

Talton Sheila  
Form 4  
August 08, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Talton Sheila

2. Issuer Name and Ticker or Trading Symbol  
WINTRUST FINANCIAL CORP  
[WTFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

9700 W. HIGGINS ROAD, 8TH FLOOR

08/07/2012

(Street)

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

ROSEMONT, IL 60018

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/07/2012		P	V Amount (A) or (D) Price \$ 36.9	1,500	I	By Trust

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talton Sheila 9700 W. HIGGINS ROAD 8TH FLOOR ROSEMONT, IL 60018	X			

## Signatures

/s/Lisa J. Pattis,  
Attorney-in-Fact

08/08/2012

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. lid #000000 1.0pt;">(b)

**Weighted-average exercise price of outstanding options, warrants and rights (c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**

Equity compensation plans approved by security holders

3,193,785 \$7.52 3,042,345

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Equity compensation plans not approved by security holders

Total

3,193,785 \$7.52 3,042,345

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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information as of March 31, 2017, with respect to the beneficial ownership of our common stock by:

each of our directors;

each of our named executive officers;

all of our executive officers and directors as a group; and

each person that is known by us to beneficially own more than 5% of the outstanding shares of our common stock.

Unless otherwise indicated in the footnotes to the following table, each person named in the table has sole voting and investment power, and his or her address is c/o InVivo Therapeutics Holdings Corp., One Kendall Square, Suite B14402, Cambridge, MA 02139. Shares of our common stock subject to options or warrants currently exercisable or exercisable within 60 days of March 31, 2017 are deemed outstanding for computing the share ownership and percentage of the person holding such options and warrants, but are not deemed outstanding for computing the percentage of any other person. The percentage ownership of our common stock of each person or entity named in the following table is based on 32,123,392 shares of our common stock outstanding as of March 31, 2017.

**Directors and Officers**

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Common Stock Beneficially Owned
Mark Perrin	571,879(1)	1.8%
Steven McAllister	5,265(2)	*
Lorianne Masuoka	87,137(3)	*
Thomas Ulich	167,372(4)	*
Pamela Stahl	(5)	*
Kenneth DiPietro	66,667(6)	*
Daniel Marshak	41,667(7)	*
C. Ann Merrifield	43,667(8)	*
Richard Roberts	308,554(9)	1.0%
Christina Morrison	15,625(10)	*
Jeffrey Hatfield	6,250(11)	*
All directors and executive officers as a group (10 persons)	1,283,057(12)	3.9%

\* Percentage of shares beneficially owned does not exceed one percent.

(1) Includes 553,319 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.

(2) All of Mr. McAllister's stock options expired on March 31, 2017.

(3) Includes 86,058 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.

(4)

Explanation of Responses:

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Includes 160,936 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.

(5)

None of Ms. Stahl's stock options will become issuable within 60 days of March 31, 2017.

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- (6) Represents 66,667 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (7) Represents 41,667 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (8) Includes 41,667 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (9) Includes 122,651 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (10) Represents 15,625 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (11) Represents 6,250 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.
- (12) Includes an aggregate of 1,069,236 shares issuable upon the exercise of stock options within 60 days of March 31, 2017.

**Stockholders Known by Us to Own 5% or More of Our Common Stock**

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Common Stock Beneficially Owned
Robert S. Langer(1)	1,637,395	5.1%
BlackRock, Inc.(2)	1,972,410	6.1%

(1) Dr. Langer's address is Langer Lab, 77 Massachusetts Avenue, Room 76-661, Cambridge, Massachusetts, 02139.

(2) The amount shown and the following information is derived from a Schedule 13G/A filed on January 25, 2017 by BlackRock, Inc., which sets forth its beneficial ownership as of December 31, 2016. Of the shares above, BlackRock, Inc. reported to have sole dispositive power with respect to 1,972,410 shares and sole voting power with respect to 1,935,976 shares. BlackRock, Inc.'s address is 55 East 52<sup>nd</sup> Street, New York, NY 10055.

