GARTNER INC
Form 4
June 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DYKSTRA KAREN E

(Last) (First) (Middle)

56 TOP GALLANT RD, P. O. BOX 10212

(Street)

STAMFORD, CT 06904-2212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GARTNER INC [IT]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	Amount	(A) or (D)	Price			

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

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 control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Inst
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0	05/29/2014		A	2,812		(1)	(1)	Common Stock	2,812	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYKSTRA KAREN E 56 TOP GALLANT RD P. O. BOX 10212 STAMFORD, CT 06904-2212	X			

Signatures

/s/ Clare Kretzman for Karen Dykstra	06/02/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) One Hundred Percent (100%) of the RSUs shall vest on May 29, 2015, subject to Grantee's continued service as a director through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. px solid" align=left width="2%" bgColor=#e6efff>

See accompanying notes

Approved on Behalf of the Board:

/s/ Horst G. Zerbe Director

/s/ Bernard Boudreau Director

IntelGenx Technologies Corp.

Consolidated Statement of Shareholders' Equity
For the Period Ended June 30, 2010
(Expressed in Thousands of U.S. Dollars ($ 000) Except Share and Per Share Data)
(Unaudited)

	Capital Stock		Additional	Accumulated Other		**Total**
	Number	Amount	Paid-In Capital	Comprehensive Income	Accumulated Deficit	**Shareholders' Equity**
Balance - December 31, 2009	33,081,271	$ 0	$ 8,809	$ 13	$ (6,665)	**$ 2,157**
Foreign currency translation adjustment	-	-	-	10	-	**10**
Stock-based compensation (note 6)	-	-	44	-	-	**44**
Net loss for the period	-	-	-	-	(1,715)	**(1,715)**
Balance June 30, 2010	**33,081,271**	**$ 0**	**$ 8,853**	**$ 23**	**$ (8,380)**	**$ 496**

See accompanying notes

IntelGenx Technologies Corp.

Consolidated Statement of Operations and Comprehensive Loss
(Expressed in Thousands of U.S. Dollars ($ 000) Except Share and Per Share Data)
(Unaudited)

	For the Three-Month Period Ended June 30,		For the Six-Month Period Ended June 30,	
	2010	2009	2010	2009
Revenue	**$ 115**	$ 499	**$ 297**	$ 700
Other Income	**11**	1	**11**	1
	126	500	**308**	701
Expenses				
Research and development	**249**	318	**579**	753
Research and development tax credits	**(24)**	(39)	**(48)**	(75)
Management salaries	**169**	110	**316**	215
General and administrative	**40**	49	**105**	88
Professional fees	**625**	65	**1,050**	149
Depreciation	**10**	10	**20**	20
Foreign exchange	**(1)**	(59)	**-**	(33)
Interest and financing fees	**1**	207	**1**	377
	1,069	661	**2,023**	1,494
Loss Before Income Taxes	**(943)**	(161)	**(1,715)**	(793)
Deferred income taxes	**-**	(45)	**-**	(84)
Net Loss	**(943)**	(116)	**(1,715)**	(709)
Other Comprehensive Loss (Income)				
Foreign currency translation adjustment	**(45)**	(16)	**10**	(25)
Comprehensive Loss	**$ (988)**	$ (132)	**$ (1,705)**	$ (734)
Basic Weighted Average Number of Shares Outstanding	**33,081,271**	20,867,074	**33,081,271**	20,858,585
Basic and Diluted Loss Per Common Share (note 8)	**$ (0.03)**	$ (0.01)	**$ (0.05)**	$ (0.04)

See accompanying notes

IntelGenx Technologies Corp.

Consolidated Statement of Cash Flows
(Expressed in thousands of U.S. Dollars ($ 000) Except Share and Per Share Data)
(Unaudited)

	For the Three-Month Period Ended June 30,		For the Six-Month Period Ended June 30,	
	2010	2009	2010	2009
Funds Provided (Used) - Operating Activities				
Net loss	**$ (943)**	$ (116)	**$ (1,715)**	$ (709)
Depreciation	**10**	10	**20**	20
Investor relations services	**4**	14	**7**	36
Stock-based compensation	**29**	12	**37**	23
Interest accretion	**-**	180	**-**	325
Deferred income taxes	**-**	(45)	**-**	(84)
	(900)	56	**(1,651)**	(389)
Changes in non-cash operating elements of working capital	**277**	(284)	**494**	(329)
	(623)	(228)	**(1,157)**	(718)
Financing Activities				
Issue of capital stock	**-**	22	**-**	22
	-	22	**-**	22
Investing Activities				
Additions to property and equipment	**(2)**	(1)	**(5)**	(3)
Restricted cash	**-**	18	**-**	267
	(2)	17	**(5)**	264
Decrease in Cash and Cash Equivalents	**(625)**	(189)	**(1,162)**	(432)
Effect of Foreign Exchange on Cash and Cash Equivalents	**(37)**	(22)	**12**	(29)
Cash and Cash Equivalents				
Beginning of Period	**1,037**	306	**1,525**	556
End of Period	**$ 375**	$ 95	**$ 375**	$ 95

See accompanying notes

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal and recurring nature.

These financial statements should be read in conjunction with the audited consolidated financial statements at December 31, 2009. Operating results for the three months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States (U.S. GAAP). This basis of accounting involves the application of accrual accounting and consequently, revenues and gains are recognized when earned, and expenses and losses are recognized when incurred.

The consolidated financial statements include the accounts of the Company and its subsidiary companies. On consolidation, all inter-entity transactions and balances have been eliminated.

The financial statements are expressed in U.S. funds.

Management has performed an evaluation of the Company s activities through the date and time these financial statements were issued and concluded that there are no additional significant events requiring recognition or disclosure.

2. Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company has reported an accumulated deficit of $8,380 thousand (at December 31, 2009 - $6,665 thousand). To date, these losses have been financed principally through capital stock, long-term debt and debt from related parties. Additional capital and/or borrowings will be necessary in order for the Company to continue in existence and attain profitable operations.

