

LANGER ROBERT
Form SC 13D
November 01, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

INVIVO THERAPEUTICS HOLDINGS CORP.
(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

75026A109
(CUSIP Number)

Mitchell L. Lampert, Esq.
Meister Seelig & Fein LLP
2 Grand Central Tower, 19th Floor
New York, NY 10017
212-655-3575

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 26, 2010
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Robert Langer
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
PF
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- | | | |
|--|----|---------------------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES BENE-FICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | 8,262,360
SHARED VOTING POWER |
| | 9 | 0
SOLE DISPOSITIVE POWER |
| | 10 | 8,262,360
SHARED DISPOSITIVE POWER |
| | | 0 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,262,360
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.8% (based on 49,161,268 shares of common stock outstanding as of October 26, 2010)
- 14 TYPE OF REPORTING PERSON (See Instructions)
IN
-

Item 1. Security and Issuer

This Schedule 13D is filed by Robert Langer (the "Reporting Person"), with respect to the Common Stock, par value \$.00001 per share (the "Common Stock"), of InVivo Therapeutics Holdings Corp, a Nevada corporation (the "Company"). The address of the Company's principal executive offices is One Broadway, 14th Floor, Cambridge, Ma. 02142.

Item 2. Identity and Background

The Reporting Person's name is Robert Langer, and his residence address is 98 Montvale Rd., Newton, Ma. 02459. The Reporting Person's principal occupation is Institute Professor at Massachusetts Institute of Technology.

The Reporting Person has not been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors), and has not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was subject to a judgment, decree or final order enjoining future violations of, or prohibiting activity subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

The Reporting Person is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Person acquired 8,262,360 shares of Common Stock from the Company in exchange for 600,000 shares of common stock, \$.001 par value, of InVivo Therapeutics Corporation, a Delaware corporation ("InVivo Delaware") in connection with the Company's acquisition of InVivo Delaware on October 26, 2010.

Item 4. Purpose of Transaction

The Reporting Person acquired the securities of the Company for investment purposes.

The Reporting Person has no present plans or proposals which relate or would result in any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

The Reporting Person is the beneficial owner of 8,262,360 shares of Common Stock, or 16.8% of the Company's Common Stock. The percentage of beneficial ownership is based upon 49,161,268 shares of Common Stock issued and outstanding as of October 26, 2010, as reported in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2010.

Except as described above, the Reporting Person has not engaged in any transaction involving any of the securities of the Company during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The Reporting Person does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to the transfer or voting of

any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

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Item 7. Material to Be Filed as Exhibits

None.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 1, 2010

/s/ Robert Langer
Robert Langer