

INVIVO CORP  
Form SC14D9C  
December 18, 2003

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 14D-9**

**(RULE 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**INVIVO CORPORATION**

*(Name of Subject Company)*

**INVIVO CORPORATION**

*(Name of Person(s) Filing Statement)*

**Common Stock, Par Value \$0.01 Per Share**

*(Title of Class of Securities)*

**461858102**

*(CUSIP Number of Class of Securities)*

**James B. Hawkins**

**Chief Executive Officer**

**4900 Hopyard Road, Suite 210**

**Pleasanton, CA 94588**

**(925) 468-7600**

*(Name, Address and Telephone Number of Person Authorized to Receive Notice and  
Communications on Behalf of the Person(s) Filing Statement)*

**With copies to:**

**Daniel J. Winnike, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, CA 94041**

**(650) 988-8500**

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)	Press Release, dated December 18, 2003 (Incorporated by reference to the Current Report on Form 8-K filed by the Company on December 18, 2003)