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

Form 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **October 31, 2011**

or

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number **333-161157**

NEUROKINE PHARMACEUTICALS INC.
(Exact name of registrant as specified in its charter)

British Columbia	**N/A**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1275 West 6th Avenue, Vancouver, British Columbia, Canada	**V6H 1A6**
(Address of principal executive offices)	(Zip Code)

(604) 805-7783
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] YES [ ] NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[ ] YES [ ] NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ] (Do not check if a smaller reporting company)	Smaller reporting company	[X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act

[ ] YES [X] NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

[ ] YES [ ] NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

35,767,073 common shares issued and outstanding as of December 15, 2011.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited interim financial statements for the three and nine months ended October 31, 2011 form part of this quarterly report. All currency references in this report are to Canadian dollars unless otherwise noted.

NEUROKINE PHARMACEUTICALS INC.

Financial Statements
(Expressed in Canadian dollars)
Period ended October 31, 2011 (unaudited) and January 31, 2011

NEUROKINE PHARMACEUTICALS INC.
(A Development Stage Company)
Balance Sheets
(Expressed in Canadian dollars)

	October 31, 2011 $ (unaudited)	January 31, 2011 $
Assets		
Current Assets		
Cash	5,526	15,037
'otal Current Assets	5,526	15,037
Property and equipment (Note 3)	1,897	2,238
Total Assets	7,423	17,275
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities	23,734	12,608
Due to related parties (Note 9)	146,475	17,269
Note payable (Note 4)	91,609	–
Convertible debenture, net of unamortized discount of $73,849 (Note 5)	77,522	10,698
Total Current Liabilities	339,340	40,575
Derivative liabilities (Note 6)	56,293	2,927,928
Total Liabilities	395,633	2,968,503
Nature of operations and continuance of business (Note 1)		
Stockholders' Deficit		
Common stock: 200,000,000 shares authorized, without par value 35,767,073 and 33,621,618 shares issued and outstanding, respectively	1,086,148	915,893
Additional paid-in capital	67,086	52,410
Accumulated deficit during the development stage	(1,541,444)	(3,919,531)
Total Stockholders' Deficit	(388,210)	(2,951,228)
Total Liabilities and Stockholders' Deficit	7,423	17,275

(The accompanying notes are an integral part of these financial statements)

NEUROKINE PHARMACEUTICALS INC.
(A Development Stage Company)
Statements of Operations
(Expressed in Canadian dollars)
(unaudited)

	Three Months Ended October 31, 2011 $	Three Months Ended October 31, 2010 $	Nine Months Ended October 31, 2011 $	Nine Months Ended October 31, 2010 $	Accumulated from June 10, 2002 (Date of Inception) to October 31, 2011 $
Revenue	–	–	–	–	–
Expenses					
Amortization	113	–	341	–	379
Foreign exchange (gain) loss	1,944	1,034	3,489	821	9,736
General and administrative	132,249	4,081	262,934	26,357	397,711
Management fees (Note 9)	12,325	9,000	45,185	23,476	124,161
Professional fees	7,737	6,071	40,623	39,103	136,720
Research and development	–	–	48,541	–	273,215
Royalties	–	–	–	–	500,000
Total Expenses	154,368	20,186	401,113	89,757	1,441,922
Loss from Operations	(154,368)	(20,186)	(401,113)	(89,757)	(1,441,922)
Other Income (Expenses)					
Accretion of discount on convertible debt (Note 5)	(12,949)	–	(88,100)	–	(98,798)
Gain (loss) on change in fair value of derivative liability (Note 6)	324,528	–	2,909,141	–	41,117
Interest expense	(27,638)	–	(41,841)	–	(41,841)
Total Other Income (Expenses)	283,941	–	2,779,200	–	(99,522)
Net Income (Loss)	129,573	(20,186)	2,378,087	(89,757)	(1,541,444)
Net income (loss) per share, basic	–	–	0.07	–	
Net income (loss) per share, diluted	–	–	0.06	–	
Weighted average shares outstanding - basic	35,349,682	31,934,661	34,260,979	26,636,241	
Weighted average shares outstanding - diluted	39,949,682	31,934,661	38,860,978	26,636,241	