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own more than 10% of a registered class of our equity securities to file reports of beneficial ownership and changes in beneficial ownership with the SEC. To our knowledge, based solely on a review of copies of such reports furnished to us by our officers and directors, we believe that, during the fiscal year ended December 31, 2016, no person required to file reports under Section 16(a) of the Exchange Act failed to file such reports on a timely basis during such fiscal year.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Related Party Transaction Policy**

Our board of directors has adopted written policies and procedures for the review of related party transactions. The Audit Committee reviews and oversees all related party transactions on an ongoing basis. A "related party transaction" is a transaction that meets the minimum

threshold for disclosure in the proxy statement under applicable SEC rules (generally, transactions involving amounts exceeding

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\$120,000 in which a "related person" or entity has a direct or indirect material interest). "Related persons" include our executive officers, directors, beneficial owners of 5% or more of our common stock, immediate family members of these persons and entities in which one of these persons has a direct or indirect material interest. When a potential related party transaction is identified, management presents it to the Audit Committee to determine whether to approve or ratify it.

The Audit Committee reviews the material facts of any related party transaction and either approves or disapproves of entering into the transaction. In the course of reviewing the related party transaction, the Audit Committee considers whether (i) the transaction is fair and reasonable to our company, (ii) the transaction is in, or not inconsistent with, our company's best interests under all possible circumstances, and (iii) the transaction will be on terms no less favorable to our company than we could have obtained in an arm's-length transaction with an unrelated third party. If advance approval of a related party transaction is not feasible, then the transaction will be considered and, if the Audit Committee determines it to be appropriate, ratified by the Audit Committee. No director may participate in the approval of a transaction for which he or she is a related party. When a related party transaction is ongoing, any amendments or changes are reviewed, and the transaction is reviewed annually for reasonableness and fairness to our company.

**Related Party Transactions**

We have entered into a consulting agreement with Dr. Robert Langer, a member of our Scientific Advisory Board and a holder of over 5% of our common stock, for certain consulting services. Dr. Langer was one of the original co-founders of our company. Pursuant to the terms of the agreement, we have agreed to pay Dr. Langer \$250,000 per year in consulting fees.

**AUDIT COMMITTEE REPORT**

The Audit Committee has reviewed our audited financial statements for the fiscal year ended December 31, 2016 and discussed them with our management and RSM US LLP, our registered public accounting firm.

The Audit Committee has also discussed with RSM US LLP the matters required to be discussed by AS 1301: *Communications with Audit Committees*, as adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received the written disclosures and the letter from our registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with our registered public accounting firm their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements of InVivo Therapeutics Holdings Corp. be included in our Annual Report on Form 10-K for the year ended December 31, 2016, which has been filed with the SEC.

By the Audit Committee of the Board of Directors of  
InVivo Therapeutics Holdings Corp.

Christina Morrison, Chairwoman  
Jeffrey Hatfield  
Daniel Marshak  
C. Ann Merrifield



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**PROPOSAL NO. 2  
APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION**

At our 2016 Annual Meeting of Stockholders, our stockholders approved an amendment to our Articles of Incorporation to increase the number of shares of authorized common stock from 50,000,000 to 100,000,000 shares (the "Amendment"). Following stockholder approval of the Amendment, a Certificate of Amendment to our Articles of Incorporation was filed with the Secretary of State of Nevada on May 26, 2016 (the "2016 Amendment"), at which time the Amendment became effective. Approval of the Amendment was a "routine" matter, and as such, brokerage firms had the authority to vote shares held in "street name" on the Amendment even if their customers did not provide voting instructions on the matter. The disclosure in our 2016 proxy statement, however, characterized the Amendment as a "non-routine" matter on which brokers would not have authority to vote shares held in "street name" absent an instruction from the beneficial owner of the shares. Despite our shareholders voting to approve the 2016 Amendment, we have not issued or reserved for issuance any of the shares subject to the 2016 Amendment. In order to eliminate any potential that a question would arise about the proxy disclosure and its impact on the 2016 Amendment, our Board of Directors has adopted a resolution (i) re-approving an amendment to Article IV of our Articles of Incorporation that would increase the number of authorized shares of common stock from 50,000,000 to 100,000,000 shares and (ii) directing that the Amendment be submitted to the stockholders for re-approval at the Annual Meeting. We are requesting your continued support for this 2016 Amendment by asking for your vote FOR the Amendment.

***The Proposed Amendment***

If the proposed Amendment is re-approved by our stockholders and subsequently re-filed with the Nevada Secretary of State, Article IV of the Articles of Incorporation would be amended and restated in its entirety to read:

"The total number of shares that this corporation is authorized to issue is One Hundred Million (100,000,000) shares of Common Stock having a par value of \$0.00001 per share."