The Company's strategy is to continue to focus on the development of novel oral immediate release and controlled release products for the branded and generic pharmaceutical markets. The Company will continue to develop novel, orally administered drug delivery products based upon its proprietary oral drug delivery technologies and will continue to position itself as a provider of product development services for the pharmaceutical industry.

To date revenues consisted primarily of research and development fee revenues, which have not been sufficient to sustain operations. However, the Company expects to generate revenues from sales and manufacturing royalties in future years following successful development and commercialization of products within its current pipeline.

Explanation of Responses:

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

2. Going Concern (Cont d)

The first product fully-developed by the Company, a prenatal multivitamin supplement marketed as Gesticare® in the USA, was commercialized in November 2008. Royalty revenue totaling approximately $277 thousand was received by the Company during fiscal 2009 and management anticipates generating additional royalty revenue from this product in fiscal 2010.

The Company currently has a pipeline of 11 products under development, of which CPI-300, an oral antidepressant formulated using the Company s proprietary controlled release technology, is the most advanced. A New Drug Application (NDA) (505(b)(2) for this product was filed with the FDA in April 2009. A subsequent manufacturing site change for CPI-300, forced upon the Company as a result of the insolvency of the original manufacturer, necessitated the search and selection of a new manufacturer and, under FDA regulations, the production of new sample batches of CPI-300 and the Company is subsequently required to submit twelve months of product stability data to the FDA in an amendment to the original NDA. Management expects to file an amendment to the NDA in the first half of 2011.

Nonetheless, in order to achieve profitability, revenue streams will have to increase significantly from current levels and there is no assurance that revenues can increase to such a level.

We are seeking additional funding through additional equity and/or debt financings. However, there can be no assurance that any additional financing will become available to us, and if available, on terms acceptable to us. Any financing, if available, may involve restrictive covenants that impact our ability to conduct our business and raise additional funds. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue our operations, including the development and/or commercialization of one or more of our product candidates. The Company may also receive funds through the exercise of outstanding stock options and warrants in addition to funds that may be generated from pre-commercialization payments. There can be no assurance that such proceeds, if any, will be material.

Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

3. Adoption of New Accounting Standards

Fair Value Measurements and Disclosures

On January 1, 2010, the Company adopted FASB ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820) . This Update provides amendments to Subtopic 820-10 and related guidance within U.S. GAAP to require disclosure of the transfers in and out of Levels 1 and 2 and a schedule for Level 3 that separately identifies purchases, sales, issuances and settlements. It also clarifies exposing disclosures requirements indicating that disaggregate information regarding classes of assets and liabilities that make up each level and more detail regarding valuation techniques and inputs. This Update is effective for fiscal years beginning on or after December 15, 2009 except for the disclosure regarding Level 3 activity which is effective for fiscal years beginning after December 15, 2010. The adoption of ASU 2010-06 did not have a material effect on the

Company s financial position or results of operations.

Explanation of Responses:

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

4. Significant Accounting Policies

Recently Issued Accounting Pronouncements

In October 2009, the FASB issued Update No. 2009-13, Revenue Recognition (Topic 605) Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force (ASU 2009-13). ASU 2009-13 provides amendments to the criteria in ASC 605-25, Revenue Recognition Multiple-Element Arrangements for separating consideration in multiple-deliverable arrangements. As a result of those amendments, multiple-deliverable arrangements will be separated in more circumstances than under existing U.S. GAAP. ASU 2009-13: 1) establishes a selling price hierarchy for determining the selling price of a deliverable, 2) eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, 3) requires that a vendor determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis, 4) significantly expands the disclosures related to a vendor s multiple-deliverable revenue arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company is currently evaluating the impact of this Statement on its consolidated financial statements. The adoption of ASU 2009-13 is not expected to have a material effect on the Company s financial position or results of operations.

In October 2009, the FASB issued Update No. 2009-14, Software (Topic 985) Certain Revenue Arrangements That Include Software Elements a consensus of the FASB Emerging Issues Task Force (ASU 2009-14). ASU 2009-14 changes the accounting model for revenue arrangements that include both tangible products and software elements and provides additional guidance on how to determine which software, if any, relating to tangible product would be excluded from the scope of the software revenue guidance. In addition, ASU 2009-14 provides guidance on how a vendor should allocate arrangement consideration to deliverables in an arrangement that includes both tangible products and software. ASU 2009-14 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of ASC 2009-14 is not expected to have a material effect on the Company s financial position or results of operations.

In February 2010, the FASB issued Update No. 2010-11, Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives . ASU 2010-11 clarifies the type of embedded credit derivative that is exempt from embedded derivative bifurcation requirements. Specifically, only one form of embedded credit derivative qualifies for the exemption one that is related only to the subordination of one financial instrument to another. As a result, entities that have contracts containing an embedded credit derivative feature in a form other than such subordination may need to separately account for the embedded credit derivative feature. The amendments in ASU 2010-11 are effective for each reporting entity at the beginning of its first fiscal quarter beginning after June 15, 2010. Early adoption is permitted at the beginning of each entity s first fiscal quarter beginning after March 5, 2010. The adoption of ASU 2010-11 is not expected to have a material effect on the Company s financial position or results of operations.

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

4. Significant Accounting Policies

In April 2010, the FASB issued Update No. 2010-13, Compensation Stock Compensation (Topic 718): Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades . This amendment clarifies that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity s equity securities trades shall not be considered to contain a market, performance, or service condition. Therefore, such an award is not to be classified as a liability if it otherwise qualifies as equity classification. ASU 2010-13 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010. Earlier application is permitted. The adoption of ASU 2010-13 is not expected to have a material effect on the Company s financial position or results of operations.

