

IntelGenx Technologies Corp.
Form 8-K
August 11, 2010

**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**

August 11, 2010
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)

870299034
(IRS Employer
Identification No.)

6425 Abrams, Ville St- Laurent, Quebec, Canada H4S 1X9
(Address of principal executive offices and 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 5.02: Appointment of Director

The Company confirms that, effective August 5, 2010, Mr. John Marinucci accepted the appointment of the Board of Directors to serve as a director of IntelGenx Technologies Corp. until the next annual meeting of the shareholders of the Company and until his successor is duly elected and qualified. The appointment of Mr. Marinucci is subject to TSX-Venture approval.

Mr. Marinucci's background is as follows:

From April 2002 until March 2009 Mr. Marinucci was President and Chief Executive Officer at New Flyers Industries Inc. (NFI), a publicly traded company listed on the Toronto Stock Exchange. NFI is the largest North American manufacturer of heavy-duty transit buses. Mr. Marinucci retired from this position on March 31, 2009 and remains on the board of directors. Prior to this he was, from March 1994 to April 2002, President and Chief Operating Officer at National Steel Car Limited (NSC) and is a former President of the Canadian Association of Railway Suppliers. Currently he also serves on the Board of Directors of New Flyer, CWB Group, SMTC Corporation and Pillar5 Pharma and he is the Vice Chair of the Board of Governors for Mohawk College.

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.

Item 9.01 Exhibits

Exhibit Description

99.1 News Release Dated August 11, 2010

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: August 11, 2010

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

/td>

(5.0)%

(5.0)%

Permanent difference and other

40.0%

40.0%

Effective tax rate

0%

0%

NOTE J - MAJOR CUSTOMERS

During the year ended December 31, 2016, three customers accounted for 36% of the Company's total revenue. During the year ended December 31, 2015, two customers accounted for 30% of the Company's total revenue.

As of December 31, 2016, balances due from one customer comprised 33% or \$93,000 of total accounts receivable.

NOTE K - REPORTABLE SEGMENTS

During 2017, the Company has determined that it only has one business segment - physician services. All of its product and service offerings are in support of, and integrated with, physician services. During the past year the lines between previously identified business segments have become increasingly blurred and arbitrary as the Company provides ever more integrated products and services. As a result, discrete financial information for specific segments

is not readily available.

The reasons contributing to this determination are:

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The Company does not market its various physician services separately

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In all segments, the Company's physicians provide telemedicine services to its customers

.

The hiring and credentialing process is similar across all segments of telemedicine

.

The type of customer is similar across all segments of telemedicine

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All of the Company's physician services are performed over the internet, using its browser-based PACS system

.

The Company now has customers crossing over into multiple telemedicine services

.

There is no separate regulation of specific telemedicine services

Net Medical Xpress Solutions, Inc.

Notes to Consolidated Financial Statements

NOTE L - COMMITMENTS AND CONTINGENCIES

Leases:

The Company leases office space in New Mexico expiring on January 31, 2020. The Company also leases office equipment valued at \$7,000 expiring in May 2017. Future minimum lease payments as of December 31, 2016 are as follows:

Year	Amount
2017	89,000
2018	90,000
2019	92,000

Rent expense for the years ended December 31, 2016 and 2015 amounted to \$88,000 and \$86,000, respectively.

Employment Agreement (Related Party):

During the first quarter of 2013, the Company entered into a new employment agreement with Mr. Govatski whereby agreeing to annual compensation of \$30,000 for a term of one year commencing on January 1, 2013. The agreement will automatically renew annually unless terminated by either party. The non-compete agreement has remained intact and becomes effective only in the event of termination by either party. It will remain in effect for duration of the contract.

NOTE M - SUBSEQUENT EVENTS

In January 2017, the Company issued a total of 35,270 shares of the Company's \$0.001 par value common stock to an attorney in settlement of a lawsuit related to the purchase of MedTel Solutions, LLC in July 2013.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the two most recent fiscal years, there have been no disagreements with RBSM, LLP, our independent auditor for the years ended December 31, 2016 and 2015, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

ITEM 9A. CONTROLS AND PROCEDURES

307 - Disclosure controls and procedures: As of December 31, 2016, we carried out an evaluation of the effectiveness of our disclosure controls and procedures, with the participation of our principal executive and principal financial officers. Disclosure controls and procedures are defined in Exchange Act Rule 15d-15(e) as controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act (15 U.S.C. 78a *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms [and] include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on our evaluation, our President/Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2016, such disclosure controls and procedures were not effective.

