

IntelGenx Technologies Corp.
Form 10-Q
May 15, 2012

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

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended March 31, 2012

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 000-31187

INTELGENX TECHNOLOGIES CORP.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

87-0638336

(I.R.S. Employer Identification No.)

6425 Abrams, Ville Saint Laurent, Quebec H4S 1X9, Canada

(Address of principal executive offices)

(514) 331-7440

(Issuer's telephone number)

(Former Name, former Address, if changed since last report)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, non-accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

APPLICABLE TO CORPORATE ISSUERS:

49,621,859 shares of the issuer's common stock, par value \$.00001 per share, were issued and outstanding as of May 10, 2012.

IntelGenx Technologies Corp.
Form 10-Q

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IntelGenx Technologies Corp.

Consolidated Interim Financial Statements

March 31, 2012

(Expressed in U.S. Funds)

(Unaudited)

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IntelGenx Technologies Corp.**Consolidated Balance Sheet****(Expressed in Thousands of U.S. Dollars (\$000 s) Except Share and Per Share Data)****(Unaudited)**

| | March 31, | December 31, |
|---|------------------|---------------------|
| | 2012 | 2011 |
| Assets | | |
| Current | | |
| Cash and cash equivalents | \$ 4,059 | \$ 3,505 |
| Accounts receivable | 246 | 263 |
| Prepaid expenses | 83 | 68 |
| Loan receivable | - | 85 |
| Investment tax credits receivable | 211 | 375 |
| | 4,599 | 4,296 |
| Property and Equipment | 333 | 149 |
| Intangible assets | 125 | 125 |
| | \$ 5,057 | \$ 4,570 |
| Liabilities | | |
| Current | | |
| Accounts payable and accrued liabilities | 396 | 666 |
| Deferred license revenue (note 4) | 45 | - |
| | 441 | 666 |
| Deferred license revenue, non-current portion (note 4) | 955 | - |
| Shareholders' Equity | | |
| Capital Stock (note 5) | 0 | 0 |
| Additional Paid-in-Capital | 16,166 | 15,918 |
| Accumulated Deficit | (12,795) | (12,213) |
| Accumulated Other Comprehensive Income | 290 | 199 |
| | 3,661 | 3,904 |
| | \$ 5,057 | \$ 4,570 |

See accompanying notes

Approved on Behalf of the Board:/s/ J. Bernard Boudreau Director/s/ Horst G. Zerbe Director

IntelGenx Technologies Corp.**Consolidated Statement of Shareholders' Equity****For the Period Ended March 31, 2012****(Expressed in Thousands of U.S. Dollars (\$000 s) Except Share and Per Share Data)****(Unaudited)**

| | Capital Stock Number | Capital Stock Amount | Additional Paid-In Capital | Accumulated Deficit | Accumulated Other Comprehensive Income | Total Shareholders' Equity |
|--|-------------------------|-------------------------|----------------------------------|------------------------|---|----------------------------------|
| Balance - December 31, 2011 | 48,895,028 | \$ 0 | \$ 15,918 | \$ (12,213) | \$ 199 | \$ 3,904 |
| Foreign currency translation adjustment | - | - | - | - | 91 | 91 |
| Warrants exercised (note 6) | 726,830 | - | 233 | - | - | 233 |
| Stock-based compensation (note 6) | - | - | 15 | - | - | 15 |
| Net loss for the period | - | - | - | (582) | - | (582) |
| Balance March 31, 2012 | 49,621,858 | \$ 0 | \$ 16,166 | \$ (12,795) | \$ 290 | \$ 3,661 |
| See accompanying notes | | | | | | |