In April 2010, the FASB issued Update No. 2010-17, Revenue Recognition Milestone Method (Topic 605): Milestone Method of Revenue Recognition . This ASU provides guidance on defining a milestone under Topic 605 and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. Consideration that is contingent on achievement of a milestone in its entirety may be recognized as revenue in the period in which the milestone is achieved only if the milestone is judged to meet certain criteria to be considered substantive. Milestones should be considered substantive in their entirety and may not be bifurcated. An arrangement may contain both substantive and nonsubstantive milestones that should be evaluated individually. ASU 2010-17 is effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. Early adoption is permitted. The Company is currently evaluating the impact of this Statement on its consolidated financial statements.

5. Capital Stock

	June 30, 2010	**December 31, 2009**
Authorized -		
100,000,000 common shares of $0.00001 par value		
20,000,000 preferred shares of $0.00001 par value		
Issued -		
33,081,271 common shares	**$ 331**	$ 331

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

6. Additional Paid-In Capital

Stock Options

At the Annual General Meeting on June 3, 2010 the Shareholders of the Company approved to amend the 2006 Stock Option Plan to increase the number of shares available for issuance under the Plan from 2,074,000 to 3,308,127, or 10%, of the Company s issued and outstanding shares as of April 5, 2010.

On January 21, 2010 the Company granted 50,000 stock options to SectorSpeak as compensation for investor relation services. The stock options are exercisable into common shares at an exercise price of $0.47 per share option, which expire on January 21, 2013. The stock options vest 50% on the first, and 50% on the second, anniversary of the agreement. The stock options were accounted for at their fair value of $15 thousand, as determined by the Black-Scholes valuation model, using the assumptions below:

Expected volatility	120%
Expected life	3.0 years
Risk-free interest rate	1.39%
Dividend yield	Nil

On May 17, 2010 the Company granted 75,000 stock options to purchase common shares to a non-employee director. The stock options are exercisable at $0.45 per share and have a term of 5 years with immediate vesting provisions. The stock options were accounted for at their fair value, as determined by the Black-Scholes valuation model, of $21 thousand, using the following assumptions:

Expected volatility	124%
Expected life	2.5 years
Risk-free interest rate	1.05%
Dividend yield	Nil

On May 17, 2010 the Company granted 25,000 stock options to purchase common shares to each of 3 employees. The stock options are exercisable at $0.45 per share, vest over 2 years at 25% every six months and expire on May 17, 2015. The stock options were accounted for at their fair value, as determined by the Black-Scholes valuation model, of $23 thousand, using the following assumptions:

Expected volatility	129%
Expected life	3.13 years
Risk-free interest rate	1.30%
Dividend yield	Nil

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements
June 30, 2010
(Expressed in U.S. Funds)
(Unaudited)

6. Additional Paid-In Capital (Cont d)

Compensation expenses for stock-based compensation of $44 thousand and $59 thousand were recorded during the six-month period ended June 30, 2010 and 2009 respectively. Of the amount expensed in 2010, $7 thousand (2009 - $36 thousand) relates to stock options granted to investor relations firms as compensation for investor relation services, $16 thousand (2009 - $23 thousand) relates to stock options granted to employees and $21 thousand (2009 - $Nil) relates to stock options granted to non-employee directors. As at June 30, 2010, the Company has $62 thousand (2009 - $29 thousand) of unrecognized stock-based compensation.

7. Related Party Transactions

During the six-month period ended June 30, 2010, the Company incurred expenses of approximately $9 thousand (2009 - $8 thousand) for laboratory equipment leased from a shareholder, who is also an officer of the Company.

Included in management salaries are $12 thousand (2009 - $10 thousand) for options granted to the Chief Financial Officer and $2 thousand (2009 - $Nil) for options granted to the Chief Executive Officer under the 2006 Stock Option Plan and $21 thousand (2009 - $Nil) for options granted to a non-employee director.

Also included in management salaries are director fees of $46 thousand (2009-$2.5 thousand) for attendance to board meetings and audit committee meetings.

Included in accounts payable and accrued liabilities is approximately $10 thousand (2009 - $25 thousand) payable to shareholders, who are also officers of the Company.

The above related party transactions have been measured at the exchange amount which is the amount of the consideration established and agreed to by the related parties.

8. Basic and Diluted Loss Per Common Share

Basic and diluted loss per common share is calculated based on the weighted average number of shares outstanding during the period. The warrants, share-based compensation and convertible notes have been excluded from the calculation of diluted loss per share since they are anti-dilutive.

9. Subsequent Events

On August 10, 2010 the Company granted 75,000 stock options to purchase common shares to two directors. The stock options are exercisable at $0.37 per share, vest over 2 years at 25% every six months and expire on August 10, 2015.

On July 28, 2010, the Company amended the exercise price of 2,142,857 warrants initially issued with respect to the convertible notes transaction on May 22, 2007 from $0.80 to $0.48.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction to Management s Discussion and Analysis

The purpose of this section, Management s Discussion and Analysis of Financial Condition and Results of Operations, is to provide a narrative explanation of the financial statements that enables investors to better understand the business of the Company, to enhance the Company s overall financial disclosures, to provide the context within which the Company s financial information may be analyzed, and to provide information about the quality of, and potential variability of, the Company s financial condition, results of operations and cash flows. Unless otherwise indicated, all financial and statistical information included herein relates to continuing operations of the Company. Unless otherwise indicated or the context otherwise requires, the words, IntelGenx, Company , we , us , and our refer to IntelGenx Technologies Corp. and its subsidiaries, including IntelGenx Corp. This information should be read in conjunction with the accompanying unaudited Consolidated Financial Statements and Notes thereto.

Company Background

IntelGenx is a drug delivery company established in 2003 and headquartered in Montreal, Quebec, Canada. The Company s focus is on the development of novel oral immediate-release and controlled-release products for the pharmaceutical market. IntelGenx business strategy is to develop pharmaceutical products based on the Company s proprietary drug delivery technologies and, once the viability of a product has been demonstrated, to license the commercial rights to partners in the pharmaceutical industry. In certain cases, the Company relies upon partners in the pharmaceutical industry to fund development of the licensed products, complete the regulatory approval process with the U.S. Food and Drug Administration (FDA) or other regulatory agencies relating to the licensed products, and assume responsibility for marketing and distributing such products.

