

NEUROLOGIX INC/DE
Form S-8
April 07, 2011

As filed with the Securities and Exchange Commission on April 7, 2011
Registration No. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NEUROLOGIX, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1582875
(I.R.S. Employer
Identification No.)

**One Bridge Plaza
Fort Lee, New Jersey 07024**
(Address of Principal Executive Offices) (Zip Code)

Neurologix, Inc. 2000 Stock Option Plan
(Full title of the plan)

**Marc L. Panoff
Neurologix, Inc.
One Bridge Plaza
Fort Lee, New Jersey 07024
(201) 592-6451**
(Name, address, and telephone number of agent for service)

with a copy to:
**David B. Hertzog, Esq.
Winston & Strawn LLP
200 Park Avenue
New York, New York 10166-4193
(212) 294-6700**

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 and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------|
| Common Stock, par value \$0.001, pursuant to the Neurologix, Inc. 2000 Stock Option Plan, as amended | 2,649,000(2) | \$0.64(3) | \$1,695,360 | \$ 196.83 |
| Common Stock, par value \$0.001, pursuant to the Neurologix, Inc. 2000 Stock Option Plan, as amended | 1,551,000(4) | \$0.80(5) | \$1,240,800 | \$ 144.06 |
| Total | 4,200,000 | | \$2,936,160 | \$ 340.89 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall be deemed to cover any additional shares of the Registrant s common stock that become issuable under the Neurologix, Inc. 2000 Stock Option Plan, as amended, as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of common stock of the Registrant.
- (2) Represents the number of shares of the Registrant s common stock issuable upon exercise of outstanding options under the Neurologix, Inc. 2000 Stock Option Plan.
- (3) Computed in accordance with Rule 457(h) under the Securities Act, based on the weighted average exercise price of \$0.64 per share of the 2,649,000 options outstanding under the Neurologix, Inc. 2000 Stock Option Plan.
- (4) Represents the number of shares of the Registrant s common stock issuable upon the exercise of options available to be issued under the Neurologix, Inc. 2000 Stock Option Plan.
- (5) Estimated solely for the purpose of determining the registration fee. Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act on the basis of the average of the bid and asked prices for the Registrant s common stock on April 4, 2011, as reported by the Over-the-Counter Bulletin Board.
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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 4,200,000 shares of common stock, par value \$0.001 per share, of Neurologix, Inc., a Delaware corporation (the Registrant), that may be issued pursuant to the Registrant's 2000 Stock Option Plan, as amended (the Plan). The Plan was initially approved by the Registrant's Board of Directors on March 28, 2000 and by the Registrant's stockholders at the Annual Meeting of Stockholders held on September 12, 2000. The Plan was amended in 2008 and 2010 to increase the number of shares available for issuance pursuant to the Plan from 3,800,000 to 6,000,000 and from 6,000,000 to 8,000,000, respectively, thereby necessitating the filing of this Registration Statement to register the additional 4,200,000 shares of common stock made available under the Plan as a result of such amendments.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant shall deliver the document containing the information in Part I of this Registration Statement on Form S-8 to each participant in the Plan, as specified by Rule 428(b)(1) under the Securities Act. Such document is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the Commission). Such document and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 filed by the Registrant on August 28, 2006 (Registration Statement No. 333-136943) are incorporated by reference into this Registration Statement.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

- 5.1 Opinion of Winston & Strawn LLP.
 - 23.1 Consent of BDO USA, LLP.
 - 23.2 Consent of Winston & Strawn LLP (included in Exhibit 5.1).
 - 24.1 Power of Attorney (included on signature page of the Registration Statement).
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/s/ Jeffrey B. Reich

Director

Jeffrey B. Reich

/s/ Elliott H. Singer

Director

Elliot H. Singer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|-------------------------------------------------------------------------------|
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