(The accompanying notes are an integral part of these financial statements)

NEUROKINE PHARMACEUTICALS INC.
(A Development Stage Company)
Statements of Cash Flows
(Expressed in Canadian dollars)
(unaudited)

	For The Nine Months Ended October 31, 2011	For The Nine Months Ended October 31, 2010	Accumulated from June 10, 2002 (Date of Inception) to October 31, 2011
Operating Activities			
Net income (loss) for the period	2,378,087	(89,757)	(1,541,444)
Adjustments to reconcile net loss to net cash used in operating activities:			
Accretion of discount on convertible debt	88,100	-	98,798
Amortization	341	-	379
Loss (gain) on change in fair value of derivative liability	(2,909,141)	-	(41,117)
Shares issued for royalties	-	-	500,000
Shares issued for services	126,519	6,400	224,919
Stock-based compensation	14,676	5,076	61,911
Changes in operating assets and liabilities:			
Accounts payable and accrued liabilities	39,831	20,476	57,439
Due to related parties	129,206	-	146,475
Net Cash Used in Operating Activities	(132,381)	(57,805)	(492,640)
Investing Activities			
Purchase of property and equipment	-	-	(2,276)
Net Cash Used in Investing Activities	-	-	(2,276)
Financing Activities			
Proceeds from loan payable	235,000	-	240,000
Repayment of loan payable	(150,000)	-	(150,000)
Proceeds from issuance of convertible debenture	37,870	-	65,079
Proceeds form issuance of common shares	-	40,726	345,363
Net Cash Provided by Financing Activities	122,870	40,726	500,442
Increase (Decrease) in Cash	(9,511)	(17,079)	5,526
Cash- Beginning of Period	15,037	18,979	-
Cash- End of Period	5,526	1,900	5,526
Supplemental disclosures:			
Interest paid	9,000	-	9,000
Income tax paid	-	-	-
Non-cash investing and financing activities:			
Shares issued for settlement of debt	43,736	10,000	53,736
Fair value of options and warrants exercised	-	-	5,175

(The accompanying notes are an integral part of these financial statements)

Note 1-
Nature of Operations and Continuance of Business

Neurokine Pharmaceuticals Inc. (the "Company") was incorporated in British Columbia under the Business Corporations Act on June 10, 2002. The Company is a development stage company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, *Development Stage Entities*, and is in the business of developing and commercializing new uses for existing prescription drugs for diseases mediated by acute and chronic inflammatory reactions as well as developing proprietary encapsulation technology in the treatment of neurodegenerative diseases.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at October 31, 2011, the Company has not earned any revenue, has a working capital deficit of $312,396 and an accumulated deficit of $1,520,026. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. These factors raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 2-
Significant Accounting Policies

(a)
Basis of Presentation

The financial statements and the related notes of the Company are prepared in accordance with generally accepted accounting principles in the United States and are expressed in Canadian dollars. The Company's fiscal year-end is January 31.

(b)
Interim Financial Statements

These interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended January 31, 2011.

The financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at October 31, 2011, and the results of its operations and cash flows for the three and nine month periods ended October 31, 2011 and 2010. The results of operations for the periods ended October 31, 2011 are not necessarily indicative of the results to be expected for future quarters or the full year.

Note 2-
Significant Accounting Policies (continued)

(c)
Use of Estimates

The preparation of these financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the recoverability of long-lived assets, valuation of convertible debenture, assumptions used to determine the fair value of stock-based compensation and derivative liabilities, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

(d)
Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

(e)
Property and Equipment

Property and equipment is comprised of office equipment and is recorded at cost. The Company amortizes the cost of equipment on a straight-line basis over their estimated useful lives of five years.

(f)
Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value, which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

(g)
Stock-Based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock-Based Compensation*, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Note 2-
Significant Accounting Policies (continued)

(h)
Derivative Financial Instruments

Derivative financial instruments that are not classified as equity and are not used in hedging relationships are measured at fair value. Subsequent changes to fair value are recorded in the statement of operations.

