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INVIVO CORP  
Form 15-12G  
January 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration  
Under Section 12(g) of the Securities Exchange  
Act of 1934 or Suspension of Duty to File Reports  
Under Sections 13 and 15(d) of the  
Securities and Exchange Act of 1934

Commission File Number 000-15963

Invivo Corporation  
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(Exact name of registrant as specified in its charter)

4900 Hopyard Road, Suite 210, Pleasanton CA 94588, (925) 468-7600  
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(Address, including zip code, and telephone number, including area code,  
of Registrant's principal executive offices)

Common Stock, par value \$0.01 per share  
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(Title of each class of securities covered by this Form)

None  
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(Title of all other classes of securities for which a duty to file reports under  
Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s)  
relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice  
date: 1  
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Pursuant to the requirements of the Securities Exchange Act of 1934,  
Invivo Corporation has caused this certification/notice to be signed on its  
behalf by the undersigned duly authorized person.

Dated: January 27, 2004

By: /s/ Glenn H. Epstein  
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Name: Glenn H. Epstein

Title: Chief Executive Officer