In addition, IntelGenx may choose to pursue the development of certain products until the product reaches the marketing and distribution stage. The Company will assess the potential for successful development of a product and associated costs, and then determine at which stage it is most prudent to seek a partner, balancing such costs against the potential for additional returns earned by partnering later in the development process.

The Company has also undertaken a strategy under which it will work with pharmaceutical companies in order to develop new dosage forms for pharmaceutical products for which patent protection is nearing expiration. Under §(505)(b)(2) of the Food, Drug, and Cosmetics Act, the FDA may grant market exclusivity for a term of up to three years of exclusivity following approval of a listed drug that contains previously approved active ingredients but is approved in a new dosage, dosage form, route of administration or combination, or for a new use, the approval of which was required to be supported by new clinical trials, other than bioavailability studies, conducted by or for the sponsor.

The Company is currently continuing to develop the existing products in its pipeline and may also perform research and development on other potential products as opportunities arise.

The Company currently purchases and/or leases, on an as-needed basis, the equipment necessary for performing research and development activities related to its products.

The Company plans to hire new personnel, primarily in the area of research and development, on an as-needed basis as the Company enters into partnership agreements and increases its research and development activities.

Key Developments

The Company achieved a number of milestones in its strategic development, growth and future income potential so far in 2010, most notably:

Antidepressant Tablet:

On April 6, 2009 IntelGenx submitted a New Drug Application (NDA) to the FDA for CPI-300. CPI-300 is a higher strength of the antidepressant bupropion HCl, the active ingredient in Wellbutrin XL®. The NDA was accepted for standard review by the FDA in June 2009. As required under NDA filings, IntelGenx' development partner Cary Pharmaceuticals (Cary), the NDA applicant, notified Biovail Laboratories SLR (Biovail), holder of the Wellbutrin XL® patent of the filing contending non-infringement of the Wellbutrin XL® patent.

On August 18, 2009 Cary was sued by Biovail in the U.S. District Court of Delaware for patent infringement, under provisions of the Drug Price Competition and Patent Term Restoration Act of 1984 (Hatch-Waxman Act), with respect to Biovail's U.S. Patent No. 6,096,341. Pursuant to the Hatch-Waxman Act, the filing of the patent infringement lawsuit by Biovail instituted an automatic stay of FDA approval of the NDA until the earlier of a judgment or January 3, 2012. Any decision could have an effect on IntelGenx' potential revenues relating to CPI-300. IntelGenx believes CPI-300 does not infringe Biovail's patent and is vigorously defending its position.

On January 11, 2010 IntelGenx announced a manufacturing site change for CPI-300. The original manufacturer, PharmPro of Aurora, IL ("PharmPro") was sold to URL Pharma of Philadelphia, PA. As a result of this acquisition, URL advised IntelGenx they would no longer manufacture CPI-300. IntelGenx has identified and engaged Pillar5 Pharma, Arnprior, ON, as the new manufacturing facility for the product. Arnprior is a state-of-the-art GMP facility with a long-standing record of manufacturing quality product for the pharmaceutical industry. As a result of the manufacturing site change, IntelGenx is preparing an amendment to the NDA. IntelGenx expects that the changes will not materially affect the existing timeline for commercialization of CPI-300.

On January 21, 2010 IntelGenx announced the U.S. Patent and Trademark Office ("USPTO") issued a formal Notice of Allowance for the patent application protecting CPI-300. The patent was issued on March 9, 2010 under the number US 7,674,479. The patent will be listed in the FDA s Orange Book and will provide broad protection for CPI-300 against generic copies.

On February 8, 2010 IntelGenx received a Complete Response Letter (CRL) from the FDA regarding CPI-300. The CRL lists two main issues which need to be addressed before obtaining final approval: 1) qualification of Pillar5 as the commercial manufacturing site and 2) an observed food effect seen with CPI-300 and the reference product. The FDA found no other notable deficiencies in the NDA. As noted in the January 11, 2010 press release, the FDA was notified about Pillar5. IntelGenx believes the food effect issue can be addressed through a label adjustment and post-approval education. In addition, the company plans to conduct a pilot food effect study with CPI-300 tablets having a modified enteric coating. On June 10th, IntelGenx met with FDA to clarify the steps necessary to obtain approval. IntelGenx is confident the activities required to support the NDA amendment can be completed in time for a submission in the first half of 2011.

On May 7, 2010 IntelGenx executed a Project Transfer Agreement (Agreement) with Cary, its former development partner, whereby Cary assigned its 50% ownership stake in CPI-300 to IntelGenx. Pursuant to the Agreement, IntelGenx and Cary (the Parties) have agreed to terminate the Collaborative Agreement entered into in November 2007 and the Parties further agreed that the CPI-300 project will be transferred and assigned to IntelGenx. In addition, Cary has assigned to IntelGenx all rights and interest in the regulatory approvals that Cary has or may have had, including the NDA, and IntelGenx will be responsible for the costs associated therewith. IntelGenx will have full and complete authority with respect to the prosecution and/or amendment of the NDA and the commercialization of the product and/or the technology encompassed in the CPI-300 project. IntelGenx will also assume all obligations to, and

responsibility for, the Biovail litigation, including the costs thereof. In addition to certain potential pre-commercialization payments, IntelGenx will pay Cary, upon commercialization of CPI-300, 10% of sales royalties received by IntelGenx and 3% of upfront payments received by IntelGenx should a distribution agreement be signed in the future.

On June 21, 2010 IntelGenx announced that it recently met with the FDA to discuss its response to the CRL. The Agency confirmed that it agrees with the clinical plan the company is proposing to address the previously observed food effect and to demonstrate bioequivalency of product manufactured at the new manufacturing site. Based on FDA's recommendations regarding the stability data required to support the new manufacturing site, the company expects to file the amendment to the NDA in the first quarter of 2011.

