

IntelGenx Technologies Corp.  
Form 8-K  
April 21, 2010

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

**FORM 8-K**

**Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**April 21, 2010**  
Date of Report (Date of Earliest Event Reported)

**IntelGenx Technologies Corp.**  
(Exact Name of Registrant as Specified in its Charter)

|   |   |  |
|---|---|--|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation)                          | <b>000-31187</b><br>(Commission File<br>Number) | <b>870299034</b><br>(IRS Employer Identification<br>No.) |
| 6425 Abrams, Ville St- Laurent, Quebec,<br>Canada<br>(Address of principal executive offices) |   | H4S 1X9<br>(Zip Code)                                    |
| Registrant's telephone number, including area code: (514) 331-7440                            |   |  |

Check the appropriate box below if the Form 8K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a -12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

IntelGenx Corp. announced today 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 worldwide 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 worldwide. 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 break-up 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.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

| <u>Exhibit</u> | <u>Description</u>  |
|----------------|---|
| 99.1           | IntelGenx Announces Licensing of Anti-Migraine Film Product |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTELGENX TECHNOLOGIES CORP.**

Dated: April 21, 2010

By: /s/ Horst Zerbe  
Horst G.Zerbe  
President and Chief  
Executive Officer