IntelGenx Technologies Corp.**Consolidated Statement of Operations and Comprehensive Loss****(Expressed in Thousands of U.S. Dollars (\$000 s) Except Share and Per Share Data)****(Unaudited)**

| | For the Three-Month Period Ended March 31, | |
|--|---|------------|
| | 2012 | 2011 |
| Revenue | \$ 100 | \$ 96 |
| Other income | 185 | 2 |
| | 285 | 98 |
| Expenses | | |
| Research and development | 445 | 329 |
| Research and development tax credits | (25) | (41) |
| Management salaries | 169 | 139 |
| General and administrative | 75 | 110 |
| Professional fees | 146 | 153 |
| Depreciation | 8 | 8 |
| Foreign exchange | 48 | (1) |
| Interest | 1 | 1 |
| | 867 | 698 |
| Net Loss | (582) | (600) |
| Other Comprehensive Loss | | |
| Foreign currency translation adjustment | 91 | 40 |
| Comprehensive Loss | \$ (491) | \$ (560) |
| Basic and Diluted Weighted Average Number of Shares Outstanding | 49,324,531 | 39,649,559 |
| Basic and Diluted Loss Per Common Share (note 8) | \$ (0.01) | \$ (0.01) |
| See accompanying notes | | |

IntelGenx Technologies Corp.**Consolidated Statement of Cash Flows****(Expressed in thousands of U.S. Dollars (\$000 s) Except Share and Per Share Data)****(Unaudited)**

| | For the Three-Month Period Ended March 31, | |
|--|---|--------------|
| | 2012 | 2011 |
| Funds Provided (Used) - | | |
| Operating Activities | | |
| Net loss | \$ (582) | \$ (600) |
| Depreciation | 8 | 8 |
| Stock-based compensation | 15 | 12 |
| Accounts receivable write-off | - | 52 |
| | (559) | (528) |
| Changes in assets and liabilities: | | |
| Accounts receivable | 18 | (48) |
| Prepaid and other assets | (15) | (19) |
| Other receivables | 249 | (46) |
| Accounts payable and other accrued liabilities | (270) | (71) |
| Deferred revenue | 1,000 | - |
| | 423 | (712) |
| Financing Activities | | |
| Issue of capital stock | 233 | 108 |
| | 233 | 108 |
| Investing Activities | | |
| Additions to property and equipment | (189) | (3) |
| | (189) | (3) |
| Increase/(Decrease) in Cash and Cash Equivalent | 467 | (607) |
| Effect of Foreign Exchange on Cash and Cash Equivalents | 88 | 38 |
| Cash and Cash Equivalents | | |
| Beginning of Period | 3,505 | 1,144 |
| End of Period | \$ 4,059 | \$ 575 |
| See accompanying notes | | |

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements

March 31, 2012

(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, 2011. Operating results for the three months ended March 31, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. 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. Adoption of New Accounting Standards

Revenue Recognition and Disclosures

In May 2011, the FASB issued Update No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs . The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the Board does not intend for the amendments in this Update to result in a change in the application of the requirements in Topic 820. Some of the amendments clarify the Board's intent about the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. For public entities, ASU 2011-4 is effective during interim and annual periods beginning after December 15, 2011. The adoption of this Statement did not have a material effect on the Company's financial position or results of operations.

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements

March 31, 2012

(Expressed in U.S. Funds)

(Unaudited)

2. Adoption of New Accounting Standards (Cont d)

In June 2011, the FASB issued Update No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. Under the amendments, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This Update eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this Update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. In December 2011 however, the FASB issued Update No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The amendments in this Update supersede changes to those paragraphs in Update 2011-05 that pertain to how, when, and where reclassification adjustments are presented. The adoption of this Statement did not have a material effect on the Company's financial position or results of operations.

In September 2011, the FASB issued Update No. 2011-08, *Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment*. The amendments in this Update will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. For public entities, ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this Statement did not have a material effect on the Company's financial position or results of operations.

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements

March 31, 2012

(Expressed in U.S. Funds)

(Unaudited)

3. Significant Accounting Policies

Recently Issued Accounting Pronouncements

In December 2011, the FASB issued Update No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. The objective of this Update is to provide enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position. This includes the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of this Update. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either Section 210-20-45 or Section 815-10-45. ASU 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. Retrospective disclosure is required for all comparative periods presented. The Company is currently evaluating the impact of this Statement on its consolidated financial statements.

In December 2011, the FASB issued Update No. 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. The amendments in this Update supersede changes to those paragraphs in Update 2011-05 that pertain to how, when, and where reclassification adjustments are presented. The adoption of this amendment is not expected to have a material effect on the Company's financial position or results of operations, but will affect the presentation of Other Comprehensive Income in the Company's financial statements.