Neuropathic Pain Tablet:

On April 14, 2009 IntelGenx and its development partner, Cannasat Therapeutics Inc. (Cannasat), announced positive Phase 1b results for Relivar, a buccal formulation of dronabinol. The randomized, single dose, double blind crossover study compared Cannasat s Relivar with Marinol 2.5 mg in healthy volunteers. Relivar delivered twice the amount of dronabinol into the bloodstream as the brand with no increase in side effects due to a corresponding reduction in the metabolite responsible for the CNS adverse effects of dronabinol. Relivar was developed using IntelGenx proprietary AdVersa buccal delivery technology.

On March 4, 2010 IntelGenx and Cannasat announced that they have entered into a Letter of Intent ("LOI") under which IntelGenx would acquire a fifty percent ownership stake from Cannasat and an exclusive worldwide license to develop and commercialize Relivar. The LOI details the terms under which the two parties will negotiate an exclusive worldwide license that should result in IntelGenx assuming sole product development and corresponding funding as well as commercialization rights for Relivar. The LOI also lays out the terms for shared milestones and royalties generated by sublicensing of Relivar to a potential pharmaceutical marketing partner in the future. Upon completing a definitive license agreement, IntelGenx would forgive approximately CAD$231 thousand of debt owed by Cannasat. A definitive license agreement would be subject to board approval for both companies.

On April 15, 2010 Cannasat announced that it received shareholder approval at its Annual General Shareholder Meeting to change its corporate name to Cynapsus Therapeutics Inc. (Cynapsus).

Anti-Migraine Film:

On April 21, 2010 IntelGenx announced that it has executed a binding term-sheet with RedHill Biopharma Ltd., an Israeli corporation ("RedHill") to co-develop and license IntelGenx' first oral thin film product based upon the Company's proprietary VersaFilm technology. The product is intended for the rapid relief of migraine. The term-sheet sets forth the main criteria to be incorporated into a definitive development and license agreement, subject to due diligence, under which RedHill would obtain exclusive world-wide rights to market and sell IntelGenx' rapidly dissolving anti-migraine oral film product. In exchange IntelGenx would receive upfront, milestone, and external development fees totalling up to $2.1 million from RedHill. RedHill will also be responsible for regulatory filing fees, if necessary. Furthermore, upon commercialization of the product, IntelGenx would receive 40% of all proceeds including, but not limited to, all sales milestones and income from the product world-wide. IntelGenx and RedHill have entered into a ninety day exclusivity period during which IntelGenx is prohibited from engaging in negotiations related to the product contemplated to be licensed to RedHill with any other party. The term-sheet also provides for a breakup fee in the event that IntelGenx or RedHill is unable to execute the licensing agreement under certain circumstances after the satisfactory completion of due diligence.

VersaFilm Manufacturing:

On January 25, 2010 IntelGenx announced a strategic alliance with LTS Lohmann Therapie-Systeme AG (LTS) for the exclusive manufacturing of pharmaceutical products developed by IntelGenx using its VersaFilm drug delivery technology. VersaFilm is comprised of a thin polymeric film using components that are safe and approved by the FDA. VersaFilm provides a patent-protected method of re-formulating approved pharmaceuticals in a more convenient and discrete oral dosage form. IntelGenx currently has three products in development using the VersaFilm technology.

Explanation of Responses: 19

Manufacturing Partnership and Ownership Position in Manufacturing Facility:

On April 30, 2010 IntelGenx entered into a Memorandum of Agreement ("Agreement") with Pillar5 Pharma Inc. Pursuant to the Agreement, IntelGenx undertakes to use its best efforts to ensure that distributors of IntelGenx' oral solid dose pharmaceutical products developed for commercial production be directed to Pillar5 for purposes of negotiating a manufacturing agreement requiring Pillar5 to manufacture those products. As consideration for this undertaking, Pillar5 issued to IntelGenx 114 voting common shares of Pillar5, representing 10% of the issued and outstanding shares of Pillar5. The shares will be held in escrow and are forfeitable by IntelGenx until Pillar5 achieves certain revenue targets and are subject to restrictions on transfer pursuant to the Agreement. IntelGenx has a right of first refusal in the event of bona fide sale to a third party of all of the shares or substantially all of the assets of Pillar5. Pursuant to the Agreement, IntelGenx has the right to designate a nominee to serve on the board of directors of Pillar5 and Pillar5 has the right to designate a nominee to serve on the board of directors of IntelGenx Technologies Corp.

Currency rate fluctuations

The Company s operating currency is Canadian dollars, while its reporting currency is U.S. dollars. Accordingly, the Company s results of operations and balance sheet position have been affected by currency rate fluctuations. The following management discussion and analysis takes this into consideration whenever material.

Results of Operations - six month period ended June 30, 2010 compared to the six month period ended June 30, 2009.

In U.S.$ thousands	2010	2009	Increase/ (Decrease)	Percentage Change
Revenue	$ 308	$ 701	$ (393)	56%
Research and Development Expenses	579	753	(174)	23%
Research and Development Tax Credit	(48)	(75)	27	36%
Management Salaries	316	215	101	47%
General and Administrative Expenses	105	88	17	19%
Professional Fees	1,050	149	901	605%
Interest and Financing Fees	1	377	(376)	100%
Foreign Exchange	-	(33)	33	N/A
Income taxes	-	(84)	84	N/A
Net Income (Loss)	(1,715)	(709)	(1,006)	142%

Revenue

Total revenue decreased by $393 thousand, or 56%, to $308 thousand for the six months ended June 30, 2010 from $701 thousand for the six months ended June 30, 2009.

