

Intellipharmaeutics International Inc.
Form 20-F/A
April 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 20-F/A
(Amendment No. 1)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934; or
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended November 30, 2013; or
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934; or
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 Date of event
requiring this shell company report

For the transition period from _____ to _____

Commission File No. 0-53805

INTELLIPHARMACEUTICS
INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Canada
(Jurisdiction of Incorporation or organization)

30 Worcester Road
Toronto, Ontario M9W 5X2
(Address of principal executive offices)

Shameze Rampertab, Vice President Finance and Chief Financial Officer, Intellipharmaeutics International Inc., 30
Worcester Road, Toronto, Ontario M9W 5X2, Telephone: (416) 798-3001, Fax: (416) 798-3007
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|-----------------------------|--|
| Common shares, no par value | NASDAQ TSX |

Securities registered or to be registered pursuant to Section 12(g) of the Act:
None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None

As of November 30, 2013, the registrant had 21,430,611 common shares outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [] No [x]

If this report is an annual report or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes [] No [x]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [x] No []

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [x] No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [] Accelerated filer [] Non-accelerated filer [x]

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP [x] International Financial Reporting Standards as issued by the International Accounting Standards Board [] Other []

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 [] Item 18 []

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [] No [x]

Explanatory Note

Intellipharmaceuticals International Inc. (the “Company”) is filing this Amendment No. 1 on Form 20-F/A (this “Amendment No. 1”) to amend the Company’s Annual Report on Form 20-F for the year ended November 30, 2013 (the “Original Form 20-F”), as originally filed with the Securities and Exchange Commission (the “Commission”) on February 18, 2014 (the “Original Filing Date”). This Amendment No. 1 is being filed solely to amend Exhibit 4.64 (the “Exhibit”) originally filed with the Original Form 20-F. The Company had sought confidential treatment under Rule 24b-2 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and 17 C.F.R. Section 200.80(b)(4), for portions of the Exhibit and, following correspondence and conversations with the Staff of the Commission’s Division of Corporate Finance, is re-filing the Exhibit to address comments the Company received from the Staff in response to its request for confidential treatment.

The Exhibit filed herewith supersedes in its entirety the Exhibit originally filed with the Original Form 20-F. Except for the revised Exhibit, this Amendment No. 1 does not amend any other information set forth in the Original Form 20-F. This Amendment No. 1 speaks as of the Original Filing Date, does not reflect any events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way any disclosures made in the Original Form 20-F. Additionally, in connection with the filing of this Amendment No. 1, the Company is including new certifications of the Company’s chief executive officer and chief financial officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C.1350) as no financial statements are being filed with this Amendment No. 1.