(i)
Basic and Diluted Net Loss Per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings Per Share.* ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

(j)
Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at October 31, 2011 and 2010, the Company had no items representing comprehensive income or loss.

(k)
Financial Instruments and Fair Value Measures

ASC 820, *Fair Value Measurements*, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Note 2-
Significant Accounting Policies (continued)

(k)
Financial Instruments and Fair Value Measures (continued)

The Company's financial instruments consist principally of cash, accounts payable and accrued liabilities, amounts due to related parties, and convertible debenture. Pursuant to ASC 820, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

(l)
Research and Development Costs

Research costs are expensed in the period that they are incurred.

(m)
Foreign Currency Translation

The Company's functional currency and its reporting currency is the Canadian dollar and foreign currency transactions are primarily undertaken in United States dollars. Monetary assets and liabilities are translated using the exchange rate prevailing at the balance sheet date. Expenses are translated at average rates for the period. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

(n)
Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Note 3-
Property and Equipment

	Cost $	Accumulated amortization $	October 31, 2011 Net carrying value $ (unaudited)	January 31, 2011 Net carrying value $
Office furniture and equipment	2,276	379	1,897	2,238

Note 4-
Note Payable

(a)
On April 6, 2011, the Company issued a note payable with a non-related party for $150,000. The note is unsecured, due interest at 24% per annum, due on July 6, 2011. On July 6, 2011, the note was repaid.

(b)
On July 4, 2011, the Company issued a note payable with a non-related party for $85,000. The note is unsecured, due interest at 24% per annum, and due on October 4, 2011. On October 4, 2011, the note was extended to January 4, 2012 under the same terms.

Note 5- Convertible Debentures

On December 17, 2010, the Company issued a convertible debenture with a non-related party for $61,659 (US$65,000). The debenture is unsecured, bears interest at 8% per annum, and matures on September 17, 2011. The note is convertible into common shares at a conversion price equal to 55% of the average closing market price of the lowest three trading prices of the Company's common stock during the preceding ten days prior to conversion. The Company recorded the conversion feature of the convertible debenture as a derivative liability at an estimated fair value of $65,079 with a corresponding discount to the convertible debenture. On June 23, 2011, US$12,000 of the convertible debenture was converted to 145,455 common shares. On June 29, 2011, US$14,000 of the convertible debenture was converted to 169,697 common shares. During the nine months ended October 31, 2011, the Company recorded accretion expense of the discount on the convertible debenture of $52,779 (US$54,302) (2010 - $nil). As of October 31, 2011, the carrying value of the convertible debenture is $38,871 (US$39,000) (January 31, 2011 - US$10,698) plus accrued penalty for default of $21,381. As at October 31, 2011, the fair value of the conversion option derivative liability was $nil (January 31, 2011 - $86,355).

On February 23, 2011, the Company issued a convertible debenture with a non-related party for $37,944 (US$40,000). The debenture is unsecured, bears interest at 8% per annum, and matures on December 23, 2011. The note is convertible into common shares at a conversion price equal to 55% of the average closing market price of the lowest three trading prices of the Company's common stock during the preceding ten days prior to conversion. The Company recorded the conversion feature of the convertible debenture as a derivative liability at an estimated fair value of $37,944 with a corresponding discount to the convertible debenture. On July 11, 2011, US$19,000 of the convertible debenture was converted to 230,303 common shares. During the nine months ended October 31, 2011, the Company recorded accretion expense of the discount on the convertible debenture of $35,321 (US$36,327) (2010 - $nil). As of October 31, 2011, the carrying value of the convertible debenture is $17,270 (US$17,327) (January 31, 2011 - $nil), and the fair value of the conversion option derivative liability was $17,131 (US$17,187) (January 31, 2011 - $nil). The calculation of the fair value of the conversion option derivative liability was determined using the Black-Scholes option pricing model with the following assumptions: expected life of 0.03 years, volatility of 125%, and risk-free rate of 0.02%.