In the first half of 2010, royalty revenues earned from commercialization of the first product fully-developed by the Company, a prenatal multivitamin supplement marketed as Gesticare® in the USA, increased by approximately 69% to $154 thousand from $91 thousand in the same period of the previous year. Approximately $21 thousand of this increase is attributable to the foreign exchange impact arising from the translation of the Company s operating currency into its reporting currency

Revenue earned from the Company s pharmaceutical partners for development milestones achieved decreased by $466 thousand, or 77%, to $143 thousand, compared with $609 thousand in the previous year. The decrease is attributable to development contracts that were in effect in the first half of 2009 that have either been temporarily suspended, postponed, or terminated, and relate primarily to the suspension of R&D operations by Cynapsus Therapeutics Inc. (formerly Cannasat Therapeutics Inc.) and Circ Pharma. In addition, the commercialization of Gesticare® results in royalty income, which is partially offset by reduced development milestones for this pre-natal multivitamin supplement project. The Company is currently negotiating with a number of potential partners related to new development projects for various drug candidates and, whilst the timing of such events is difficult to predict, is optimistic of securing contracts in the near future.

Interest and other income of $11 thousand were recorded in the first half of 2010, compared with $1 thousand in the same period of the previous year.

Research and Development (R&D) Expenses

R&D expenses for the six months ended June 30, 2010 were $579 thousand, representing a decrease of $174 thousand, or 23%, compared to $753 thousand for the six months ended June 30, 2009.

The decrease in R&D expenses for the first half of 2010 relates to a reduction in non-salary-related R&D costs incurred of approximately $291 thousand, to approximately $337 thousand in 2010 from approximately $552 thousand in 2009, primarily for projects that have been commercialized (Gesticare®), projects for which an NDA have been submitted to FDA (CPI-300) and projects which have been temporarily suspended, terminated, or postponed (neuropathic pain, schizophrenia and cholesterol reduction). This decrease is partially offset by a foreign exchange impact of approximately $46 thousand arising from the translation of the Company s operating currency into its reporting currency.

Also included within R&D expenses for the six months ended June 30, 2010 are R&D Salaries of $242 thousand, of which approximately $2 thousand represents non-cash compensation. This compares to R&D salaries of $201 thousand in the six month period ended June 30, 2009, of which approximately $1 thousand represented non-cash compensation. The increase in R&D Salaries is primarily attributable to the foreign exchange impact of approximately $33 thousand arising from the translation of the Company s operating currency into its reporting currency, plus R&D staff salary increases.

In the first half of 2010 the Company recorded estimated Research and Development Tax Credits and refunds of $48 thousand, as compared to $75 thousand for the first half of 2009.

Management Salaries and General and Administrative (G&A) Expenses

Management salaries increased to $316 thousand in the first half of 2010, representing an increase of $101 thousand, or 47%, compared to $215 thousand in the first half of 2009. The increase is attributable to a foreign exchange impact of approximately $42 thousand arising from the translation of the Company s operating currency into its reporting currency, the payment of Directors Fees in the amount of $46 thousand (2009: $2 thousand) and management salary increases.

Included in management salaries in the first six months of 2010 are approximately $14 thousand (2009: $23 thousand) in non cash compensation resulting from options granted to management employees in 2008 and 2009, and $21 thousand (2009: $Nil) in non cash compensation from options granted to a non-employee director in 2010.

General and administrative expenses increased to $105 thousand in the first half of 2010 from $88 thousand in the first half of 2009. The increase is primarily attributable to a foreign exchange impact of approximately $14 thousand arising from the translation of the Company s operating currency into its reporting currency.

Professional Fees

Professional fees for the six months ended June 30, 2010 increased to $1,050 thousand compared to $149 thousand for the six months ended June 30, 2009.

The increase in professional fees is primarily attributable to legal expenses of approximately $705 thousand incurred in the first half of 2010 related to the defense of the Biovail lawsuit. On August 18, 2009, the Company s former development partner Cary Pharmaceuticals was sued by Biovail in the U.S. District Court of Delaware for patent infringement, under provisions of the Drug Price Competition and Patent Term Restoration Act of 1984 (Hatch-Waxman Act), with respect to Biovail's U.S. Patent No. 6,096,341. Pursuant to the Hatch-Waxman Act, the filing of the patent infringement lawsuit by Biovail instituted an automatic stay of FDA approval of the NDA until the earlier of a judgment or January 3, 2012. Under an agreement executed between IntelGenx and Cary on May 7, 2010, Cary assigned its 50% ownership stake in CPI-300, including all rights and interest in the regulatory approvals as well as the NDA, and IntelGenx assumed full and complete responsibility for the Biovail litigation, including the costs thereof. IntelGenx believes CPI-300 does not infringe Biovail's patent and is vigorously defending its position.

In addition, general legal expenses increased by approximately $116 thousand to $133 thousand in the first six months of 2010, primarily as a result of negotiations to acquire a strategic ownership position in Pillar5 Pharma Inc., a state-of-the-art manufacturer of quality product for the pharmaceutical industry, and the acquisition from Cary Pharmaceuticals of full ownership of CPI-300, a novel strength of the antidepressant bupropion HCl, the active ingredient in Wellbutrin XL®.

Included within professional fees in the first quarter of 2010 is a non-cash expense of approximately $7 thousand for options granted to investor relation firms for investor relation services compared to $36 thousand in the same period last year.

The increase in professional fees also includes a foreign exchange impact of approximately $141 thousand arising from the translation of the Company s operating currency into its reporting currency.

Share-Based Compensation Expense, Warrants and Stock Based Payments

Share-based compensation expense, warrants and share-based payments totaled $44 thousand for the six months ended June 30, 2010, compared to $59 thousand for the six months ended June 30, 2009.

The Company expensed approximately $16 thousand in the first half of 2010 for options granted to Company employees in 2008, 2009 and 2010 under the 2006 Stock Option Plan and approximately $21 thousand for options granted to a non-employee director in 2010, compared with $23 thousand and $Nil expensed in the same period last year respectively.

The Company also expensed $7 thousand in the first half of 2010 for options granted to investor relation firms for investor relation services, compared to $36 in the same period last year.

There remains approximately $62 thousand in stock based compensation to be expensed in fiscal 2010 and 2011 of which approximately $38 thousand relates to the issuance of options to employees of the Company during 2008, 2009 and 2010, and approximately $24 thousand relates to options granted to investor relations firms. The Company anticipates the issuance of additional options and warrants in the future, which will continue to result in stock-based compensation expense.