Only the number of shares of common stock the company is authorized to issue would be affected by this Amendment. Except for this change, the proposed Amendment would not affect any other provision of the Articles of Incorporation. If re-approved by the holders of a majority of our outstanding shares of common stock entitled to vote as of the record date, we will refile the Amendment, in substantially the form attached hereto as Appendix A, with the Nevada Secretary of State.

***Reasons for the Amendment***

Our Board believes that an increase in the number of authorized shares of the company's common stock from 50,000,000 to 100,000,000 shares is in the best interests of our stockholders. Increasing the number of authorized shares of common stock will enable us to engage in capital raising transactions and other strategic transactions involving the issuance of equity securities. We have limited capital, and in order for us to execute on our business plan and remain viable as a going concern, we must have the flexibility to engage in capital raising transactions until we are able to generate sufficient revenue and cash flow. Investors in prior transactions have purchased our common stock or our derivative securities, such as warrants, for which we must reserve unissued common stock.

As discussed in more detail below in the section titled "Number of Shares of Common Stock Currently Outstanding or Subject to Issuance," we have nearly reached our limit of authorized common stock. We are therefore limited in future capital raising opportunities that would require the issuance of shares of our common stock. Increasing the number of authorized shares of common stock will enable us to issue common stock or securities convertible or exercisable into common stock to investors and

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other strategic partners. These transactions, if they can be successfully negotiated and consummated, will help us fund our business plan, including the funding of our clinical trials. You should be aware that these potential capital raising transactions or other strategic transactions involving the issuance of additional shares of common stock will have a dilutive effect on our existing stockholders, as further described in the section below titled "Effects of Increase."

If the increase is not approved, we will be limited in our efforts to raise additional capital. In such event, our operations, financial condition and our ability to continue as a going concern may be materially and adversely affected.

***Number of Shares of Common Stock Currently Outstanding and Subject to Issuance***

As of March 31, 2017, we had the following shares of common stock issued and outstanding and shares of common stock reserved for issuance under the following securities convertible or exercisable into common stock:

32,123,392 shares of our common stock issued and outstanding;

3,391,439 shares of our common stock issuable upon exercise of outstanding warrants;

4,031,756 shares of our common stock issuable upon exercise of outstanding stock options;

2,555,795 shares of our common stock reserved for future issuance under our 2015 Equity Incentive Plan and 401(k) plan;  
and

262,785 shares of common stock reserved for future sale under our employee stock purchase plan.

***Effects of Increase***

The additional authorized but unissued shares of common stock may generally be issued from time to time for such proper corporate purposes as may be determined by our Board or, as required by law or the rules of NASDAQ, with the approval and authorization of our stockholders. Our Board does not intend to solicit further stockholder approval prior to the issuance of additional shares of common stock, except as may be required by applicable law or by the rules of NASDAQ.

The possible future issuance of shares of our common stock or securities convertible or exercisable into our common stock could affect our current stockholders in a number of ways. The issuance of new shares of common stock will cause immediate dilution of the ownership interests and the voting power of our existing stockholders. New issuances of common stock may also affect a number of dividends, if any, paid to such stockholders and may reduce the share of the proceeds that they would receive upon the future liquidation, if any, of the company.

In addition, the future issuance of shares of our common stock or securities convertible or exercisable into shares of our common stock could:

dilute the market price of our common stock, to the extent that the shares of common stock are issued and sold at prices below current trading prices, or, if the issuance consists of securities convertible or exercisable into common stock, to the extent that the securities provide for the conversion or exercise into common stock at prices that could be below current trading prices of the common stock, which dilution, in each case, may increase the volatility and affect the market value of our trading securities;

dilute the earnings per share, if any, and book value per share of the outstanding shares of our common stock; and

make the payment of dividends on common stock, if any, potentially more expensive.



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***Anti-Takeover Effects***

Although the Amendment is not motivated by anti-takeover concerns and is not considered by our Board to be an anti-takeover measure, the availability of additional authorized shares of common stock could enable the Board to issue shares defensively in response to a takeover attempt or to make an attempt to gain control of our company more difficult or time-consuming. For example, shares of common stock could be issued to purchasers who might side with management in opposing a takeover bid that the Board determines is not in the best interests of our stockholders, thus diluting the ownership and voting rights of the person seeking to obtain control of our company. In certain circumstances, the issuance of common stock without further action by the stockholders may have the effect of delaying or preventing a change in control of the company, may discourage bids for our common stock at a premium over the prevailing market price and may adversely affect the market price of our common stock. As a result, increasing the authorized number of shares of our common stock could render more difficult and less likely a hostile takeover of our company by a third-party, or a tender offer or proxy contest, assumption of control by a holder of a large block of our stock, and the possible removal of our incumbent management. We are not aware of any proposed attempt to take over the company or of any present attempt to acquire a large block of our common stock.