4. Deferred License Revenue

Deferred license revenue represents upfront payments received for the granting of licenses to the Company's patents, intellectual property and proprietary technology for commercialization. Deferred license revenue is recognized in income over the period where sales of the licensed products will occur.

IntelGenx Technologies Corp.**Notes to Consolidated Interim Financial Statements****March 31, 2012****(Expressed in U.S. Funds)****(Unaudited)****5. Capital Stock**

| | March 31, 2012 | December 31, 2011 |
|---|---------------------------|------------------------------|
| Authorized - | | |
| 100,000,000 common shares of \$0.00001 par value | | |
| 20,000,000 preferred shares of \$0.00001 par value | | |
| Issued - | | |
| 49,621,858 (December 31, 2011 - 48,895,028) common shares | \$ 496 | \$ 489 |

6. Additional Paid-In Capital**Stock options**

Compensation expenses for stock-based compensation of \$15 thousand and \$12 thousand were recorded during the three-month period ended March 31, 2012 and 2011 respectively. Of the amount expensed in 2012, \$1 thousand (2011 - \$4 thousand) relates to stock options granted to investor relations firms as compensation for investor relation services, and \$14 thousand (2011 - \$8 thousand) relates to stock options granted to employees and directors. As at March 31, 2012, the Company has \$69 thousand (2011 - \$41 thousand) of unrecognized stock-based compensation.

Warrants

During the three month period ended March 31, 2012 a total of 1,206,418 warrants were exercised for 726,830 common shares having a par value of \$0 thousand in aggregate, for cash consideration of \$233 thousand, resulting in an increase in additional paid-in capital of \$233 thousand.

7. Related Party Transactions

Included in management salaries are \$1 thousand (2011 - \$1 thousand) for options granted to the Chief Financial Officer and \$2 thousand (2011 - \$1 thousand) for options granted to the Chief Executive Officer under the 2006 Stock Option Plan and \$7 thousand (2011 - \$2 thousand) for options granted to non-employee directors.

Also included in management salaries are director fees of \$27 thousand (2011 - \$19 thousand) for attendance to board meetings and audit committee meetings.

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.

IntelGenx Technologies Corp.

Notes to Consolidated Interim Financial Statements

March 31, 2012

(Expressed in U.S. Funds)

(Unaudited)

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.

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Item 2 Management's Discussion and Analysis of Financial Conditions 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

We are a drug delivery company established in 2003 and headquartered in Montreal, Quebec, Canada. Our focus is on the development of novel oral immediate-release and controlled-release products for the pharmaceutical market. Our business strategy is to develop pharmaceutical products based on our 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, we rely 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, we may choose to pursue the development of certain products until the project reaches the marketing and distribution stage. We 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.

We have also undertaken a strategy under which we 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.

We are currently continuing to develop the existing products in our pipeline and may also perform research and development on other potential products as opportunities arise.

We currently purchase and/or lease, on an as-needed basis, the equipment necessary for performing research and development activities related to our products.

We plan to hire new personnel, primarily in the area of research and development, on an as-needed basis as we enter into partnership agreements and increase our research and development activities.

Key Developments

On February 14, 2012 we announced an exclusive agreement with Edgemont Pharmaceuticals, LLC (Edgemont) for the commercialization of our lead product, CPI-300, in the United States.

Under the terms of the agreement, Edgemont has obtained certain exclusive rights to market and sell CPI-300 in the U.S. In exchange, we received a \$1.0 million upfront payment and could receive launch related milestones totaling up to \$4.0 million. In addition, we will be eligible for milestones of up to \$23.5 million upon achieving certain sales and exclusivity targets, and we will receive double-digit royalties on the net sales of CPI-300.

We expect CPI-300 to be commercially launched by Edgemont in the summer of 2012.

CPI-300 is a novel, high mg strength formulation of bupropion HCl, the active ingredient in Wellbutrin XL®. When launched, CPI-300 will provide high dose bupropion XL patients the opportunity to achieve their mg dose in a single pill versus the multiple pills they currently need to take. Reducing the number of pills per dose is a well-published and important clinical benefit.

