

Item 1.01 Entry into a Material Definitive Agreement

On December 16, 2008, Neurologix, Inc. (the “Company”) entered into a Second Amendment (the “Second Amendment”), dated as of October 29, 2008, to its Master Sponsored Research Agreement (the “Research Agreement”), dated as of May 10, 2006, with The Ohio State University Research Foundation, on behalf of Ohio State University, as amended by the Amendment to Master Sponsored Research Agreement (the “First Amendment”), dated as of May 29, 2008. The Second Amendment extends the term of the Research Agreement to November 10, 2009.

The above description of the Research Agreement and the First Amendment does not purport to be complete and is qualified in its entirety by the terms and conditions of the Research Agreement, a copy of which was filed as Exhibit 10.19 to the Company’s Form 10-KSB, dated March 25, 2008, and the First Amendment, a copy of which was filed as Exhibit 10.1 to the Company’s Form 8-K, dated June 11, 2008. A copy of the Second Amendment is filed herewith as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Second Amendment to Master Sponsored Research Agreement between Neurologix, Inc. and The Ohio State University Research Foundation, on behalf of Ohio State University, dated as of October 29, 2008.

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: December 16, 2008

By: /s/ Marc L. Panoff
Name: Marc L. Panoff
Title: Chief Financial Officer, Secretary
and Treasurer