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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**

**December 16, 2013**

Date of Report (Date of Earliest Event Reported)

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

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-31187**

(Commission File  
Number)

**870638336**

(IRS Employer Identification  
No.)

6425 Abrams, Ville St- Laurent, Quebec, Canada  
(Address of principal executive offices)

H4S 1X9  
(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.**

### ***Securities Purchase Agreement***

On December 11, 2013, IntelGenx Technologies Corp. (the “Company”) entered into Securities Purchase Agreements (the “Securities Purchase Agreements”) with certain accredited investors (collectively, the “Purchasers”) providing for the issuance and sale by the Company to the Purchasers of an aggregate of 7,920,346 shares of the Company’s Common Stock (collectively, the “Shares”) and warrants to purchase an aggregate of 7,920,346 shares of the Company’s Common Stock (collectively, the “Warrants” and the shares issuable upon exercise of the Warrants, collectively, the “Warrant Shares”) at a purchase price of \$0.4419 per share, for aggregate gross proceeds of approximately \$3.5 million (such transaction, the “Offering”). Net proceeds, after deducting the Placement Agent Fee (described below) and other estimated offering expenses payable by the Company, are approximately \$3.25 million. The Company consummated the Offering on December 16, 2013. The Company intends to use the net proceeds from the Offering for capital investments in VersaFilm™ manufacturing equipment, new facility leasehold improvements, working capital and other general corporate purposes.

Pursuant to the terms of the Securities Purchase Agreement, at the closing each Purchaser was issued a Warrant to purchase up to a number of shares of the Company’s Common Stock equal to 100% of the shares issued to such Purchaser. The Warrants have an exercise price of \$0.5646 per share, are exercisable immediately upon issuance and have a term of exercise equal to five years from the date of issuance of the Warrants.

The securities sold pursuant to the Securities Purchase Agreement have been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to the Company’s Registration Statement on Form S-1, as amended (No. 333-1900065), which was declared effective by the United States Securities and Exchange Commission (the “Commission”) on December 11, 2013, and the Shares and Warrants are being offered and sold pursuant to a final prospectus filed with the Commission on December 13, 2013. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any Shares or Warrants, nor shall there be any sale of the Shares or Warrants in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

The foregoing description of the Securities Purchase Agreement and the Warrants does not purport to be complete and is qualified in its entirety by reference to the full text of each document. Copies of the Securities Purchase Agreement and Form of Warrant are attached as Exhibit 4.1 and Exhibit 4.3, respectively, to the Company’s Form S-1/A filed with the Commission on December 4, 2013 and each is incorporated herein by reference.

### ***Placement Agent Warrants***

Pursuant to the Engagement Letter dated October 10, 2013 by and between the Company and H.C. Wainwright & Co., LLC (“Wainwright”), as amended on December 3, 2013 (the “Engagement Letter”), Wainwright agreed to act as the Company’s placement agent in connection with the Offering. Pursuant to the Engagement Letter, the Company agreed to pay an aggregate cash fee for placement agent and financial advisory services equal to 6% of the gross proceeds of the Offering (the “Placement Agent Fee”), as well as a non-accountable expense allowance equal to equal to the lesser of (i) 1% of the gross proceeds raised in the Offering or (ii) \$50,000. In addition, the Company agreed to issue warrants to purchase an aggregate of to 6% of the aggregate number of shares of Common Stock sold in the Offering, to the placement agent or its designees (the “Placement Agent Warrants”).

As a result, the Company has (i) paid a Placement Agent Fee to Wainwright of approximately \$210,000 and (ii) issued Placement Agent Warrants to purchase 475,221 shares to Wainwright, or its designees. The Placement Agent Warrants have substantially the same terms as the Warrants issued to the Purchasers, except that the Placement Agent Warrants expire on December 11, 2017.

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The Placement Agent Warrants and the shares of the Company's Common Stock underlying the Placement Agent Warrants have not been registered under the Securities Act and have been issued in reliance on an exemption from the registration requirements of the Securities Act afforded by Section 4(a)(2) thereof. The Placement Agent Warrants and the shares of the Company's Common Stock underlying the Placement Agent Warrants may not be offered or sold in the United States in the absence of an effective registration statement or exemption from applicable registration requirements.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information set forth in Item 1.01 of this Current Report on Form 8-K under the heading "Placement Agent Warrants" is hereby incorporated by reference into this Item 3.02 in its entirety. The Placement Agent Warrants (including the shares of the Company's Common Stock underlying such warrants) were offered and sold to Wainwright without registration under the Securities Act, or any state securities laws. The Company is relying on the exemption from the registration requirements of the Securities Act afforded by Section 4(a)(2) thereof. This Current Report on Form 8-K is not an offer to sell or the solicitation of an offer to buy the Placement Agent Warrants or the shares of the Company's Common Stock underlying the Placement Agent Warrants.

