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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001404644			X Corporation
Name of Issuer			Limited Partnership
AQUINOX PHARMACEUTICALS (USA) INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2007			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
AQUINOX PHARMACEUTICALS (USA) INC			
Street Address 1		Street Address 2	
5600 Parkwood Way, Suite 430			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2	604-629-9223

3. Related Persons

Last Name	First Name	Middle Name
Main	David	J.
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Alam	Kamran	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Galbraith	Kenneth	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Levitt	Daniel	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Xavier	Asish	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Jones	Elaine	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Holler	Frank	
Street Address 1	Street Address 2	
5600 Parkwood Way, Suite 430		
City	State/Province/Country	ZIP/PostalCode
Richmond	BRITISH COLUMBIA, CANADA	V6V 2M2
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture
Banking & Financial Services

Health Care
Biotechnology

Retailing

Commercial Banking
Insurance
Investing
Investment Banking
Pooled Investment Fund
Is the issuer registered as an investment company under the Investment Company Act of 1940?
Yes No
Other Banking & Financial Services
Business Services
Energy
Coal Mining
Electric Utilities
Energy Conservation
Environmental Services
Oil & Gas
Other Energy

Health Insurance
Hospitals & Physicians
X Pharmaceuticals
Other Health Care
Manufacturing
Real Estate
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

Restaurants
Technology
Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel
Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2011-09-21 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None

Street Address 1

Street Address 2

City	State/Province/Country	ZIP/Postal Code
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State(s) of Solicitation (select all that apply) All States Foreign/non-US
 Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$3,536,035 USD or Indefinite
 Total Amount Sold \$3,536,035 USD
 Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
AQUINOX PHARMACEUTICALS (USA) INC	/s/ Kamran Alam	Kamran Alam	Corporate Secretary and Chief Financial Officer	2011-09-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.