

INVIVO CORP

Form 4

March 13, 2002

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| | | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | |
| Form 4 | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940 | | OMB APPROVAL <u>OMB</u> <u>Number:K235-0287</u> <u>Expires: December 31,</u> <u>2001</u> Estimated average burden hours per response H.5 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | | | | |
| (Print or Type Responses) | | | | | |
| 1. Name and Address of Reporting Person* | | 2. Issuer Name and Ticker or Trading Symbol Invivo Corporation (SAFE) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <u>XX</u> 10% Owner ____ Officer (give ____ Other (specify title below) below) _____ | |
| (Last) (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year February 2002 | | |
| (Street) Larkspur, California | | | 5. If Amendment, Date of Original (Month/Year) | 7. Individual or Joint/Group Filing (Check Applicable) | |

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| 94939 | | | Line) ___ Form filed by One Reporting Person XX Form filed by More than One Reporting Person See Note 1 | | | | | | | |
| (City) (State) (Zip) | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 4) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- Action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 AND 5) | | | Price | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | | | | |
| Common Stock | 02/04/02 | | P | 54 | | 12.76 A | | 22,491 | I | See Note 2 |
| Common Stock | 02/05/02 | | P | 47 | | 12.73 A | | 22,491 | I | See Note 2 |
| Common Stock | 02/08/02 | | P | 19 | | 12.90 A | | 22,491 | I | See Note 2 |
| Common Stock | 02/11/02 | | P | 10 | | 13.05 A | | 22,491 | I | See Note 2 |
| Common Stock | 02/12/02 | | P | 77 | | 13.05 A | | 22,491 | I | See Note |

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| | | | | | | | | | 2 |
| Common Stock | 02/13/02 | P | | 20 | | 13.01 A | | 22,491 I | See Note 2 |
| Common Stock | 02/25/02 | P | | 88 | | 12.76 A | | 22,491 I | See Note 2 |
| Common Stock | 02/26/01 | P | | 188 | A | 12.89 | 22,491 | I | See Note 2 |
| Common Stock | 02/27/02 | P | | 252 | | 12.77 A | | 22,491 I | See Note 2 |
| Common Stock | 02/28/02 | P | | 43 | A | 12.94 | 22,491 | I | See Note 2 |
| | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v). **Persons who respond to the collection of information contained** (Over)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (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 Securities Underlying Derivative Security (Instr. 4) | | 8. Title and Amount of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|---|-----|-----|------------------|---|-------|---|--|---|
| | | | | | | | | | | | | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
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1. The reporting persons are Willow Creek Capital Management ("WCCM"), WC Capital Management, LLC ("WC LLC") and Aaron H. Braun. WCCM is a registered investment adviser and the manager of WC LLC. WC LLC is the general partner of investment limited partnerships.

2. These securities are owned directly by investment advisory accounts of WCCM and investment limited partnerships of which WC LLC is the general partner. The securities are indirectly beneficially owned by WCCM, and by Mr. Braun as the controlling owner of WCCM. The reporting persons disclaim membership in a group with any persons not reporting hereon within the meaning of Rule 13d-5(b)(i) and Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended.

Dated: March 11, 2002

Willow Creek Capital Management

WC Capital Management, LLC

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By: Aaron H. Braun
President

By: Willow Creek Capital Management,
Manager

By: Aaron H. Braun
President

Aaron H. Braun

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff

Joint Filer Information

Name: WC Capital Management, LLC

Address: 17 East Sir Francis Blvd., Suite 100, Larkspur, CA 94939

Designated Filer: Willow Creek Capital Management

Issuer and Ticker Symbol: Invivo Corporation (SAFE)

Statement for Month/Year: February 2002

WC Capital Management, LLC

By: Willow Creek Capital Management, Manager

By: Aaron H. Braun

President

Name: Aaron H. Braun

Address: 17 East Sir Francis Blvd., Suite 100, Larkspur, CA 94939

Designated Filer: Willow Creek Capital Management

Issuer and Ticker Symbol: Invivo Corporation (SAFE)

Statement for Month/Year: February 2002

Aaron H. Braun