**Vote Required**

The affirmative vote of stockholders that represent a majority of the voting power entitled to vote on the Amendment is required to approve the Amendment. If you mark "ABSTAIN" on your proxy for this Proposal, it will have the effect of a vote "AGAINST" this Proposal.

**OUR BOARD RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE AMENDMENT.**

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**PROPOSAL NO. 3  
RATIFICATION OF THE APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected RSM US, LLP ("RSM") as our independent registered public accounting firm to audit our financial statements for the fiscal year ending December 31, 2017. The Board is asking our stockholders to ratify the appointment of RSM as our independent registered public accounting firm. Although stockholder approval of our Audit Committee's appointment of RSM as our independent registered public accounting firm for the year ended December 31, 2017 is not required, we believe that it is advisable to give stockholders an opportunity to ratify this appointment. If the stockholders do not ratify the appointment of RSM as our independent registered public accounting firm, the Audit Committee may reconsider its appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of our company and stockholders. A representative of RSM is expected to be present at the Annual Meeting and will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from stockholders.

Effective August 7, 2015, our Audit Committee dismissed Wolf & Company, P.C. ("Wolf & Co.") as our independent registered public accounting firm, and approved the engagement of RSM as our independent registered public accounting firm.

The reports of Wolf & Co. on the company's consolidated financial statements for the fiscal years ended December 31, 2013, and December 31, 2014, did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles, except that the report for the fiscal year ended December 31, 2013, contained an explanatory paragraph with respect to substantial doubt as to the company's ability to continue as a going concern. During the company's fiscal years ended December 31, 2013 and December 31, 2014, and the subsequent interim period through the date of dismissal of Wolf & Co., (i) there were no disagreements with Wolf & Co. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope and procedure, which disagreements, if not resolved to the satisfaction of Wolf & Co., would have caused Wolf & Co. to make reference to the subject matter of the disagreement in connection with its reports on the consolidated financial statements for such years, and (ii) there were no "reportable events," as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

During the company's fiscal years ended December 31, 2013 and December 31, 2014, and the subsequent interim period of January 1, 2015 through the engagement of RSM on August 7, 2015, neither the company, nor anyone on its behalf, consulted with RSM regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the company's consolidated financial statements, and neither a written report nor oral advice was provided to the company that RSM concluded was an important factor considered by the company in reaching a decision as to the accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement," as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a "reportable event," as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

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<b>Firm</b>	<b>Year</b>	<b>Fees \$(1)</b>
RSM US, LLP	2016	205,800
	2015	195,000
WOLF & COMPANY, P.C.	2016	8,300
	2015	41,525

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(1)

Audit fees in each of 2016 and 2015 consisted of fees incurred for professional services rendered for the audit of consolidated financial statements and internal control over financial reporting and for reviews of our interim consolidated financial statements included in our quarterly reports on Form 10-Q.

*Audit-Related Fees*

<b>Firm</b>	<b>Year</b>	<b>Fees \$(1)</b>
RSM US, LLP	2016	111,921
	2015	31,200
WOLF & COMPANY, P.C.	2016	10,670
	2015	31,620

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(1)

Audit-related fees in 2016 paid to RSM consisted of fees related to the delivery of a comfort letter in conjunction with a common stock financing and fees related to a Form S-3. Audit-related fees in 2015 paid to RSM consisted of fees related to the delivery of a comfort letter in conjunction with the ATM. Audit-related fees in 2016 paid to Wolf & Co. consisted of fees related to consents provided in connection with a Form S-3 filing and a common stock financing. Audit-related fees in 2015 paid to Wolf & Co. consisted of fees related to consents provided in connection with a Form S-8 filing, delivery of a comfort letter, due diligence services and accounting consultations in connection with internal control reviews.

*Tax Fees*

There were no fees paid to RSM or Wolf & Company, P.C. for any tax-related services in 2016 or 2015.

*All Other Fees*

There were no other fees paid to RSM or Wolf & Company, P.C. in 2016 or 2015.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services**

Our Audit Committee is responsible for pre-approving all services provided by our independent registered public accounting firm. All of the above services and fees were reviewed and approved by the Audit Committee before the services were rendered. The Audit Committee has considered the nature and amount of fees billed by RSM and believes that the provision of services for activities unrelated to the audit is compatible with maintaining RSM's independence.