Note 6-
Derivative Liabilities

Derivative financial liabilities consist of convertible debenture and warrants originally issued in private placements with exercise prices denominated in United States dollars, which differs from the Company's functional currency. The fair value of these derivative liabilities is as follows:

	Exercise Price $	October 31, 2011 $	January 31, 2011 $
US$65,000 convertible debenture	US$0.05	–	86,355
US$40,000 convertible debenture	US$0.05	17,131	–
3,800,000 warrants expiring on July 30, 2015	US$0.005	39,162	2,841,573
		56,293	2,927,928

(Expressed in Canadian dollars)

Note 6-
Derivative Liabilities (continued)

The fair values of derivative financial liabilities were determined using the Black-Scholes option pricing model, using the following assumptions:

	2011
Risk-free Interest rate	0.02-0.70%
Expected life (in years)	0.03-3.75
Expected volatility	125%

Note 7-
Common Shares

(a)
On June 23, 2011, the Company issued 145,455 common shares to settle $11,674 (US $12,000) of convertible debentures.

(b)
On June 29, 2011, the Company issued 169,697 common shares to settle $13,792 (US $14,000) of convertible debentures.

(c) On June 29, 2011, the Company issued 230,303 common shares to settle $18,270 (US $19,000) of convertible debentures.

(d) On August 24, 2011, the Company issued 1,600,000 common shares for services with a fair value of $126,519 (US$128,000).

Note 8-
Share Purchase Warrants

On April 6, 2011, the Company issued 100,000 share purchase warrants as part of the $150,000 proceeds received from the note payable in Note 4. The warrants are exercisable at $0.15 per share and expire on April 6, 2012. On July 4, 2011, the Company issued 75,000 share purchase warrants as part of the $85,000 proceeds received from the note payable in Note 4. The fair values of the share purchase warrants was $14,676, calculated using the Black-Scholes option pricing model using assumptions of volatility of 125%, stock price at grant date of $0.15 to $0.18 per share, risk free rate of 0.29% to 0.46%, and no expected dividends.

The following table summarizes the continuity of share purchase warrants:

	Number of Warrants	Weighted Average Exercise Price $
Balance, January 31, 2010	–	–
Issued	5,000,000	0.005
Exercised	(1,200,000)	0.005
Balance, January 31, 2011	3,800,000	0.005
Issued	175,000	0.15
Balance, October 31, 2011	3,975,000	0.011

(Expressed in Canadian dollars)

Note 8-
Share Purchase Warrants (continued)

As at October 31, 2011, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price $	Expiry Date
3,800,000	0.005	July 30, 2015
75,000	0.15	July 4, 2013
100,000	0.15	April 6, 2012

Note 9-
Stock Options

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price (US$)	Weighted average remaining contractual life (years)	Aggregate intrinsic value (US$)
Outstanding and exercisable, January 31, 2010	300,000	0.20		
Granted	1,200,000	0.005		
Exercised	(400,000)	0.005		
Expired	(300,000)	0.20		
Outstanding and exercisable, January 31, 2011 and October 31, 2011	800,000	0.005	3.6	68,000

Additional information regarding stock options as of October 31, 2011, is as follows:

Number of Options	Exercise Price $	Expiry Date
800,000	0.005	May 25, 2015

As of October 31, 2011 and 2010, the Company had no unrecognized compensation expense relating to unvested options.

Note 10-
Related Party Transactions

(a)
As at October 31, 2011, the Company owed $146,475 (January 31, 2011 - $17,269) to the President of the Company. The amounts owing are unsecured, non-interest bearing, and due on demand.

(b)
During the nine months ended October 31, 2011, the Company incurred $45,185 (2010 - $18,400) of management fees to directors and officers of the Company.

