

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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BURZYNSKI RESEARCH INSTITUTE INC

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Business Address
*12000 RICHMOND AVE
HOUSTON TX 77082*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2012

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

For the transition period from _____ to _____

Commission file number 000-23425

Burzynski Research Institute, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

76-0136810

(IRS Employer Identification No.)

9432 Katy Freeway, Suite 200, Houston, Texas 77055

(Address of principal executive offices)

(713) 335-5697

(Registrant's telephone number)

(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. 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 smaller reporting company. See definition of “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). 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: As of May 31, 2012, 131,448,444 shares of the Registrant’s Common Stock were outstanding.

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BURZYNSKI RESEARCH INSTITUTE, INC.

Form 10-Q

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Item 1. Financial Statements

BURZYNSKI RESEARCH INSTITUTE, INC.
BALANCE SHEETS

	<u>May 31,</u> <u>2012</u>	<u>February 29,</u> <u>2012</u>
	<u>(unaudited)</u>	
ASSETS		
Current assets		
Cash and cash equivalents	\$ 14,949	\$ 17,297
TOTAL CURRENT ASSETS	<u>14,949</u>	<u>17,297</u>
Property and equipment, net of accumulated depreciation of \$19,167 and \$18,996 at May 31, 2012 and February 29, 2012, respectively	<u>3,248</u>	<u>3,419</u>
TOTAL ASSETS	<u>\$ 18,197</u>	<u>\$ 20,716</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 55,348	\$ 12,265
Accrued liabilities	<u>80,554</u>	<u>49,699</u>
CURRENT AND TOTAL LIABILITIES	<u>135,902</u>	<u>61,964</u>
Commitments and contingencies	-	-
Stockholders' deficit		
Common stock, \$.001 par value; 200,000,000 shares authorized, 131,448,444 issued and outstanding, at May 31, 2012 and February 29, 2012, respectively	131,449	131,449
Additional paid-in capital	103,031,946	101,428,376
Retained deficit	<u>(103,281,100)</u>	<u>(101,601,073)</u>
TOTAL STOCKHOLDERS' DEFICIT	<u>(117,705)</u>	<u>(41,248)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 18,197</u>	<u>\$ 20,716</u>

See accompanying notes to financial statements.

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BURZYNSKI RESEARCH INSTITUTE, INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

<u>Three Months Ended May 31,</u>	
<u>2012</u>	<u>2011</u>

Operating expenses		
Research and development	\$ 1,538,440	\$ 1,434,654
General and administrative	141,516	66,076
Depreciation	171	177
Total operating expenses	1,680,127	1,500,907
Other income	100	–
Net loss before provision for income tax	(1,680,027)	(1,500,907)
Provision for income tax	–	–
NET LOSS	\$ (1,680,027)	\$ (1,500,907)
Loss per share information:		
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding	131,448,444	131,448,444

See accompanying notes to financial statements.

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BURZYNSKI RESEARCH INSTITUTE, INC.
STATEMENT OF STOCKHOLDERS' DEFICIT
For the Three Months Ended May 31, 2012
(UNAUDITED)

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>			
Balance February 29, 2012	131,448,444	\$ 131,449	\$ 101,428,376	\$ (101,601,073)	\$ (41,248)
Cash contributed by S.R. Burzynski, M.D., Ph.D.	–	–	136,558	–	136,558
FDA clinical trial expenses paid directly by S.R. Burzynski, M.D., Ph.D.	–	–	1,467,012	–	1,467,012
Net loss	–	–	–	(1,680,027)	(1,680,027)
Balance May 31, 2012	<u>131,448,444</u>	<u>\$ 131,449</u>	<u>\$ 103,031,946</u>	<u>\$ (103,281,100)</u>	<u>\$ (117,705)</u>

See accompanying notes to financial statements.