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**Vote Required**

The affirmative vote of the majority of votes cast by the holders of our common stock, present or represented by proxy at the Annual Meeting and entitled to vote, is required to ratify the appointment of RSM as our independent registered public accounting firm for the fiscal year ending December 31, 2017.

**OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF RSM US, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.**

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**OTHER MATTERS**

**Householding Information**

Some banks, brokers and other nominee record holders may participate in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement and Annual Report may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of the proxy statement and the Annual Report to any beneficial owner at a shared address to which a single copy of any of those documents was delivered if you write or call us at the following address or telephone number: InVivo Therapeutics Holdings Corp., One Kendall Square, Suite B14402, Cambridge, MA 02139, Attn: Secretary, telephone: (617) 863-5500. If you want to receive separate copies of the proxy statement and the annual report in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and telephone number.

**Expenses of Proxy Solicitation**

The solicitation of proxies will be conducted by telephone or mail, and we will bear all attendant expenses. These expenses will include the expense of preparing and mailing proxy materials for the Annual Meeting. Brokerage firms and other custodians, nominees and fiduciaries will be requested to forward the proxy materials to beneficial owners and to obtain authorization for the execution of proxies, and we will reimburse such brokerage firms, other custodians, nominees and fiduciaries for reasonable expenses incurred in sending proxy materials to beneficial owners of our common stock. We may conduct further solicitation personally or telephonically through our directors, officers, and employees, none of whom will receive additional compensation for assisting with the solicitation. We have retained the services of Laurel Hill Advisory Group, LLC, to assist in the solicitation of proxies at the cost of approximately \$3,000, plus reimbursement of certain expenses.

**Stockholder Proposals**

*Stockholder proposals for inclusion in our proxy statement:* If a stockholder wishes to present a proposal to be included in our proxy statement and form of proxy for the 2018 annual meeting of stockholders, the proposal must be received by our Secretary c/o InVivo Therapeutics Holdings Corp., One Kendall Square, Suite B14402, Cambridge, MA 02139, no later than the close of business on January 1, 2018. Such proposal must comply with the applicable rules of the SEC in order to be included in our proxy statement and proxy relating to the 2018 annual meeting of stockholders. If the date of next year's annual meeting is changed by more than 30 days from the anniversary date of the Annual Meeting, then the deadline to submit a proposal for inclusion in our proxy statement is a reasonable time before we begin to print and mail proxy materials.

*Other stockholder proposals:* A stockholder proposal not included in our proxy statement for the 2018 annual meeting of stockholders, including proposed nominations for director, will not be eligible for presentation at the 2018 annual meeting unless the stockholder gives timely notice of the proposal in writing to our Secretary at our principal executive offices and otherwise complies with the provisions of our amended and restated bylaws. To be timely, the stockholder is required to give written notice to our Secretary c/o InVivo Therapeutics Holdings Corp., One Kendall Square, Suite B14402, Cambridge, MA 02139, of his or her proposed director nomination or the proposal of other business to be considered by the stockholders. Such written notice must be made in accordance with Article II, Section 13 of our amended and restated bylaws, which require appropriate notice to us of a director nomination or proposal of other business for consideration not less than 60 days nor more than 90 days prior to the date of the first anniversary of this Annual Meeting. If, however, the 2018 annual meeting of stockholders is more than 30 days before, or more than 60 days after, such anniversary date, then to



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be timely notice must be provided not earlier than the close of business the 90th day prior to the 2018 annual meeting of stockholders and not later than the close of business on the later of the 60th day prior to the 2018 annual meeting of stockholders or the 10th day following the day on which public announcement of the date of the 2018 annual meeting of stockholders is first made by us. Assuming that the 2018 annual meeting is held on schedule, we must receive written notice of a proposal to nominate a director or proposal of other business for consideration no earlier than the close of business on March 1, 2018 and no later than the close of business on March 31, 2018.

The notice must also meet all other requirements contained in our amended and restated bylaws, including the requirement to contain specified information about the stockholder making the proposal and the proposed business to be brought before the meeting or the director nominee.

**Other Business**

As of the date of this proxy statement, we do not know of any matters to be presented at the Annual Meeting other than those described in this proxy statement. If any other matters should properly come before the Annual Meeting, proxies in the enclosed form will be voted on those matters in accordance with the judgment of the person or persons voting the proxies, unless otherwise specified.