308(a)(1) - Management's responsibility: Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Exchange Act Rule 15d-15(f) as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that: (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements. Because of inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

308(a)(2) - Framework used for evaluation: In its evaluation of our internal control over financial reporting, our management has used the *Internal Control - Integrated Framework* (1992) and *Internal Control Over Financial Reporting Guidance for Smaller Public Companies* (2006), issued by the Committee of Sponsoring Organizations of the Treadway Commission.

308(a)(3) - Evaluation of our internal control over financial reporting: Pursuant to Rule 15d-15 of the Exchange Act, our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2016. Based on this evaluation, our management, with the participation of our principal executive and principal financial officers, concluded that our internal control over financial reporting was not effective as of December 31, 2016. Management has identified the following material weakness in our internal control over financial reporting:

We do not have adequate personnel and other resources to assure that significant and complex transactions are timely analyzed and reviewed.

We have limited personnel and financial resources available to plan, develop, and implement disclosure and procedure controls and other procedures that are designed to ensure that information required to be disclosed in our periodic reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

Our limited financial resources restrict our employment of adequate personnel needed and desirable to separate the various receiving, recording, reviewing and oversight functions for the exercise of effective control over financial reporting.

Our limited resources restrict our ability to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure.

308(c) - Changes in internal control over financial reporting: Based upon an evaluation by our management of our internal control over financial reporting, with the participation of our principal executive and principal financial officers, there were no changes made in our internal control over financial reporting during the year ended December 31, 2016 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Limitations on the Effectiveness of Internal Control: Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material errors. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations on all internal control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, and/or by management override of the control. The design of any system of internal control is also based in part upon certain assumptions about risks and the likelihood of future events, and there is no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in circumstances and the degree of compliance with the policies and procedures may deteriorate. Because of the inherent limitations in a cost-effective internal control system, financial reporting misstatements due to error or fraud may occur and not be detected on a timely basis.

ITEM 9B. OTHER INFORMATION

We do not have any information required to be disclosed on Form 8-K during the fourth fiscal quarter of 2016 which has not been disclosed on Form 8-K. We filed a report on Form 8-K for an event date of November 15, 2016.

PART III**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

Our directors and officers are set forth below. The directors hold office for a one-year term and until their successors are duly elected and qualified. The officers serve at the will of the board of directors, subject to the terms of their employment agreements.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Director Since</u>
Richard F. Govatski	72	Chairman, President and Chief Executive Officer	1999
Teresa B. Dickey	73	Director, Secretary & Treasurer	2002
John E. Handley	55	Director	2003
Frank A. Reidy	75	Director	2005

We do not have a separately designated audit committee, compensation committee or nominating committee. However, Mr. Handley and Mr. Reidy, both qualify as audit committee financial experts because of their education and experience in business and accounting. Using the definition of independence contained in the NASDAQ listing rules, Mr. Handley and Mr. Reidy are independent directors but neither of them is a lead independent director. Mr. Govatski and Ms. Dickey are not independent directors. We have not made determination whether or not leadership structure our board of directors is appropriate given our specific characteristics or circumstances. Our entire board of directors is expected to participate in our risk oversight. We have the authority under Nevada law and our bylaws to indemnify our directors and officers against certain liabilities. We have been informed by the U.S. Securities and Exchange Commission that indemnification against violations of federal securities law is against public policy and therefore unenforceable.

Set forth below is certain biographical information regarding our executive officers and directors. There are no family relationships between any director, executive officer, or person nominated or chosen by us to become a director or executive officer.