(c)
On May 25, 2010, the Company issued 800,000 stock options, exercisable at US$0.005 per share until May 25, 2015, to the President of the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This report on Form 10-Q contains certain forward-looking statements. All statements other than statements of historical fact are “forward-looking statements” for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

These forward-looking statements involve significant risks and uncertainties, including, but not limited to, the following: competition, promotional costs and the risk of declining revenues. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of a number of factors. These forward-looking statements are made as of the date of this filing, and we assume no obligation to update such forward-looking statements. The following discusses our financial condition and results of operations based upon our unaudited financial statements which have been prepared in conformity with accounting principles generally accepted in the United States. It should be read in conjunction with our financial statements and the notes thereto included elsewhere herein.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in Canadian Dollars (CDN$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in Canadian Dollars (CDN$) and all references to “common shares” refer to the common shares in our capital stock.

As used in this quarterly report, the terms “we”, “us”, “our” and “our company” mean Neurokine Pharmaceuticals Inc., unless otherwise indicated.

General Overview

We are a development stage biopharmaceutical company. We were incorporated in the Province of British Columbia, Canada under the name “649186 B.C. Ltd.” on June 10, 2002. On September 9, 2003 we changed our name to “Xerxes Health Corp.” and on June 26, 2007 we adopted our current name, “Neurokine Pharmaceuticals Inc.”. We have no subsidiaries.

Our principal executive office is located at 1275 West 6th Avenue, Vancouver, British Columbia, Canada, V6H 1A6. Our telephone number is (604) 221-0595.

We are engaged in the development and commercialization of therapeutic pharmaceutical products with a strategic emphasis on research and development to innovate applications for existing drugs. This is commonly known as drug re-profiling. Our research and development activities are focused on assessing known drugs and compounds, developing hypotheses concerning their usage for new indications (diseases), and conducting experimentation and clinical research to test those hypotheses. Where appropriate based on our research, we intend to depart from a strict re-profiling strategy to develop new variants of, or delivery methods for, existing drugs or compounds.

Our Current Business

We are a development stage biopharmaceutical company engaged in the development and commercialization of therapeutic pharmaceutical products, with a strategic emphasis on the innovation of new therapeutic uses for existing drugs. This is commonly known as drug re-profiling. Our research and development activities are focused on assessing known drugs and compounds, developing hypotheses concerning their usage for new indications (diseases), and conducting experimentation and clinical research to test those hypotheses. Where appropriate based on our research, we intend to depart from a strict re-profiling strategy to develop new variants of, or delivery methods for, existing drugs or compounds. Our focus on drug re-profiling, although not uncommon amongst pharmaceutical companies, differs from traditional drug development practices which focus largely on the development of new drugs.

To date, we have concentrated our research on innovating applications for existing drugs for the treatment of diseases and conditions mediated by acute and chronic inflammatory reactions. The diseases and conditions that have been the subject of our research include:

[ ] neurocognitive impairment, and specifically, neurocognitive impairment in post-coronary artery bypass graft (also known as “CABG” or ”heart bypass”) surgery patients;

[ ] degenerative central nervous system diseases, and specifically, Alzheimer’s disease; and

[ ] degenerative disk disease, and specifically, discogenic neck and back pain conditions.

Through our research we have identified and, where required, secured the rights necessary to develop two anti-inflammatory products, NK-001 and NK-002, that we believe hold promising prospects for the treatment of neurocognitive impairment and Alzheimer’s disease, respectively. Of these, NK-001 falls under our re-profiling strategy, as it is a new application of the drug Etanercept, which is marketed under FDA approval as a treatment for rheumatoid arthritis. Accordingly, we do not anticipate that NK-001 will require pre-clinical, preliminary safety or pharmacokinetic (the process by which the drug is metabolized by the body) studies. Because Etanercept has already been the subject of safety studies on a patient population similar to patients targeted by NK-001, we do not anticipate requiring additional pre-clinical or safety studies before proceeding to later stage clinical trials, and we have received approval to conduct clinical trials in South Africa on that basis.

In contrast, NK-002 is a new formulation for the delivery of Etanercept and is therefore properly classified as a new drug. As a new drug, NK-002 will require a full development program, including a full range of successful pre-clinical, safety, and pharmacokinetic studies before advanced clinical testing will be permitted to occur. Both of our planned products, including our flagship product NK-001, are in the development stage as of the date of this quarterly report and neither has been approved for sale to the public in any country.