Currency rate fluctuations

Our operating currency is Canadian dollars, while its reporting currency is U.S. dollars. Accordingly, our 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 for the three month period ended March 31, 2012 compared with the three month period ended March 31, 2011.

| In U.S.\$ thousands | 2012 | 2011 | Increase/ (Decrease) | Percentage Increase/ (Decrease) |
|-------------------------------------|--------|-------|-------------------------|---------------------------------------|
| Revenue | \$ 100 | \$ 96 | \$ 4 | 4% |
| Other Income | 185 | 2 | 183 | 9,150% |
| Research and Development Expenses | 445 | 329 | 116 | 35% |
| Research and Development Tax Credit | (25) | (41) | (16) | (39%) |
| Management Salaries | 169 | 139 | 30 | 22% |
| General and Administrative Expenses | 75 | 110 | (35) | (32%) |
| Professional Fees | 146 | 153 | (7) | (5%) |
| Foreign Exchange | 48 | (1) | 49 | N/A |
| Net Loss | (582) | (600) | (18) | (3%) |

Revenue and Other Income

Total revenue and other income increased by \$187 thousand, or 191%, from \$98 thousand in the first three months of 2011 to \$285 thousand in the first three months of 2012.

In February 2012 we received a \$1.0 million upfront payment under our agreement with Edgemont. The upfront payment has been recorded as deferred license fees and will be amortized ratably as revenue in relation to product sales until December 2015, which is the estimated minimum time period that the product could retain market exclusivity. The product is expected to be commercially launched in the summer of 2012 and, accordingly, none of the upfront payment has been recognized as revenue to date.

Other income of \$185 thousand was recorded in the first three months of 2012, compared with \$2 thousand in the same period of the previous year. Included within other income in the first three months of 2012 is approximately \$181 thousand relating to the cancelation of an invoice received from a supplier in 2011.

Research and Development (R&D) Expenses

R&D expenses totaled \$445 thousand in the three months ended March 31, 2012, representing an increase of \$116 thousand, or 35%, to the expense of \$329 thousand recorded in the same period of last year.

The increase in R&D expenses is primarily related to the costs associated with a pilot clinical study that we are in the process of completing for one of our projects.

Included within R&D expenses for the first three months of 2012 are R&D Salaries of \$149 thousand, of which approximately \$5 thousand represents non-cash compensation. This compares to R&D salaries of \$163 thousand in the first three months of 2011, of which approximately \$3 thousand represented non-cash compensation. The decrease in R&D Salaries is attributable to the resignation of one employee who we are currently in the process of replacing and one employee who was transferred into an administrative function, partly offset by annual salary increases effective from January 2012.

In the three months ended March 31, 2012 we recorded estimated Research and Development Tax Credits and refunds of \$25 thousand, compared with \$41 that was recorded in the same period of the previous year.

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

Management salaries increased from \$139 thousand in the first three months of 2011 to \$169 thousand in the first three months of 2012, representing an increase of \$30 thousand, or 22%. The increase is primarily attributable to the appointment of a new member of our Board of Directors in May 2011, stock compensation expense related to options granted to members of our Board, and annual staff salary increases effective from January 2012.

Included in management salaries are approximately \$3 thousand (2011: \$3 thousand) in non-cash compensation from options granted to management employees in 2010 and 2011, and \$6 thousand (2011: \$2 thousand) in non-cash compensation from options granted to non-employee directors in 2010 and 2011.

General and administrative expenses decreased from \$110 thousand in the three months ended March 31, 2011 to \$75 thousand in the three months ended March 31, 2012. The decrease relates to a receivable in the amount of \$52 thousand that was written-off in the first quarter of 2011, partly offset by increased travel expenditure.

Professional Fees

Professional fees for the three months ended March 31, 2012 totaled \$146 thousand and represent a slight decrease of \$7 thousand compared with the amount of \$153 thousand recorded in the same period of 2011.

Included within professional fees is a non-cash expense of \$1 thousand (2011: \$4 thousand for options granted to investor relation firms for investor relation services).

Share-Based Compensation Expense, Warrants and Stock Based Payments

Share-based compensation expense, warrants and share-based payments totaled \$15 thousand for the three months ended March 31, 2012, compared with \$12 thousand for the three months ended March 31, 2011.