RICHARD GOVATSKI has been our chairman, CEO, and President since 1996. Mr. Govatski founded Net Medical Xpress Solutions in 1996 after he identified market inefficiencies in how intellectual property owners managed their image assets. Prior to Net Medical Xpress Solutions, Mr. Govatski spent 18 years in systems integration and publishing, both in sales management and software development. Mr. Govatski led the sales teams for Popular Electronics, Computer Shopper, Shutterbug, and MacWeek. Later he sold numerous solutions for vendors, including Kodak, Apple Computer, and Sun Microsystems. Mr. Govatski also spent several years in systems development as President of Media Publishing Group and built graphic applications for companies including Ferrari Color, Time

Magazine, New York Daily News, and Getty Images. He earned a Bachelor of Science degree in Communications from Butler University, located in Indianapolis, Indiana in 1968.

TERESA B. DICKEY has been our Secretary/Treasurer since August 1999 and a director beginning 2002. From 1988 until 1999 she was employed by Sandia National Laboratory as art director. Sandia National Laboratory is a U.S. Department of Energy national security laboratory. In 1964, Ms. Dickey earned her Bachelor of Professional Arts degree from the Art Center College of Design in Pasadena, California.

JOHN E. HANDLEY has been our director since January 2003. He has been self-employed since September 2002 as a telecommunications consultant. From August 1987 until August 2002 he was employed, as an associate partner (from September 1997 until August 2000) and as a partner (September 2000 until August 2002), by Accenture LLP, a business and technology consulting and outsourcing company. He received his Bachelor of Arts degree in Psychology and Business from Roanoke College in 1983. Thereafter, he earned his Master in Business Administration degree from Virginia Tech in 1987.

FRANK A. REIDY taught micro- and macro-economics as an evening-division adjunct professor for seventeen years. Full-time from 1973 to 1984 he was Chief Accountant for Tecumseh Products Company, Tecumseh, MI. From 1984 to 1989 he was Director of RETS Institute of Technology, Toledo, OH. From 1989 to 1998 he was the Business Manager for Plaza Medical Laboratory, Bartlesville, OK. Currently he is the owner of a general construction business in Bartlesville. He earned a Bachelor of Science degree in Marketing from Oklahoma State University in 1964 and a Master of Arts degree in Economics in 1972 from the University of Toledo, Ohio.

Code of Ethics.

We have not adopted a code of ethics governing the conduct of our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

Nomination of Candidates for Directors by Stockholders.

We have not adopted any procedures for nomination of candidates for directors by our stockholders.

Board Meeting Attendance.

Our board held three meetings during 2016. Each of the directors attended all three meetings.

Shareholder Communications.

We have not established any process for security holders to communicate with our board of directors. Our stockholders are welcome to contact our directors and executive officers individually at any time, subject to the

limitations of material non-public information pursuant to Regulation FD.

ITEM 11. EXECUTIVE COMPENSATION

Compensation of Executive Officers

Summary Compensation Table. The following table sets forth information concerning the annual and long-term compensation awarded to, earned by, or paid to the named executive officer for all services rendered in all capacities to us, or any of our subsidiaries, for the years ended December 31, 2016, 2015 and 2014. We did not pay any executive officer more than \$100,000 in the last two fiscal years.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Stock Awards</u>	<u>Total (\$)</u>
Richard F. Govatski	2016	\$36,000	\$24,000	\$60,000
President and Chief Executive Officer	2015	\$22,000	\$27,000	\$49,000
Teresa B. Dickey	2016	\$35,000	\$24,000	\$60,000
Chief Financial Officer	2015	\$22,000	\$27,000	\$49,000

Aggregated Option Exercises In Last Fiscal Year And Fiscal Year-End Option/Par Values

The following table sets forth certain information regarding stock options granted during fiscal 2012 and held as of December 31, 2016, by Mr. Govatski.

Name	Shares acquired on exercise	Value realized	Number of securities	Value of unexercised
			underlying unexercised options at fiscal year-end	in-the-money options at fiscal year-end (1)
			Exercisable/Unexercisable	Exercisable/Unexercisable
Richard F. Govatski	-0-	N/A	55,556/0	\$0/\$0 (2)

(1) Value is based on the closing sale price of the Common Stock on December 31, 2016, the last trading day of fiscal 2016 (\$0.115), less the applicable option exercise price.