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Explanation of Responses: 24

Financing Cost

Interest and financing fee expense totaled $1 thousand for the six months ended June 30, 2010, compared with $377 thousand for the six months ended June 30, 2009. Included within the cost for 2009 were interest payments and an accretion expense totaling $375 thousand related to convertible notes issued in May 2007, the outstanding balance of which was repaid in September 2009.

Foreign Exchange

No foreign exchange impact was recorded in the six months ended June 30, 2010 compared with a foreign exchange gain of $33 thousand in the six months ended June 30, 2009. The foreign exchange gains relate primarily to currency fluctuations between the Canadian dollar and the U.S. dollar.

Net Loss

The net loss for the six months ended June 30, 2010 was $1,715 thousand and represents an increased loss of $1,006 thousand compared to the net loss of $709 thousand for the same period of the previous year. The main items resulting in the increase in net loss are summarized as follows:

a) A decrease in revenue of approximately $393 thousand, related to a reduction of revenue earned from the Company s pharmaceutical partners for development milestones achieved of approximately $466 thousand, partly compensated by an increase in royalty revenues earned of approximately $63 thousand
b) Legal expenses incurred of approximately $705 thousand resulting from the defense of the Biovail litigation against Cary Pharmaceuticals
c) An increase of general legal expenses of approximately $116 thousand related primarily to the strategic acquisitions of an ownership position in Pillar5 Pharma Inc., and full ownership of CPI-300
d) A foreign exchange impact of approximately $230 thousand arising from the translation of the Company s operating currency into its reporting currency
e) The reduction of $376 thousand of interest and financing fees as a result the repayment in September 2009 of convertible notes issued in May 2007, partly offset by the loss of the related deferred tax credit of approximately $84 thousand
f) The reduction of R&D expenses of approximately $174 thousand, which is primarily attributable to the decrease in costs related to the CPI-300 project.

Key items from the Balance Sheet - June 30, 2010 compared to December 31, 2009.

In U.S.$ thousands	2010	2009	Increase/ (Decrease)	Percentage Change
Current Assets	$ 1,378	$ 2,703	$ (1,325)	49%
Property and Equipment	142	158	(16)	10%
Current Liabilities	1,024	704	320	45%
Capital Stock	0	0	0.0	0%
Additional Paid-in-Capital	8,853	8,809	44.0	1%

Current Assets

Current assets totaled $1,378 thousand at June 30, 2010, as compared to $2,703 thousand at December 31, 2009. The decrease of $1,325 thousand is primarily attributable to a decrease in cash of $1,150 thousand, along with a decrease in accounts receivable and investment tax credits receivable of approximately $289 thousand and $80 thousand respectively, partially compensated by an increase in prepaid expenses of $194 thousand.

Prepaid Expenses

As of June 30, 2010, prepaid expenses totaled $242 thousand as compared to $48 thousand at December 31, 2009. The increase is attributable to initial on-account payments that have been made by the Company in respect of the acquisition of certain strategic assets.

Liquidity and Capital Resources

Cash and cash equivalents totaled $375 thousand as of June 30, 2010, a decrease of $1,150 thousand as compared to $1,525 thousand as of December 31, 2009.

As of June 30, 2010, accounts receivable totaled $329 thousand, as compared to $618 thousand as of December 31, 2009. In addition, the Company had R&D investment tax credits receivable of approximately $432 thousand as of June 30, 2010 as compared to $512 thousand as at December 31, 2009. The Company expects to receive approximately $188 thousand of the R&D investment tax credits during the third quarter of 2010, and approximately $197 thousand in the fourth quarter of 2010.

Accounts payable and accrued liabilities as of June 30, 2010 amounted to $1,024 thousand (December 31, 2009 - $704 thousand), of which approximately $406 thousand relates to research and development activities, approximately $501 thousand relates to professional fees, and approximately $100 thousand relates to accrued payroll liabilities. Included within other accruals is approximately $10 thousand due to a shareholder.

As at June 30, 2010, the accumulated deficit amounted to $8,380 thousand, as compared to $6,665 thousand as of December 31, 2009. Total assets amounted to $1,520 thousand and shareholders equity amounted to $496 thousand as of June 30, 2010, as compared with total assets and shareholders equity of $2,861 thousand and $2,157 thousand, respectively, as of December 31, 2009.

These financial statements have been prepared under the assumption that we will continue as a going concern. Our ability to continue as a going concern is dependent upon our ability to obtain additional capital from equity and/or debt financing, or by generating increased revenues or other sources of income.

We presently do not have any available credit, bank financing or other external sources of liquidity. Due to our brief operating history, our operations have not been a consistent source of liquidity. We have financed our operating and capital expenditures principally through the sale of debt and equity securities to accredited and institutional investors. We are seeking additional funding through additional equity and/or debt financings. However, there can be no assurance that that any additional financing will become available to us, and if available, on terms acceptable to us. Any financing, if available, may involve restrictive covenants that impact our ability to conduct our business and raise additional funds. If we are unable to raise additional capital when required or on acceptable terms, we may have to significantly delay, scale back or discontinue the development and/or commercialization of one or more of our product candidates.

Property and Equipment

As at June 30, 2010, the net book value of property and equipment amounted to $142 thousand, as compared to $158 thousand at December 31, 2009. In the six months ended June 30, 2010 additions to assets totaled $5 thousand, depreciation amounted to $20 thousand and a foreign exchange loss of $1 thousand was recorded.

Explanation of Responses: 27

Capital Stock

There were no changes to capital stock during the six months ended June 30, 2010. Capital stock is disclosed at its par value with the excess of proceeds shown in Additional Paid-in-Capital.

Additional Paid-in-Capital

Additional paid-in capital totaled $8,853 thousand at June 30, 2010, as compared to $8,809 thousand at December 31, 2009. Included within the increase of $44 thousand is approximately $7 thousand attributable to the amortization of stock options granted to investor relations consultants, approximately $21 thousand attributable to the amortization of stock options granted to a non-employee director and approximately $16 thousand attributable to the amortization of stock options granted to employees.

