

Intellipharmaceutics International Inc.
Form 6-K
July 26, 2013
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

For the month of July 2013

Commission File Number: 000-53805

INTELLIPHARMACEUTICS INTERNATIONAL INC.
(Translation of registrant's name into English)

30 WORCESTER ROAD
TORONTO, ONTARIO M9W 5X2
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

This Report of Foreign Private Issuer on Form 6-K and the attached exhibits shall be incorporated by reference into the Company's effective Registration Statements on Form F-3, as amended and supplemented (Registration Statement Nos. 333-172796 and 333-178190), filed with the Securities and Exchange Commission, from the date on which this Report is filed, to the extent not superseded by documents or reports subsequently filed or furnished by Intellipharmaceutics International Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934.

On July 26, 2013, Intellipharmaceutics International Inc. (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”) with Maxim Group LLC and Brean Capital, LLC (the “Underwriters”), relating to the underwritten offering (the “Offering”) of 1,500,000 units, each unit consisting of one common share, without par value, of the Company (the “Shares”) and a warrant to purchase 0.25 of a Share (the “Warrants” and together with the Shares, the “Units”). The Warrants are exercisable for five years commencing on the closing of the Offering at a price of \$2.55 per common share. At the closing of the Offering, the Company will pay the Underwriters an aggregate fee equal to 6% of the gross proceeds from the sale of the Units at such closing. The Company will also reimburse certain expenses incurred by the Underwriters in the Offering. The net proceeds to the Company from the Offering, after deducting the Underwriters’ discounts and commissions and other estimated Offering expenses, are expected to be approximately \$2.5 million. The price to the public is \$2.05 per Unit.

The Offering is being made pursuant to a shelf registration statement on Form F-3 the Company filed with the Securities and Exchange Commission that became effective on December 22, 2011 (Registration No. 333-178190) and a related prospectus supplement. The closing of the Offering is expected to take place on or about July 31, 2013, subject to the satisfaction of customary closing conditions. Copies of the Underwriting Agreement and form of Warrant are filed as Exhibits 99.1 and 99.2, respectively, to this report on Form 6-K.

A copy of the opinion of John Allport, Vice-President, Legal Affairs and Licensing, relating to the legality of the issuance and sale of the securities in the Offering is attached as Exhibit 5.1 hereto.

The foregoing descriptions of the Underwriting Agreement and the Warrants do not purport to be complete and are qualified in their entirety by reference to Exhibit 99.1 and Exhibit 99.2 hereto, respectively, which are incorporated herein by reference. The benefits of the representations and warranties set forth in such documents are intended only for investors in the Offering and do not constitute continuing representations and warranties of the Company to any future or other investors.

On July 26, 2013, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached hereto as Exhibit 99.3, and is incorporated herein by reference.

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, thereunto duly authorized.

INTELLIPHARMACEUTICS INTERNATIONAL INC.

By: /s/ Shameze Rampertab

Name: Shameze Rampertab

Title: Chief Financial Officer and
Vice-President, Finance

Date: July 26, 2013

Exhibit Index

Exhibit No.	Description
5.1	Opinion of John Allport as to the legality of the securities offered.
23.1	Consent included in opinion of John Allport filed as Exhibit 5.1.
99.1	Underwriting Agreement between Intellipharmaceutics International Inc. and Maxim Group, LLC, as representative of the underwriters named in Schedule I thereto, dated July 26, 2013.
99.2	Form of Warrants
99.3	Press release dated July 26, 2013.