We expensed approximately \$3 thousand in the first three months of 2012 for options granted to our employees in 2010 and 2011 under the 2006 Stock Option Plan, and approximately \$6 thousand for options granted to non-employee directors in 2010 and 2011, compared with \$3 thousand and \$2 respectively that was expensed in the same period of the previous year.

We also expensed \$1 thousand in the first three months of 2012 for options granted to investor relation firms for investor relation services, compared with \$4 thousand that was expensed in the same period of 2011.

There remains approximately \$69 thousand in stock based compensation to be expensed in fiscal 2012 and 2013, all of which relates to the issuance of options to employees and directors of the Company during 2010 and 2011. We anticipate the issuance of additional options and warrants in the future, which will continue to result in stock-based compensation expense.

Foreign Exchange

A foreign exchange loss of approximately \$48 thousand was recorded in the three months ended March 31, 2012 compared with a foreign exchange gain of \$1 thousand in the same period of the previous year. The foreign exchange gains and losses relate primarily to currency fluctuations between the Canadian dollar and the U.S. dollar.

Key items from the Balance Sheet.

| In U.S.\$ thousands | March 31, 2012 | December 31, 2011 | Increase/ (Decrease) | Percentage Increase/ (Decrease) |
|----------------------------|-------------------|----------------------|-------------------------|---------------------------------------|
| Current Assets | \$ 4,599 | \$ 4,296 | \$ 303 | 7% |
| Property and Equipment | 333 | \$ 149 | \$ 184 | 123% |
| Intangible Assets | 125 | 125 | 0 | 0% |
| Current Liabilities | 441 | 666 | (225) | (34%) |
| Deferred License Revenue | 955 | - | 955 | N/A |
| Capital Stock | 0 | 0 | 0 | 0% |
| Additional Paid-in-Capital | 16,166 | 15,918 | 248 | 2% |

Current Assets

Current assets totaled \$4,599 thousand at March 31, 2012 compared with \$4,296 thousand at December 31, 2011. The increase of \$303 thousand is attributable to an increase in cash and cash equivalents of approximately \$554 thousand and an increase in prepaid expenses of approximately \$15 thousand, partly offset by a decrease in accounts receivable of approximately \$17 thousand, a decrease in loan receivable of approximately \$85 thousand, and a decrease in investment tax credits receivable of approximately \$164 thousand.

Prepaid Expenses

As of March 31, 2012, prepaid expenses totaled \$83 thousand as compared with \$68 thousand at December 31, 2011. The increase relates to the payment of annual insurance premiums in the first quarter that will be expensed ratably until January 31, 2013.

Liquidity and Capital Resources

Cash and cash equivalents totaled \$4,059 thousand as at March 31, 2012 representing an increase of \$554 thousand compared with the balance of \$3,505 thousand as at December 31, 2011.

In February 2012 we received a \$1.0 million upfront payment under an exclusive agreement with Edgemont Pharmaceuticals for the commercialization of our lead product, CPI-300, in the United States. The upfront payment has been recorded as deferred license fees and will be amortized ratably as revenue in relation to product sales until December 2015.

During the three month period ended March 31, 2012 a total of 1,206,418 warrants were exercised for 726,830 common shares for cash consideration of \$233 thousand.

Also during the three month period ended March 31, 2012 we invested approximately \$182 thousand in new equipment for our VersaFilm technology.

As at March 31, 2012 we had accumulated a deficit of \$12,795 thousand compared with an accumulated deficit of \$12,213 thousand as at December 31, 2011. Total assets amounted to \$5,057 thousand and shareholders' equity totaled \$3,661 thousand as at March 31, 2012, compared with total assets and shareholders' equity of \$4,570 thousand and \$3,904 thousand respectively, as at December 31, 2011.

Accounts receivable totaled \$246 thousand as at March 31, 2012 compared with \$263 thousand as at December 31, 2011.

An interest-bearing short-term loan of \$85 thousand that was provided to an employee, who is also an officer of the Company, on November 9, 2011, was repaid on February 28, 2012.