(2) All of these were exercisable at \$0.396 per share.

Employment Contracts

During the first quarter of 2013, the Company entered into a new employment agreement with Mr. Govatski whereby agreeing to annual compensation of \$30,000 for a term of one year commencing on January 1, 2013. An increase to \$35,000 was approved for 2016. The agreement will automatically renew annually unless terminated by either party. The non-compete agreement has remained intact and becomes effective only in the event of termination by either party. It will remain in effect for duration of the contract.

We do not have an employment agreement with Ms. Dickey.

Compensation of Directors

<u>Name</u>	<u>Shares Awards</u>	<u>2016 Total</u>
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John Handley	\$24,000	\$24,000
Frank Reidy	\$24,000	\$24,000

Directors are permitted to receive fixed fees and other compensation for their services. The Board of Directors has the authority to fix the compensation of directors. During the year ended December 31, 2016, the Board awarded 100,000 shares of our common stock to each Director for services performed during the year ended December 31, 2016. No additional compensation was granted for services as Directors. During 2016, Mr. Govatski and Ms. Dickey agreed to forego compensation as directors and apply the shares originally received as director compensation toward their executive salaries for 2016.

Stock Option and Stock Issuance Plans

Plan	Year	Options Outstanding and Exercisable (#)	Option Expiration Date
Replacement options	2007	55,556	March 2, 2017

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information about the common stock ownership by (i) each director and executive officer; and (ii) directors and executive officers as a group. We do not know of any other person who owns more than five percent of our common stock. The address of our Directors and Officers is our address.

Name and Address of	Amount and Nature	
Beneficial Owner	of Beneficial Owner (1)	Percent of Class (1)
Richard F. Govatski	2,840,449 (2)	14.31%
Teresa B. Dickey	1,230,612	6.20%
John Handley	1,486,538	7.49%
Frank Reidy	2,604,456	13.12%
Directors and Executive Officers as a Group	8,162,055	41.12%

(4 Persons)

(1) All of the persons are believed to have sole voting and investment power over the shares of common stock listed or share voting and investment power with his or her spouse, except as otherwise provided. Percentage is based on 19,850,591 shares outstanding as of March 17, 2017. Percentage includes amounts which the listed beneficial owner has the right to acquire within sixty days.

(2) This number of shares includes options to purchase 55,556 shares. These options have vested and are currently exercisable. The shares underlying these options are included in the table and are considered to be outstanding for purposes of computing the percentage interest held by Mr. Govatski.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

We did not enter into any transactions with our directors and executive officers in 2016, other than service and employment-based transactions, and none are proposed.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit fees

The aggregate fees billed for fiscal years ended December 31, 2016 and 2015 by RBSM, LLP for professional services rendered for the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q were \$45,000 and \$36,000, respectively.

Audit-related fees

Not applicable

Tax fees

The aggregate fees billed for tax services rendered by Reese Gateley, CPA for tax compliance and tax advice for the fiscal years ended December 31, 2016 and 2015 were \$1,000 and \$2,000, respectively.

All other fees

None

Audit committee pre-approval policy

Under provisions of the Sarbanes-Oxley Act of 2002, our principal accountant may not be engaged to provide non-audit services that are prohibited by law or regulation to be provided by it, and the Board of Directors (which serves as our audit committee) must pre-approve the engagement of our principal accountant to provide audit and permissible non-audit services. Our Board has not established policies or procedures other than those required by applicable laws and regulations.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

1. Financial statements; see index to financial statement and schedules in Item 8 herein.
2. Financial statement schedules; see index to financial statements and schedules in Item 8 herein.
3. Exhibits: None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Net Medical Xpress Solutions, Inc.

Date: April 14, 2017

/s/ Richard F. Govatski

Richard F. Govatski

President, Chief Executive Officer and Chairman of the
Board of Directors

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: April 14, 2017

/s/ Teresa B. Dickey

Teresa B. Dickey, Director, Secretary, Treasurer and
Principal Financial Officer

Date: April 14, 2017

/s/ John Handley

John E. Handley, Director

Date: April 14, 2017

/s/ Frank A. Reidy

Frank A. Reidy, Director

