factors" on page S-5 of this prospectus supplement and on page 5 of the accompanying prospectus, as well as in our periodic reports filed with the Securities and Exchange Commission and incorporated by reference in this prospectus supplement and the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Per Warrant	Total
Public offering price	\$	\$	\$
Underwriting discount(1)	\$	\$	\$
Proceeds, before expenses, to us	\$	\$	\$

(1) The underwriters will receive compensation in addition to the underwriting discount. See "Underwriting" beginning on page S-27 of this prospectus supplement for a description of compensation payable to the underwriters.

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The underwriters may also purchase up to an additional _____ shares and/or up to _____ additional warrants from us at the public offering price, less the underwriting discount, within 45 days from the date of this prospectus supplement to cover over-allotments, if any. If the underwriters exercise the option in full, the total discount will be \$ _____ and the total net proceeds, before expenses, to us will be \$ _____.

The underwriters expect to deliver the shares and warrants against payment on or about _____, 2014.

Aegis Capital Corp

The date of this prospectus supplement is _____, 2014.

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