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BURZYNSKI RESEARCH INSTITUTE, INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Three months Ended May 31,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (1,680,027)	\$ (1,500,907)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	171	177
FDA clinical trial expenses paid directly by S.R. Burzynski, M.D., Ph.D.	1,467,012	1,373,855
Changes in operating assets and liabilities		
Accounts payable	43,083	(12,965)
Accrued liabilities	30,855	32,000
NET CASH USED IN OPERATING ACTIVITIES	(138,906)	(107,840)
CASH FLOWS FROM FINANCING ACTIVITIES		
Contribution of capital	136,558	106,390
NET CASH PROVIDED BY FINANCING ACTIVITIES	136,558	106,390
NET DECREASE IN CASH	(2,348)	(1,450)
CASH AT BEGINNING OF PERIOD	17,297	17,476
CASH AT END OF PERIOD	\$ 14,949	\$ 16,026

See accompanying notes to financial statements

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BURZYNSKI RESEARCH INSTITUTE, INC.
NOTES TO FINANCIAL STATEMENTS

NOTE A. BASIS OF PRESENTATION

The financial statements of Burzynski Research Institute, Inc., a Delaware corporation (the "Company"), include expenses incurred directly by S.R. Burzynski, M.D., Ph.D. ("Dr. Burzynski") within his medical practice, related to the conduct of U.S. Food and Drug Administration ("FDA") approved clinical trials for Antineoplaston drugs used in the treatment of cancer.

These expenses have been reported as research and development costs and as additional paid-in capital. Cash contributions received from Dr. Burzynski, which are used to fund general operating expenses, have also been reported as additional paid-in capital. Expenses related to Dr. Burzynski's medical practice (unrelated to the clinical trials) have not been included in these financial statements. Dr. Burzynski is the President, Chairman of the Board and owner of 80.9% of the outstanding stock of the Company, and also is the inventor and original patent holder of certain drug products known as "Antineoplastons," which he has licensed to the Company.

The Company and Dr. Burzynski have entered into various agreements which provide the Company the exclusive right in the United States, Canada and Mexico to use, manufacture, develop, sell, distribute, sublicense and otherwise exploit all the rights, titles and interest in Antineoplaston drugs used in the treatment of cancer, once an Antineoplaston drug is approved for sale by the FDA.

The Company is primarily engaged as a research and development facility for Antineoplaston drugs being tested for the use in the treatment of cancer. The Company is currently conducting clinical trials on various Antineoplastons in accordance with FDA regulations. At this time, however, none of the Antineoplaston drugs have received FDA approval; further, there can be no assurance that FDA approval will be granted.

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Certain disclosures and information normally included in financial statements have been condensed or omitted. In the opinion of management of the Company, these financial statements contain all adjustments necessary for a fair presentation of financial position as of May 31, 2012 and February 29, 2012, results of operations for the three months ended May 31, 2012 and 2011, and cash flows for the three months ended May 31, 2012 and 2011. All adjustments are of a normal recurring nature. The results of operations for interim periods are not necessarily indicative of the results to be expected for a full year. These statements should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended February 29, 2012.

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BURZYNSKI RESEARCH INSTITUTE, INC.
NOTES TO FINANCIAL STATEMENTS - continued

NOTE B. ECONOMIC DEPENDENCY

The Company has not generated significant revenues since its inception and has suffered losses from operations, has a working capital deficit and has an accumulated deficit. Dr. Burzynski has funded the capital and operational needs of the Company through his medical practice since inception, and has entered into various agreements to continue such funding.

The Company is economically dependent on its funding through Dr. Burzynski's medical practice. A portion of Dr. Burzynski's patients are admitted and treated as part of the clinical trial programs, which are regulated by the FDA. The FDA imposes numerous regulations and requirements regarding these patients, and the Company is subject to inspection at any time by the FDA. These regulations are complex and subject to interpretation and though it is management's intention to comply fully with all such regulations, there is the risk that the Company is not in compliance and is thus subject to sanctions imposed by the FDA.

In addition, as with any medical practice, Dr. Burzynski is subject to potential claims by patients and other potential claimants commonly arising out of the operation of a medical practice. The risks associated with Dr. Burzynski's medical practice directly affect his ability to fund the operations of the Company.

It is also the intention of the directors and management to seek additional capital through the sale of securities. The proceeds from such sales will be used to fund the Company's operating deficit until it achieves positive operating cash flow. There can be no assurance that the Company will be able to raise such additional capital.

NOTE C. STOCK OPTIONS

At May 31, 2012, the Company had one stock-based employee compensation plan, which is described below.

On September 14, 1996, the Company granted 600,000 stock options, with an exercise price of \$0.35 per share, to an officer who is no longer with the Company. The options vested as follows:

	<u>Vesting Date</u>
400,000 options	September 14, 1996
100,000 options	June 1, 1997
100,000 options	June 1, 1998

The options are valid in perpetuity. In addition, for a period of 10 years from the grant date, they increase in the same percentage of any new shares of stock issued; however, no shares were issued during such 10-year periods from the grant dates. None of the options have been exercised as of May 31, 2012.