**Item 8.01 Other Events .**

On December 16, 2013, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

Exhibit	Description
99.1	<a href="#">Press Release dated December 16, 2013</a>

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## 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: December 16, 2013

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

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## **IntelGenx Closes \$3.5 Million Public Offering**

Saint Laurent, Quebec - (Newsfile Corp. - December 16, 2013 - IntelGenx Technologies Corp. (OTCQX: IGXT; TSX-V: IGX) (“IntelGenx”), a drug delivery company focused on the development of novel oral rapidly disintegrating delivery systems including its proprietary VersaFilm™ technology, as well as oral controlled-release products, announced today that it has closed a registered public offering to raise gross proceeds of approximately \$3.5 million.

As previously announced, on December 12, 2013 the Company entered into securities purchase agreements with certain accredited investors for the issuance and sale of an aggregate of 7,920,346 shares of its common stock at \$0.4419 per share. Additionally, investors received warrants to purchase up to 7,920,346 shares of common stock at an exercise price of \$0.5646 per share for a term of five years.

Net proceeds, after deducting the placement agent’s fee and other estimated offering expenses payable by IntelGenx, are approximately \$3.1 million. The Company intends to use the net proceeds from the Offering for capital investments in VersaFilm™ manufacturing equipment, new facility leasehold improvements, working capital and other general corporate purposes.

H.C. Wainwright & Co., LLC (“Wainwright”), acted as the exclusive placement agent for the transaction. On the Closing Date, the Company paid/issued to Wainwright or its designees: (i) cash commissions in the amount of \$209,999.70, representing 6% of the aggregate gross proceeds received by the Company, plus expenses in the amount of \$34,995.00; and (ii) warrants to purchase 475,221 shares of common stock, representing 6% of the amount of shares sold in the public offering.

The securities described above were offered and sold by IntelGenx Technologies Corp. pursuant to a registration statement previously filed and declared effective by the Securities and Exchange Commission, or the SEC. A final prospectus related to the offering has also been filed with the SEC. Copies of the final prospectus can be obtained directly from IntelGenx and at the SEC’s website at [www.sec.gov](http://www.sec.gov) or by request at H.C. Wainwright & Co., LLC at [placements@hcwco.com](mailto:placements@hcwco.com).

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of IntelGenx Technologies Corp.’s common stock or warrants. No offer, solicitation or sale will be made in any jurisdiction in which such offer, solicitation or sale is unlawful.

### **About IntelGenx:**

IntelGenx is a drug delivery company focused on the development of oral controlled-release products as well as novel rapidly disintegrating delivery systems. IntelGenx uses its unique multiple layer delivery system to provide zero-order release of active drugs in the gastrointestinal tract. IntelGenx has also developed novel delivery technologies for the rapid delivery of pharmaceutically active substances in the oral cavity based on its experience with rapidly disintegrating films. IntelGenx’ research and development pipeline includes products for the treatment of severe depression, hypertension, erectile dysfunction, benign prostatic hyperplasia, migraine, insomnia, bipolar disorder, idiopathic pulmonary fibrosis, allergies and pain management. More information is available about the company at [www.intelgenx.com](http://www.intelgenx.com).

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**Forward Looking Statements:**

This document may contain forward-looking information about IntelGenx' operating results and business prospects that involve substantial risks and uncertainties. Statements that are not purely historical are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. These statements include, but are not limited to, statements about IntelGenx' plans, objectives, expectations, strategies, intentions or other characterizations of future events or circumstances and are generally identified by the words "may," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "could," "would," and similar expressions. All forward looking statements are expressly qualified in their entirety by this cautionary statement. Because these forward-looking statements are subject to a number of risks and uncertainties, IntelGenx' actual results could differ materially from those expressed or implied by these forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed under the heading "Risk Factors" in IntelGenx' annual report on Form 10-K for the fiscal year ended December 31, 2012, filed with the United States Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov), and also filed with Canadian securities regulatory authorities and [www.sedar.com](http://www.sedar.com). IntelGenx assumes no obligation to update any such forward-looking statements.

*Each of the TSX Venture Exchange and the OTCQX has neither approved nor disapproved the contents of this press release.*

**Contact:**

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