

Item 1.01 Entry into a Material Definitive Agreement

Neurologix, Inc. (the “Company”) entered into a letter agreement (the “Letter Agreement”) dated October 3, 2008 with Dr. Matthew During. The Letter Agreement amends a Consulting Agreement dated October 1, 1999, as amended (the “Consulting Agreement”), by and between the Company and Dr. During. The Letter Agreement extends the term of the Consulting Agreement from September 30, 2008, to September 30, 2009. Dr. During is a co-founder of the Company and a member of its Scientific Advisory Board.

A copy of the Letter Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Letter Agreement dated October 3, 2008 between Neurologix, Inc. and Dr. Matthew During.

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: October 7, 2008

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