The Company accounts for stock-based compensation under the provisions of Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 718, "Compensation – Stock Compensation", which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and non-employee officers based on estimated fair values as of the date of grant. Compensation expense is recognized on a straight-line basis over the requisite service period.

The Company did not grant any options and no options previously granted vested in any of the periods presented in these financial statements. Thus, there was no effect on net loss and earnings per share regarding the provisions of FASB ASC 718 in any of the periods presented.

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BURZYNSKI RESEARCH INSTITUTE, INC.
NOTES TO FINANCIAL STATEMENTS - continued

NOTE D. INCOME TAXES

The Company follows the provisions of FASB ASC 740-10, "Accounting for Uncertainty in Income Taxes". The Company is not aware of any material unrecognized tax uncertainties as a result of tax positions previously taken.

The Company recognizes interest and penalties as interest expense when they are accrued or assessed.

The federal income tax returns of the Company for 2010, 2009, and 2008 are subject to examination by the IRS, generally for three years after they are filed.

The actual provision for income tax for the three months ended May 31, 2012 and 2011, respectively, differ from the amounts computed by applying the U.S. federal income tax rate of 34% to the pretax loss as a result of the following:

	<u>Three Months Ended May 31,</u>	
	<u>2012</u>	<u>2011</u>
Expected income tax benefit	\$ (571,209)	\$ (510,308)
Effect of expenses deducted directly by Dr. Burzynski	571,209	510,308
Nondeductible expenses and other adjustments	(25,982)	7,026
Change in valuation allowance	25,982	(7,026)
State tax	-	-
Income tax expense	<u>\$ -</u>	<u>\$ -</u>

At May 31, 2012, the Company had a net deferred tax asset of \$0, which includes a valuation allowance of \$182,628. The Company's ability to utilize net operating loss carryforwards and alternative minimum tax credit carryforwards will depend on its ability to generate adequate future taxable income. The Company has no historical earnings on which to base an expectation of future taxable income. Accordingly, a valuation allowance for deferred tax assets has been provided. At May 31, 2012, the Company had net operating loss carryforwards available to offset future taxable income in the amount of \$392,415, which may be carried forward and will expire if not used between 2013 and 2033 in varying amounts.

NOTE E. SUBSEQUENT EVENTS

Effective July 5, 2012, the Company entered into a Marketing and Consulting Agreement (the "Marketing Agreement") with Worldwide Medical Consultants, Inc. ("WMC") and CARIGEN, LTD ("SRB"), an entity wholly-owned and controlled by Dr. Burzynski, pursuant to which WMC will (i) provide SRB with various marketing and consulting services to assist SRB in locating and developing cancer or health related centers in certain foreign markets and (ii) make payments to the Company equal to 10% of each consulting fee received by WMC for the aforementioned services provided to SRB, net of certain expenses incurred by WMC ("WMC Payment"). In consideration of the WMC Payment, the Company agreed to grant to WMC warrants to acquire an aggregate of 2,000,000 shares of the Company's Common Stock, exercisable at \$0.10 per share with a ten year exercise period, with 1,000,000 shares vesting upon execution of the agreement and the remaining 1,000,000 shares to vest upon the first closing of a transaction by SRB as a result of the services provided by WMC under the Marketing Agreement. Through the date of this report, none of the aforementioned warrants have been exercised.

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

The following is a discussion of the financial condition of the Company as of May 31, 2012, and the results of operations comparing the three months ended May 31, 2012 and 2011. It should be read in conjunction with the financial statements and the notes thereto included elsewhere in this report and in conjunction with the Annual Report on Form 10-K for the year ended February 29, 2012.

Introduction

The Company was incorporated under the laws of the State of Delaware in 1984 in order to engage in the research, production, marketing, promotion and sale of certain medical chemical compounds composed of growth-inhibiting peptides, amino acid derivatives and organic acids which are known under the trade name "Antineoplastons." The Company believes Antineoplastons are useful in the treatment of human cancer and is currently conducting Phase II clinical trials of Antineoplastons relating to the treatment of cancer. The Company has generated no significant revenue since its inception, and does not expect to generate any operating revenues until such time, if any, as Antineoplastons are approved for use and sale by the FDA. The Company's sole source of funding is S.R. Burzynski, M.D., Ph.D. ("Dr. Burzynski"), the Company's President and Chairman of the Board of Directors. Dr. Burzynski funds the Company's operations from his medical practice pursuant to certain agreements between Dr. Burzynski and the Company. Funds received by the Company from Dr. Burzynski are reported as additional paid-in capital to the Company.