The research and development activities required to produce the intellectual property underlying our two product candidates, NK-001 and NK-002, was carried out by Dr. Ahmad Doroudian, our director and former president, chief executive officer and secretary, Jonathan Willmer, our former chief medical officer and former director, and Dr. Hassan Salari, a former officer and former director. To date, we have outsourced all other research and development work to third parties, including clinical trial planning, laboratory services, data management, statistical services and report writing. We have relied primarily on three contractors in this regard. The first, Globe Laboratories Inc., is a center for drug research and development founded and controlled by Julian Salari, a former officer and former director of our company, that provides us with expertise in manufacturing certain generic drugs that are the basis of our planned products. The second, Virtus Clinical Development (Pty.) Limited is a South African firm that specializes in the planning and execution of clinical trials and has developed the clinical protocol of NK-001 on our behalf and entered into an agreement with us to conduct that clinical trial. The third, Northern Lipids Inc., assisted us to develop certain liposomal encapsulations for our development of NK-002. We anticipate that we will continue to rely on third parties to satisfy our research and development requirements until such time as it becomes cost effective to hire employees to satisfy those requirements.

Effective as of August 15, 2011 we entered into a consulting agreement with Wakabayashi Fund LLC, a Japanese limited liability company, whereby Wakabayashi Fund has agreed to provide certain institutional market awareness and public relations services to us for a six month term. In consideration of the services, on August 20, 2011 our board of directors authorized the issuance of 1,600,000 restricted shares of our common stock to Wakabayashi. The most recent closing price of our common shares at the time of issuance as quoted on the OTC Bulletin Board was $0.077 per share. Accordingly, the aggregate value of the stock consideration paid was $123,200.

Results of Operations

The following summary of our results of operations should be read in conjunction with our financial statements for the quarter ended October 31, 2011, which are included herein.

Our operating results for the three and nine months ended October 31, 2011 and 2010 are summarized as follows:

	Three Months Ended October 31,		Nine Months October 31,	
	2011	2010	2011	2010
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Amortization	$ 113	$ Nil	$ 341	$ Nil
Foreign exchange loss (gain)	$ 1,944	$ 1,034	$ 3,489	$ 821
General and administrative	$ 132,249	$ 4,081	$ 262,934	$ 26,357
Management fees	$ 12,325	$ 9,000	$ 45,185	$ 23,476
Professional fees	$ 7,737	$ 6,071	$ 40,623	$ 39,103
Research and development	$ Nil	$ Nil	$ 48,541	$ Nil
Net Income (Loss)	$ 129,537	$ (20,186)	$ (401,113)	$ (89,757)

For the three months ended October 31, 2011, our net income increased by $149,723 as compared to the three months ended October 31, 2010. Our income increased primarily due gain on change in fair value of derivative liability. Our net loss from inception is $1,541,444.

For the nine months ended October 31, 2011, our net income increased by $530,650 as compared to the nine months ended October 31, 2010. Our income increased primarily due to primarily due gain on change in fair value of derivative liability.

Revenue

We have not earned any revenues since our inception and we do not anticipate earning revenues in the upcoming quarter.

Liquidity and Financial Condition

Working Capital

	At October 31, 2011	At January 31, 2011
Current Assets	$ 5,526	$ 15,037
Current Liabilities	$ 339,340	$ 40,575
Working Capital (Deficit)	$ (333,814)	$ (25,538)

Our total current assets as of October 31, 2011 were $5,526 as compared to total current assets of $15,037 as of January 31, 2011. The decrease was primarily due to a decrease in cash. Our total current liabilities as of October 31, 2011 were $339,340 as compared to total current liabilities of $40,575 as of January 31, 2011. The increase was primarily due to increases in accounts payable and accrued liabilities, amounts due to related parties, notes payable and convertible debentures.

