

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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](#)

**Name of Issuer**

AQUINOX PHARMACEUTICALS (USA) INC

**Jurisdiction of Incorporation/Organization**

DELAWARE

**Year of Incorporation/Organization**

Over Five Years Ago

X Within Last Five Years (Specify Year) 2007

Yet to Be Formed

- X Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

2. Principal Place of Business and Contact Information

**Name of Issuer**

AQUINOX PHARMACEUTICALS (USA) INC

**Street Address 1**

555 West 12th Avenue, Suite 600

**Street Address 2**

**City**

Vancouver

**State/Province/Country**

BRITISH COLUMBIA, CANADA

**ZIP/PostalCode**

V5Z 3X7

**Phone Number of Issuer**

604-629-9223

3. Related Persons

**Last Name**

Main

**First Name**

David

**Middle Name**

J.

**Street Address 1**

555 West 12th Avenue, Suite 600

**Street Address 2**

**City**

Vancouver

**State/Province/Country**

BRITISH COLUMBIA, CANADA

**ZIP/PostalCode**

V5Z 3X7

**Relationship:** X Executive Officer X Director X Promoter

Clarification of Response (if Necessary):

**Last Name**

Galbraith

**First Name**

Kenneth

**Middle Name**

H.

**Street Address 1**

1066 West Hastings Street, Suite 2500

**Street Address 2**

**City**

Vancouver

**State/Province/Country**

BRITISH COLUMBIA, CANADA

**ZIP/PostalCode**

V6E 3X1

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Levitt	Daniel	
Street Address 1	Street Address 2	
555 West 12th Avenue, Suite 600		
City	State/Province/Country	ZIP/PostalCode
Vancouver	BRITISH COLUMBIA, CANADA	V5Z 3X7
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Leslie	Kevin	
Street Address 1	Street Address 2	
555 West 12th Avenue, Suite 600		
City	State/Province/Country	ZIP/PostalCode
Vancouver	BRITISH COLUMBIA, CANADA	V5Z 3X7
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Xavier	Asish	
Street Address 1	Street Address 2	
410 George Street		
City	State/Province/Country	ZIP/PostalCode
New Brunswick	NEW JERSEY	08901
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Majlath	Stephen	
Street Address 1	Street Address 2	
555 West 12th Avenue, Suite 600		
City	State/Province/Country	ZIP/PostalCode
Vancouver	BRITISH COLUMBIA, CANADA	V5Z 3X7
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	X Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services

Other Banking & Financial Services  
 Business Services  
 Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

REITS & Finance  
 Residential  
 Other Real Estate

Other Travel  
 Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
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)(2)
	Section 3(c)(3)
	Section 3(c)(4)
	Section 3(c)(5)
	Section 3(c)(6)
	Section 3(c)(7)
	Section 3(c)(9)
	Section 3(c)(10)
	Section 3(c)(11)
	Section 3(c)(12)
	Section 3(c)(13)
	Section 3(c)(14)

7. Type of Filing

X New Notice Date of First Sale 2010-06-14 First Sale Yet to Occur  
 Amendment

8. Duration of Offering

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

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

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	X Other (describe)
	Series B-1 Preferred Stock, together with underlying common

shares.

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 X 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 X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check 'All States' or check individual States All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$3,531,483 USD or Indefinite
Total Amount Sold \$3,531,483 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:

Input fields for investor counts, one containing the number 1.

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 Estimate
Finders' Fees \$0 USD 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.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
AQUINOX PHARMACEUTICALS (USA) INC	/s/ Stephen Majlath	Stephen Majlath	Corporate Secretary	2010-06-24

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.