As at March 31, 2012, we had R&D investment tax credits receivable of approximately \$211 thousand compared with \$375 thousand as at December 31, 2011. We expect to receive approximately \$182 thousand during the fourth quarter of 2012, and the balance during the fourth quarter of 2013.

Accounts payable and accrued liabilities as at March 31, 2012 amounted to \$396 thousand (December 31, 2011 - \$666 thousand), of which approximately \$147 thousand relates to research and development activities, approximately \$81 thousand relates to professional fees, and approximately \$155 thousand relates to accrued payroll liabilities. Included within other accruals is approximately \$1 thousand due to a shareholder.

Property and Equipment

As at March 31, 2012, the net book value of property and equipment amounted to \$333 thousand, compared with \$149 thousand at December 31, 2011. In the three months ended March 31, 2012 additions to assets totaled \$189 thousand and comprised \$188 thousand for manufacturing and laboratory equipment, and \$1 thousand for computer equipment. Total depreciation in the three months ended March 31, 2012 amounted to \$8 thousand and a foreign exchange gain of \$3 thousand was recorded.

Intangible Assets

As at March 31, 2011 the net book value of intangible assets amounted to \$125 thousand, compared with \$125 thousand at December 31, 2011. Amortization of this asset will commence upon the commercial launch of CPI-300, which is expected to be in the summer of 2012, and will continue until December 2015, which is the estimated minimum time period that the product could retain market exclusivity.

Deferred License Revenue

Deferred license revenue represents upfront payments received for the granting of licenses to the Company's patents, intellectual property and proprietary technology for commercialization. Deferred license revenue is recognized in income over the period where sales of the licensed products will occur.

Capital Stock

As at March 31, 2012 capital stock amounted to \$496 compared with \$489 at December 31, 2011. The increase reflects the issuance of 726,830 shares related to the exercise of warrants issued at par value of \$0.00001. 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 \$16,166 thousand at March 31, 2012, compared with \$15,918 thousand at December 31, 2011. Approximately \$233 thousand of the increase relates to warrants exercised in the three month period ended March 31, 2012, and \$15 thousand relates to stock based compensation, of which approximately \$1 thousand is attributable to the amortization of stock options granted to our investor relations consultants and approximately \$14 thousand is attributable to the amortization of stock options granted to employees and directors.

Key items from the Statement of Cash Flows

| In U.S.\$ thousands | March 31, 2012 | March 31, 2011 | Increase/ (Decrease) | Percentage Increase/ (Decrease) |
|---|-------------------|-------------------|-------------------------|---------------------------------------|
| Operating Activities | \$ 423 | \$ (712) | \$ 1,135 | N/A |
| Financing Activities | 233 | \$ 108 | \$ 125 | 116% |
| Investing Activities | (189) | (3) | 186 | N/A |
| Cash and cash equivalents - end of period | 4,059 | 575 | 3,484 | 606% |

Statement of cash flows

Net cash generated by operating activities was \$423 thousand in the three months ended March 31, 2012, compared with net cash used of \$712 thousand for the three months ended March 31, 2011. In the first quarter of 2012, net cash generated by operating activities consisted of an operating loss of \$559 thousand net of non-cash related expenses of approximately \$23 thousand, and an increase in non-cash operating elements of working capital of \$982 thousand.

Operating activities will continue to consume our available funds until we are able to generate increased revenues.

The net cash provided by financing activities was \$233 thousand in the first three months of 2012, compared with \$108 thousand provided in the same period of the previous year. The net cash provided in each of the first quarters of 2012 and 2011 resulted from the exercise of warrants.

Net cash used in investing activities amounted to \$189 thousand in the three months ended March 31, 2012 compared with \$3 thousand in the three months ended March 31, 2011. Included within the use of funds in the first quarter of 2012 is an investment of approximately \$182 thousand in new equipment for our VersaFilm technology.

The balance of cash and cash equivalents as at March 31, 2012 amounted to \$4,059 thousand, compared with \$575 thousand at March 31, 2011.

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.

PART II

Item 1. Legal Proceedings

This Item is not applicable

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*

License and Asset Transfer Agreement between IntelGenx and Edgemont, dated February 3, 2012.

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.