Item 19. Exhibits

EXHIBIT INDEX

| Number | Exhibit | Footnote |
|----------|--|----------|
| 1.1 | Articles of Incorporation of the Company and Amendments thereto | (4) |
| 1.2 | By-laws of the Company | (4) |
| 4.1 | IPC Arrangement Agreement | (4) |
| 4.2 | The acknowledgement and agreement of the Company dated October 22, 2009 to be bound by the performance based stock option agreement dated September 10, 2004 pursuant to which Drs. Isa and Amina Odidi are entitled to purchase up to 2,763,940 of the Company's shares upon payment of U.S.\$3.62 per share, subject to satisfaction of the performance vesting conditions | (4) |
| 4.3 | The amended and restated promissory note dated October 22, 2009 for up to \$2,300,000 issued by Intellipharmaceutics Corp. to Isa Odidi and Amina Odidi for advances that may be made by them from time to time to the Company | (4) |
| 4.51 | Securities purchase agreement for February 1, 2011 private placement | (3) |
| 4.52 | Registration rights agreement for February 1, 2011 private placement | (3) |
| 4.53 | Combined Series A/B common share purchase warrant for February 1, 2011 private placement | (3) |
| 4.54 | Placement Agent Agreement between Intellipharmaceutics International Inc. and Roth Capital Partners, LLC, dated March 9, 2012 | (5) |
| 4.55 | Form of Subscription Agreement (incorporated by reference to Exhibit A attached to Exhibit 4.54) | (5) |
| 4.56 | 12% convertible term debenture dated January 10, 2013 in principal amount of \$1,500,000 | (2) |
| 4.57 | Lease as amended between Finley W. McLachlan Ltd. and Intellipharmaceutics Corp. for premises at 30 Worcester Road, Toronto, Ontario, Canada. | (2) |
| 4.58 | Placement Agent Agreement between Intellipharmaceutics International Inc. and Roth Capital Partners, LLC, Brean Capital, LLC and Maxim Group, LLC, dated March 19, 2013 | (6) |
| 4.59 | Form of Subscription Agreement (incorporated by reference to Exhibit A attached to Exhibit 4.58) | (6) |
| 4.60 | Form of Warrants (incorporated by reference to Exhibit B attached to Exhibit 4.58) | (6) |
| 4.61 | Underwriting Agreement between Intellipharmaceutics International Inc. and Maxim Group, LLC, as representative of the underwriters named in Schedule I thereto, dated July 26, 2013 | (7) |
| 4.62 | Form of Warrants | (7) |
| 4.63 | Equity Distribution Agreement between Intellipharmaceutics International Inc. and Roth Capital Partners, LLC, dated November 27, 2013 | (8) |
| 4.64 (†) | License and Commercialization Agreement dated as of November 21, 2005, between Intellipharmaceutics Corp., and Par Pharmaceutical, Inc., as amended by the First Amendment To License and Commercialization Agreement dated as of August 2011, and as further amended by the Second Amendment to License and Commercialization Agreement dated as of September 24, 2013 | (10) |
| 8.1 | List of subsidiaries | (1) |
| 11.1 | Code of Business Conduct and Ethics | (4) |
| 12.1 | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 | (10) |
| 12.2 | | (10) |

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| | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 | |
| 13.1 | Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | (1) |
| 13.2 | Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | (1) |
| 15.1 | Consent of Independent Registered Public Accounting Firm | (1) |
| 101 | XBRL (Extensible Business Reporting Language). The following materials from Intellipharmaeutics International Inc.'s Annual Report on Form 20-F for the fiscal year-ended November 30, 2013, formatted in XBRL: (i) Consolidated balance sheets as at November 30, 2013 and 2012 (restated) (ii) Consolidated statements of operations and comprehensive loss for the years ended November 30, 2013, 2012 and 2011 | (1)(9) |

(iii) Consolidated statements of shareholders' deficiency for the years ended November 30, 2013, 2012 and 2011(restated)

(iv) Consolidated statements of cash flows for the years ended November 30, 2013, 2012 and 2011

(v) Notes to the consolidated financial statements

- (1) Previously filed as exhibits to Original Form 20-F.
- (2) Incorporated herein by reference to the Company's annual report on Form 20-F for the fiscal year ended November 30, 2012 as filed on January 31, 2013.
- (3) Incorporated herein by reference to the Company's annual report on Form 20-F for the fiscal year ended November 30, 2010 as filed on May 31, 2011.
- (4) Incorporated herein by reference to the Company's annual report on Form 20-F for the fiscal year ended November 30, 2009 as filed on June 1, 2010.
- (5) Incorporated herein by reference to the Company's report on Form 6-K for the month of March 2012 as filed on March 9, 2012.
- (6) Incorporated herein by reference to the Company's report on Form 6-K for the month of March 2013 as filed on March 19, 2013.
- (7) Incorporated herein by reference to the Company's report on Form 6-K for the month of July 2013 as filed on July 26, 2013 (SEC Accession No. 0001171843-13-002968).
- (8) Incorporated herein by reference to the Company's report on Form 6-K for the month of November 2013 as filed on November 27, 2013.
- (9) XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.
- (10) Filed herewith.

† Confidential treatment has been requested for certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Intellipharmaceutics International Inc.

/s/ Shameze Rampertab

Shameze Rampertab
Vice President Finance and Chief Financial Officer (Principal Financial Officer),
Intellipharmaceutics International Inc.

April 14, 2014