Key items from the Statement of Cash Flows - six month period ended June 30, 2010 compared to the six month period ended June 30, 2009

	2010	2009	Increase/ (Decrease)	Percentage Change
Operating Activities	$ (1,157)	$ (718)	$ 439	61%
Financing Activities	-	22	(22)	N/A
Investing Activities	(5)	264	(269)	102%
Cash and cash equivalents - end of period	375	95	280	295%

Statement of cash flows

Net cash used by operating activities was $1,157 thousand in the six months ended June 30, 2010, compared to $718 thousand for the same period in 2009. In the first six months of 2010, net cash used by operating activities consisted of an operating loss of $1,651 thousand and an increase in non-cash operating elements of working capital of $494 thousand.

Operating activities will continue to consume the Company s available funds until the Company is able to generate increased revenues.

No net cash was used or provided by financing activities in the first six months of 2010, whereas financing activities in the corresponding period of 2009 provided net cash of approximately $22 thousand.

Net cash used in investing activities amounted to $5 for the six months ended June 30, 2010 compared to net cash provided of $264 thousand in the same period of 2009. Included within the provision of funds in 2009 was approximately $267 thousand in respect of the restricted cash for the CPI-300 project under the collaborative agreement with Cary Pharmaceuticals that was terminated on May 7, 2010.

Cash of $5 thousand was used to purchase capital assets in the first half of 2010, as compared to $3 thousand in the same period of 2009.

The balance of cash and cash equivalents as of June 30, 2010 amounted to $375 thousand, compared to $95 thousand at June 30, 2009. Included within the amount at June 30, 2009 was approximately $10 thousand of cash restricted for the CPI-300 project under the collaborative agreement with Cary Pharmaceuticals that was terminated on May 7, 2010. In accordance with the collaborative agreement dated April 7, 2008 the Company agreed to restrict $2.0 million of its cash reserves in development support activities for an oral antidepressant using the Company s proprietary oral delivery technology.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Forward-Looking and Cautionary Statements

This report contains certain forward-looking statements that involve risks and uncertainties relating to, among other things, our future financial performance or future events. Forward-looking statements give management s current expectations, plans, objectives, assumptions or forecasts of future events. All statements other than statements of current or historical fact contained in this Form 10Q, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as anticipate, estimate, plans, potential, projects, ongoing, expects, management believes, we believe similar expressions. These statements involve known and unknown risks, estimates, assumptions and uncertainties that could cause actual results to differ materially from the results set forth in this Annual Report. You should not place undue reliance on these forward-looking statements. You should be aware that our actual results could differ materially from those contained in the forward-looking statements due to a number of factors such as:
continued development of our technology;
lack of product revenues
successful completion of clinical trials and obtaining regulatory approval to market
ability to protect our intellectual property
dependence on collaborative partners
ability to generate positive cash flow
ability to raise additional capital if and when necessary
dependence on key personnel;
competitive factors;
the operation of our business; and
general economic conditions.

These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward looking statements. These forward-looking statements speak only as of the date on which they are made, and except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Item 3. Controls and Procedures.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Based upon that evaluation, our chief executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to cause the material

information required to be disclosed by us in the reports that we file or submit under the Exchange Act to be recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. There have been no significant changes in our internal controls or in other factors which could significantly affect internal controls subsequent to the date we carried out our evaluation.

Explanation of Responses: 30

PART II

Item 1. Legal Proceedings

In June of 2009 we announced that our New Drug Application filing for our antidepressant CPI-300 had been accepted by the FDA for standard review. We entered into a collaborative agreement with Cary Pharmaceuticals Inc. in November 2007 to jointly develop and commercialize CPI-300 using our proprietary oral delivery technology. CPI-300 is a novel, high strength dosage of Bupropion HCl, the active ingredient in Wellbutrin XL® for which Biovail Laboratories SLR (Biovail) holds the patent. As required in connection with the filing of the NDA, our former development partner Cary Pharmaceuticals, which serves as the NDA applicant, provided notice of the NDA filing to Biovail asserting that CPI-300 would not infringe Biovail's patents. On August 18, 2009, we learned that Cary Pharma was named in a lawsuit filed by Biovail in the U.S. District Court for the District of Delaware for patent infringement under the provisions of the Drug Price Competition and Patent Term Restoration Act of 1984 with respect to Biovail's U.S. Patent No. 6,096,341 for Wellbutrin XL®. The filing of the patent infringement lawsuit instituted an automatic stay of any FDA approval of the NDA until the earlier of a judgment or January 3, 2012. Although we are not a party to the action, a negative decision may have an effect on our potential revenues relating to CPI-300. Under an agreement executed between IntelGenx and Cary Pharmaceuticals on May 7, 2010, Cary Pharmaceuticals assigned its 50% ownership stake in CPI-300, including all rights and interest in the regulatory approvals as well as the NDA, and IntelGenx assumed full and complete responsibility for the Biovail litigation, including the costs thereof. IntelGenx believes CPI-300 does not infringe Biovail's patent and is vigorously defending its position.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

This Item is not applicable.

Item 3. Defaults Upon Senior Securities

This Item is not applicable.

Item 4. (Reserved)

Item 5. Other Information

This Item is not applicable.

Item 6. Exhibits

Exhibit 10.1*	Project Transfer Agreement
Exhibit 10.2*	Co-development and Licensing Agreement
Exhibit 31.1	Certification of C.E.O. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of C.E.O. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.
Exhibit 32.2	Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

*Confidential treatment has been requested for partners of this document, which are omitted and filed separately with the SEC.

Explanation of Responses: 32

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTELGENX TECHNOLOGIES CORPORATION

Date: August 12, 2010

By: By: /S/ *Horst Zerbe*
Horst G. Zerbe
President, C.E.O. and
Director

Date: August 12, 2010

By: /S/ *Paul Simmons*
Paul A. Simmons
Principal Accounting Officer