Cash Flows

	Nine Months Ended October 31,	
	2011	**2010**
Net Cash Provided (Used) by Operating Activities	$ (132,381)	$ (57,805)
Net Cash Provided (Used) by Financing Activities	$ 122,870	$ 40,726
Increase (Decrease) in Cash During the Period	$ 9,511	$ (17,079)

Operating Activities

The increase in cash used on operating activities during the nine month period in 2011 was primarily the result of increases in accretion of discount on convertible debt, amortization shares issued for services, stock-based compensation, accounts payable and accrued liabilities, and amounts due to related parties. The increase in cash provided by financing activities during the nine month period ended 2011 was primarily the result of proceeds from loans payable and from the issuance of common shares.

Investing Activities

We did not have any investing activities during the nine months ended October 31, 2011 and 2010.

Financing Activities

We will require additional funds to fund our budgeted expenses over the next 12 months. These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There is still no assurance that we will be able to maintain operations at a level sufficient for an investor to obtain a return on his investment in our common stock. Further, we may continue to be unprofitable. We need to raise additional funds in the immediate future in order to proceed with our budgeted expenses.

Specifically, we estimate our operating expenses and working capital requirements for the next 12 months to be as follows:

Description		Estimated Expenses
Sales and Marketing Costs		
Advertising	$	3,600
Investor Relations	$	60,000
Literature	$	6,000
Conference Attendance	$	21,000
Travel	$	22,000
Entertainment and Promotions	$	2,400
Total Sales and Marketing Costs	$	115,000
General and Administrative Expenses		
Professional Fees	$	60,000
Consulting Support	$	30,000
Employee Salaries and Benefits	$	384,000
Office Equipment	$	1,600
Office Supplies	$	1,200
Office and Lab Lease	$	40,000
Telephone, Fax, Cellular, Internet	$	6,000
Vehicles and Transportation	$	14,400
Total General and Administrative Expenses	$	537,200
Clinical Trials		
NK-001	$	1,355,000
NK-002	$	500,000
Total Clinical Trials	$	1,855,000
TOTAL	**$**	**2,507,200**

Based on our planned expenditures, we will require additional funds of approximately $2.5 million to proceed with our business plan over the next 12 months. If we secure less than the full amount of financing that we require, we will not be able to carry out our complete business plan and we will be forced to proceed with a scaled back business plan based on our available financial resources.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Use of Estimates

The preparation of these financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Our company regularly evaluates estimates and assumptions related to the recoverability of long-lived assets, valuation of convertible debenture, assumptions used to determine the fair value of stock-based compensation and derivative liabilities, and deferred income tax asset valuation allowances. Our company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by our company may differ materially and adversely from our company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

Our company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents.

Property and Equipment

Property and equipment is comprised of office equipment and is recorded at cost. Our company amortizes the cost of equipment on a straight-line basis over their estimated useful lives of five years.

Long-lived Assets

In accordance with ASC 360, "Property, Plant and Equipment", our company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value, which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

Stock-Based Compensation

Our company records stock-based compensation in accordance with ASC 718, *Compensation – Stock-Based Compensation*, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Derivative Financial Instruments

Derivative financial instruments that are not classified as equity and are not used in hedging relationships are measured at fair value. Subsequent changes to fair value are recorded in the statement of operations.

Basic and Diluted Net Loss Per Share

Our company computes net loss per share in accordance with ASC 260, *Earnings Per Share.* ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at October 31, 2011 and 2010, our company had no items representing comprehensive income or loss.

Financial Instruments and Fair Value Measures

ASC 820, *Fair Value Measurements*, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our company's financial instruments consist principally of cash, accounts payable and accrued liabilities, amounts due to related parties, and convertible debenture. Pursuant to ASC 820, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Research and Development Costs

Research costs are expensed in the period that they are incurred.

Foreign Currency Translation

Our company's functional currency and its reporting currency is the Canadian dollar and foreign currency transactions are primarily undertaken in United States dollars. Monetary assets and liabilities are translated using the exchange rate prevailing at the balance sheet date. Expenses are translated at average rates for the period. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a “smaller reporting company”, we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principal accounting officer), as appropriate to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures as of October 31, 2011. Based on the evaluation of these disclosure controls and procedures the chief executive officer and chief financial officer (our principal executive officer, principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective.

