

Edgar Filing: IntelGenx Technologies Corp. - Form SC 13G/A

IntelGenx Technologies Corp.
Form SC 13G/A
February 12, 2010

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

IntelGenx Technologies Corp.
(Name of Issuer)

Common Stock, \$.00001 par value per share
(Title of Class of Securities)

45822R101
(CUSIP Number)

December 31, 2009
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

CUSIP No. 45822R101

13G/A

Page 2 of 8 Pages

(1) NAMES OF REPORTING PERSONS

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Northern Rivers Capital Management Inc.

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
2,328,800 shares of Common Stock
Warrants to purchase 699,000 shares of Common Stock
(see Item 4)

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
2,328,800 shares of Common Stock
Warrants to purchase 699,000 shares of Common Stock
(see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,328,800 shares of Common Stock
Warrants to purchase 699,000 shares of Common Stock (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES **
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.2% (see Item 4)

(12) TYPE OF REPORTING PERSON **
CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 45822R101

13G/A

Page 3 of 8 Pages

(1) NAMES OF REPORTING PERSONS

Edgar Filing: IntelGenx Technologies Corp. - Form SC 13G/A

Northern Rivers Innovation Fund LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
1,555,800 shares of Common Stock

Warrants to purchase 699,000 shares of Common Stock
(see Item 4)

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
1,555,800 shares of Common Stock

Warrants to purchase 699,000 shares of Common Stock
(see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,555,800 shares of Common Stock

Warrants to purchase 699,000 shares of Common Stock (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.8% (see Item 4)

(12) TYPE OF REPORTING PERSON **
PN

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CUSIP No. 45822R101

13G/A

Page 4 of 8 Pages

(1) NAMES OF REPORTING PERSONS

Edgar Filing: IntelGenx Technologies Corp. - Form SC 13G/A

Northern Rivers Innovation RSP Fund

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 773,000 shares of Common Stock

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
773,000 shares of Common Stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
773,000 shares of Common Stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES **

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.3% (see Item 4)

(12) TYPE OF REPORTING PERSON **
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 45822R101

13G/A

Page 5 of 8 Pages

Item 1.

(a) Name of Issuer

IntelGenx Technologies Corp. (the "Company")

(b) Address of Issuer's Principal Executive Offices

6425 Abrams
Ville Saint Laurent, Quebec

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Canada H4S 1X9

Item 2(a). Name of Person Filing

Northern Rivers Capital Management Inc., ("NRCMI") with respect to the shares of Common Shares directly owned by NRIF and NRIRF (as those terms are defined below).

Northern Rivers Innovation Fund LP, ("NRIF") with respect to the shares of Common Shares directly owned by it.

Northern Rivers Innovation RSP Fund ("NRIRF") with respect to the shares of Common Shares directly owned by it.

NRCMI, NRIF and NRIRF are sometimes hereinafter referred to collectively as the "Reporting Persons".

Item 2(b). Address of Principal Business Office

The address of the business office of each of NRCMI, NRIF and NRIRF is Royal Bank Plaza, North Tower, Suite 2000, P.O. Box 66, 200 Bay Street, Toronto, Ontario M5J2J2.

Item 2(c). Citizenship

NRCMI is a corporation organized under the laws of Canada. NRIF is a limited partnership organized under the laws of Ontario, Canada. NRIRF is a RSP trust organized under the laws of Ontario, Canada.

Item 2(d) Title of Class of Securities

Common shares, par value .00001 per share (the "Common Shares").

Item 2(e) CUSIP Number

45822R101

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

CUSIP No. 45822R101

13G/A

Page 6 of 8 Pages

(c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f) [] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

(a) Amount beneficially owned:

Collectively, as of December 31, 2009, the Reporting Persons may be deemed the beneficial owners of a total of 2,328,800 of the Common Shares. NRCMI is engaged to provide investment advisory services to the Northern Rivers funds, to act as principal distributor of the units of the funds and has voting and dispositive power over the securities held by NRIF and NRIRF.

In addition to the Common Shares beneficially owned by the Reporting Persons, the Reporting Persons collectively hold warrants to purchase 699,000 Common Shares.

In addition the Reporting Persons may be deemed beneficial owners of Common Shares held personally by fund manager Hugh Cleland (50,000 Common Shares and warrants to purchase 50,000 Common Shares). Each of the Reporting Persons expressly disclaims beneficial ownership of Common Shares and warrants held personally by Messr Cleland.

(b) Percent of class:

Approximately 9.2% as of December 31, 2009. (Based on the Company's Form 10-Q filed November 9, 2009, there were 33,081,271 shares of Common Shares issued and outstanding as of November 9, 2009.)

(c) Number of shares as to which such person has:

CUSIP No. 45822R101

13G/A

Page 7 of 8 Pages

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

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See Item 4(a)

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 45822R101

13G/A

Page 8 of 8 Pages

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 12, 2010

NORTHERN RIVERS CAPITAL MANAGEMENT INC.

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By: /s/ Scott Laskey

Name: Scott Laskey
Title: Chief Financial Officer

NORTHERN RIVERS INNOVATION FUND LP
By: Northern Rivers Capital Management Inc.

By: /s/ Scott Laskey

Name: Scott Laskey
Title: Chief Financial Officer

NORTHERN RIVERS INNOVATION RSP FUND
By: Northern Rivers Capital Management Inc.

By: /s/ Scott Laskey

Name: Scott Laskey
Title: Chief Financial Officer