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**Appendix A**

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
FOR NEVADA PROFIT CORPORATIONS  
(Pursuant to NRS 78.385 and 78.390).**

First: The name of the Corporation is InVivo Therapeutics Holdings Corp. (the "Corporation")

Second: The Corporation's Articles of Incorporation (the "Articles") shall be amended by replacing Article IV with the following:

**FOURTH**

The total number of shares that this corporation is authorized to issue is One Hundred Million (100,000,000) shares of Common Stock having a par value of \$0.00001 per share.

Third: The vote by which the stockholders holding shares in the Corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles have voted in favor of the amendment is .

Effective as of .

**INVIVO THERAPEUTICS HOLDINGS CORP.**

By: \_\_\_\_\_

Christopher McNulty,  
*Chief Financial Officer*

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## Edgar Filing: Talton Sheila - Form 4

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY. Vote by Internet or Telephone - QUICK EASY IMMEDIATE - 24 Hours a Day, 7 Days a Week or by Mail Your phone or internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned the proxy card.

Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m., Eastern Time, on May 29, 2017. INVIVO THERAPEUTICS HOLDINGS CORP. INTERNET/MOBILE [www.cstproxyvote.com](http://www.cstproxyvote.com) Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares. PHONE 1 (866) 894-0537 Use a touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares. MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

FOLD HERE DO NOT SEPARATE INSERT IN ENVELOPE PROVIDED PROXY Please mark your votes like this THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR AND FOR PROPOSALS 2 AND 3. 1. ELECTION OF DIRECTORS. The election of three Class III directors, each to serve a three-year term expiring at the 2020 annual meeting, and one Class II director to serve a two-year term expiring at the 2019 annual meeting. 2. FOR AGAINST ABSTAIN APPROVAL OF AMENDMENT. To approve the amendment to our Articles of Incorporation to increase the authorized shares of common stock from 50,000,000 to 100,000,000. Class II Nominee 3. RATIFICATION OF AUDITORS. To ratify the appointment of RSM US, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017. FOR AGAINST ABSTAIN FOR NOMINEE WITHHOLD AUTHORITY (01) Christina Morrison Class III Nominees WITHHOLD AUTHORITY FOR NOMINEE THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE DIRECTOR NOMINEES, FOR PROPOSALS 2 AND 3 AND IN ACCORDANCE WITH THE DISCRETION OF THE PERSONS NAMED AS PROXIES HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. (02) Mark D. Perrin FOR NOMINEE WITHHOLD AUTHORITY (03) C. Ann Merrifield FOR NOMINEE WITHHOLD AUTHORITY COMPANY ID: (04) Jeffrey S. Hatfield PROXY NUMBER: ACCOUNT NUMBER: Signature Signature Date , 2017. NOTE: Please sign exactly as your name or names appear hereon. When shares are held by joint owners, both must sign. When signing as attorney, executor, administrator, trustee or guardian, please give title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person. X PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY OR BY PHONE.





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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 30, 2017 To access the Company's Proxy Statement for the 2017 Annual Meeting of Stockholders and the Company's 2016 Annual Report, visit: <http://www.estproxy.com/invivotherapeutics/2017>

FOLD HERE DO NOT SEPARATE INSERT IN ENVELOPE PROVIDED PROXY THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS ANNUAL MEETING OF STOCKHOLDERS MAY 30, 2017 INVIVO THERAPEUTICS HOLDINGS CORP. The undersigned hereby appoints Mark D. Perrin and Tamara L. Joseph, and each of them severally, as proxies of the undersigned, each with full power to appoint his or her substitute, to represent the undersigned at the 2017 Annual Meeting of Stockholders (the Annual Meeting) of InVivo Therapeutics Holdings Corp. (the Company) to be held at the Massachusetts Biotechnology Council, 1 Cambridge Center, Cambridge, Massachusetts 02139 on May 30, 2017 at 9:00 a.m., local time, or at any adjournments or postponements thereof, and to vote thereat all shares of common stock of the Company held of record by the undersigned at the close of business on April 13, 2017 in accordance with the instructions set forth on this proxy card and, in their discretion, to vote such shares on any other business as may properly come before the Annual Meeting and on matters incident to the conduct of the Annual Meeting. Any proxy heretofore given by the undersigned with respect to such stock is hereby revoked. PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY OR BY PHONE. (Continued, and to be marked, dated and signed, on the other side)



