UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

						party not of to to						
1. Name and Address of Reporting Person [*] MCLAUGHLIN KEVIN F				r Name and Ticker <u>yd, Inc.</u> [IVV		mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)	(Last) (First) (Middle)			of Earliest Transac 2024	tion (Month/D	ay/Year)		Officer (give title below)	Other below	(specify)		
C/O INVIVYD, INC.				endment, Date of C	Driginal Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
1601 TRAPELO ROAD, SUITE 178							Line)					
							X Form filed by One Reporting Person			on		
(Street) WALTHAM	МА	02451						Form filed by Mor Person	re than One Repo	orting		
		Rule	Rule 10b5-1(c) Transaction Indication									
(City)	(State)	(Zip)	Che	eck this box to indicat	e that a transac		a contract, instruction or written plan that is intended to satisfy n 10.					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security	y (Instr. 3)		2. Transaction	2A. Deemed	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3.		5. Amount of Securities	6. Ownership	7. Nature of		

	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.					Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											

	(e.g., puts, cans, 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. Transa Code (8)		Derivative		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)	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	Amount or Number of Shares		(Instr. 4)		
Stock Option (Right to Buy)	\$2.21	05/21/2024		A		100,000		(1)	05/20/2034	Common Stock	100,000	\$0.00	100,000	D	

Explanation of Responses:

1. This option was granted on May 21, 2024 and vests over a three-year period, with one-third of the shares subject to the grant vesting on the first anniversary of the grant date and 1/36th of the total shares subject to the grant vesting in substantially equal monthly installments thereafter, subject to the Reporting Person's continuous service through each vesting date.

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

for Kevin F. McLaughlin

** 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.