Changes in Internal Controls

During the quarter covered by this report there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On August 24, 2011, the Company issued 1,600,000 common shares for services with a fair value of $126,519 (US$128,000). These shares were issued to one (1) non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933, as amended) in an offshore transaction relying on Regulation S of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

None.

Item 4. [Removed and Reserved]

Item 5. Other Information

On August 30, 2011, we accepted the resignation of Dr. Ahmad Doroudian as our president, chief executive officer and secretary. Dr. Doroudian will remain as a director and serve as chairman of the board. Dr. Doroudian's resignation was not the result of any disagreements with our company regarding our operations, policies, practices or otherwise.

Concurrently with Dr. Ahmad Doroudian's resignation, we appointed Dr. Hamid Doroudian, MD, as president, chief executive officer and secretary of our company.

Item 6. Exhibits

Exhibit No.	Description
(3)	**Articles of Incorporation and Bylaws**
3.1	Articles of Incorporation 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.2	"Company Act" Memorandum of 649186 B.C. Ltd. Certificate of Amendment (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.3	Certificate of Filing of 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.4	Certificate of Incorporation of 649186 B.C. Ltd. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.5	Certificate of Name Change of 649186 B.C. Ltd. to Xerxes Health Corp. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.6	Transition Application of Xerxes Health Corp. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.7	Certificate of Name Change of Xerxes Health Corp. to Neurokine Pharmaceuticals Inc. (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
3.8	Notice of Alteration to Authorized Share Structure (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
(10)	**Material Contracts**
10.1	Share Subscription of Dr. Ahmad Doroudian dated September 17, 2007 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
10.2	Non-Exclusive License Agreement with Globe Laboratories Inc. dated June 17, 2008 (incorporated by reference from our Registration Statement on Form S-1/A filed on December 3, 2009)
10.3	Management Consulting Agreement with Penny Green dated April 1, 2009 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)

10.4	Director and Option Agreement with Dr. Kamran Shojania dated July 13, 2009 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
10.5	Director and Option Agreement with Dr. Maziar Badii dated July 13, 2009 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
10.6	Shareholder's Agreement withi Dr. Hassan Salari dated July 24, 2009 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
10.7	Shareholder's Agreement with Francine Salari dated July 24, 2009 (incorporated by reference from our Registration Statement on Form S-1 filed on August 7, 2009)
10.8	Clinical Trial Services Agreement with Virtus Clinical Development (Pty) Limited dated March 1, 2009 (incorporated by reference from our Registration Statement on Form S-1/A filed on March 4, 2010)
10.9	Master Service Agreement with Northern Lipids Inc. Dated October 2, 2007 (incorporated by reference from our Registration Statement on Form S-1/A filed on December 3, 2009)
10.10	Assignment of Invention (NK-001) dated January 30, 2008 (incorporated by reference from our Registration Statement on Form S-1/A filed on December 3, 2009)
10.11	Assignment of Invention (NK-002) dated April 18, 2008 (incorporated by reference from our Registration Statement on Form S-1/A filed on December 3, 2009)
10.12	Subscription Agreement with Hassan Salari (incorporated by reference from our Form 8-K filed on August 12, 2010)
10.13	Subscription Agreement with Ahmad Doroudian (incorporated by reference from our Form 8-K filed on August 12, 2010)
10.14	Consulting agreement with Wakabayashi Find LLC dated August 15, 2011 (incorporated by reference from our Form 8-K filed on August 29, 2011)
(31)	**Rule 13a-14(d)/15d-14(d) Certifications**
31.1*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of Hamid Doroudian
31.2*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of Moira Ong
(32)	**Section 1350 Certifications**
32.1*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of Hamid Doroudian
32.2*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of Moira Ong

Exhibit No.	Description
101**	**Interactive Data Files**
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*

Filed herewith

**

Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

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.

NEUROKINE PHARMACEUTICALS INC.
(Registrant)

/s/ Hamid Doroudian

Dated: December 15, 2011

Dr. Hamid Doroudian
President, Chief Executive Officer and Secretary
(Principal Executive Officer)

/s/ Moira Ong

Dated: December 15, 2011

Moira Ong
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)