

NEUROLOGIX INC/DE  
Form 8-K  
September 24, 2009

**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**

**Date of Report (Date of earliest event reported): September 24, 2009**

**Neurologix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**000-13347**

(Commission File Number)

**06-1582875**

(IRS Employer Identification No.)

**One Bridge Plaza, Fort Lee, New Jersey**

(Address of Principal Executive Offices)

**07024**

(Zip Code)

Registrant's telephone number, including area code: **(201) 592-6451**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K 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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On September 24, 2009, Neurologix, Inc. (the Company ) entered into a Third Amendment (the Third Amendment ) to its Master Sponsored Research Agreement (the Research Agreement ), dated as of May 10, 2006, with The Ohio State University Research Foundation, on behalf of Ohio State University, as amended by the Amendment to Master Sponsored Research Agreement (the First Amendment ), dated as of May 29, 2008 and the Second Amendment to Master Sponsored Research Agreement (the Second Amendment ), dated as of October 29, 2008. The Third Amendment extends the term of the Research Agreement to November 10, 2010.

The above descriptions of the Research Agreement, the First Amendment, the Second Amendment and the Third Amendment do not purport to be complete and are qualified in their entirety by the terms and conditions of the Research Agreement, a copy of which was filed as Exhibit 10.19 to the Company s Form 10-KSB, dated March 25, 2008, the First Amendment, a copy of which was filed as Exhibit 10.1 to the Company s Form 8-K, dated June 11, 2008, the Second Amendment, a copy of which was filed as Exhibit 10.1 to the Company s Form 8-K, dated December 16, 2008 and the Third Amendment, a copy of which is filed herewith as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.1 Third Amendment to Master Sponsored Research Agreement between Neurologix, Inc. and The Ohio State University Research Foundation, on behalf of Ohio State University, dated as of September 24, 2009.

**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.

**NEUROLOGIX, INC.**

Date: September 24, 2009

By: /s/ Marc L. Panoff  
Name: Marc L. Panoff  
Title: Chief Financial Officer, Secretary and Treasurer

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