

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Elia Marc</u>			2. Issuer Name and Ticker or Trading Symbol <u>Inviydy, Inc. [IVVD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O INVIVYD, INC. 1601 TRAPELO ROAD, SUITE 178			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
WALTHAM	MA	02451						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V				

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.21	05/21/2024		A		50,000		(I)	05/20/2034	Common Stock	50,000	\$0.00	50,000	D	

1. Name and Address of Reporting Person* <u>Elia Marc</u>		
(Last)	(First)	(Middle)
C/O INVIVYD, INC. 1601 TRAPELO ROAD, SUITE 178		
(Street)	(City)	(State)
WALTHAM	MA	02451
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>M28 Capital Management LP</u>		
(Last)	(First)	(Middle)
700 CANAL STREET, 2ND FLOOR		
(Street)	(City)	(State)
STAMFORD	CT	06902
(City)	(State)	(Zip)

Explanation of Responses:

1. This option was granted on May 21, 2024 and vests in full upon the earlier of (i) May 21, 2025 or (ii) the date of the Issuer's 2025 Annual Meeting of Stockholders, subject to the Reporting Person's continuous service through such vesting date. The grant was awarded to Marc Elia ("Mr. Elia"). Mr. Elia is deemed to hold the grant for the benefit of M28 Capital Management LP ("M28 Capital Management") and the funds managed by M28 Capital Management.

Remarks:

M28 Capital Management may be deemed to be a director by deputization for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, by virtue of the fact that Mr. Elia, who indirectly controls M28 Capital Management, currently serves on the board of directors of the Issuer. The Reporting Persons expressly disclaim beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein, if any.

/s/ Jill Andersen attorney-in- 05/23/2024

[fact for Marc Elia](#)

[M28 Capital Management LP,](#)

[05/23/2024](#)

[By: /s/ Chris Talierno](#)

** Signature of Reporting Person

Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.