

NEUROLOGIX INC/DE  
Form 8-K  
February 25, 2005

---

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**

Date of Report (Date of earliest event reported): February 18, 2005

Neurologix, Inc.

---

(Exact name of registrant as specified in its charter)

DELAWARE

0-13347

06-1582875

---

(State or other jurisdiction  
of incorporation or organization)

(Commission  
File Number)

(IRS Employer  
Identification No.)

ONE BRIDGE PLAZA, FORT LEE, NEW JERSEY

07024

---

(Address of principal executive offices)

(Zip Code)

(201) 592-6451

---

(Registrant's telephone number, including area code)

None

---

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

Neurologix, Inc. (the Company) has entered into certain amendments to the Stock Purchase Agreement, dated as of February 4, 2005 (the Stock Purchase Agreement), by and among the Company, Merlin Biomed Long Term Appreciation Fund LP, a Delaware limited partnership (the Appreciation Fund), and Merlin Biomed Offshore Master Fund LP, a Cayman Islands limited partnership (the Master Fund). Such amendments are substantially in the form of the amendment attached hereto as Exhibit 10.1. Pursuant to the terms of the Stock Purchase Agreement, as amended by the amendments, since February 18, 2005, the Company sold to certain private investors an approximate total of 792,306 shares of common stock, par value \$0.001 per share (the Common Stock), and warrants to purchase 198,070 shares of Common Stock for total consideration of \$1,030,000. Such investors also became party to the Registration Rights Agreement, dated as of February 4, 2005, by and among the Company and the Appreciation Fund and Master Fund.

The Stock Purchase Agreement, form of warrant and Registration Rights Agreement attached as Exhibits 10.1, 10.2 and 10.3, respectively, to the Current Report on Form 8-K filed by the Company on February 10, 2005 and the summary thereof set forth in Item 1.01 of such Form 8-K are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

See exhibit index below.

---

**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.

NEUROLOGIX, INC.

Date: February 25, 2005

By: /s/ Mark S. Hoffman

\_\_\_\_\_  
Name: Mark S. Hoffman

Title: Secretary and Treasurer

---

**Exhibit Index**

<u>Number</u>	<u>Title</u>
10.1	Form of Amendment to the Stock Purchase Agreement