The Company is primarily engaged as a research and development facility of drugs currently being tested for the use in the treatment of cancer, and provides consulting services. The Company is currently conducting two FDA-approved clinical trials. The Company holds the exclusive right in the United States, Canada and Mexico to use, manufacture, develop, sell, distribute, sublicense and otherwise exploit all the rights, titles and interest in Antineoplaston drugs used in the treatment and diagnosis of cancer, once an Antineoplaston drug is approved for sale by the FDA.

On September 3, 2004, the FDA granted the Company's request for "orphan drug designation" ("ODD") for the Company's Antineoplastons (A10 & AS2-1 Antineoplaston) for treatment of patients with brain stem glioma and, on October 30, 2008, the FDA granted the Company's request for ODD for Antineoplastons (A10 and AS2-1 Antineoplaston) for the treatment of gliomas.

On January 13, 2009, the Company announced that the Company had reached an agreement with the FDA for the Company to move forward with a pivotal Phase III clinical trial of combination Antineoplaston therapy plus radiation therapy in patients with newly diagnosed, diffuse, intrinsic brainstem gliomas (DBSG). The agreement was made under the FDA's Special Protocol Assessment procedure, meaning that the design and planned analysis of the Phase III study is acceptable to support a regulatory submission seeking new drug approval. On February 23, 2010, the Company entered into an agreement with Cycle Solutions, Inc., dba ResearchPoint ("ResearchPoint") to initiate and manage a pivotal Phase III clinical trial of combination Antineoplastons A10 and AS2-1 plus radiation therapy (RT) in patients with newly-diagnosed, diffuse, intrinsic brainstem glioma. ResearchPoint is currently conducting a feasibility assessment. ResearchPoint has secured interest and commitments from a number of sites selected. Upon completion of this assessment, a randomized, international phase III study will commence. The study's objective is to compare overall survival of children with newly-diagnosed DBSG who receive combination Antineoplastons A10 and AS2-1 plus RT versus RT alone.

Results of Operations

Three Months Ended May 31, 2012 Compared to Three Months Ended May 31, 2011

Research and development costs were approximately \$1,538,000 and \$1,435,000 for the three months ended May 31, 2012 and 2011, respectively. The increase of \$103,000 or 7% was due to increases in personnel costs of \$145,000, consulting and quality control costs of \$39,000 and other research and developments costs of \$8,000, offset by decreases in material costs of \$83,000 and facility and equipment costs of \$6,000.

General and administrative expenses were approximately \$142,000 and \$66,000 for the three months ended May 31, 2012 and 2011, respectively. The increase of \$76,000 or 115% was due to increases in legal and professional fees of \$77,000 offset by a decrease in other general and administrative expenses of \$1,000.

The Company had net losses of approximately \$1,680,000 and \$1,501,000 for the three months ended May 31, 2012 and 2011, respectively. The increase in the net loss from 2011 to 2012 is primarily due to an overall increase in research and development costs and an increase in overall general and administrative expenses of the Company as described above.

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Liquidity and Capital Resources

The Company's operations have been funded entirely by contributions from Dr. Burzynski and from funds generated from Dr. Burzynski's medical practice. Effective March 1, 1997, the Company entered into a Research Funding Agreement with Dr. Burzynski (the "Research Funding Agreement"), pursuant to which the Company agreed to undertake all scientific research in connection with the development of new or improved Antineoplastons for the treatment of cancer and Dr. Burzynski agreed to fund the Company's Antineoplaston research for that purpose. Under the Research Funding Agreement, the Company hires such personnel as is required to conduct Antineoplaston research, and Dr. Burzynski funds the Company's research expenses, including expenses to conduct the clinical trials. Dr. Burzynski also provides the Company laboratory and research space as needed to conduct the Company's research activities. The Research Funding Agreement also provides that Dr. Burzynski may fulfill his funding obligations in part by providing the Company such administrative support as is necessary for the Company to manage its business. Dr. Burzynski pays the full amount of the Company's monthly and annual budget of expenses for the operation of the Company, together with other unanticipated but necessary expenses which the Company incurs. In the event the research results in the approval of any additional patents for the treatment of cancer, Dr. Burzynski shall own all such patents, but shall license to the Company the patents based on the same terms, conditions and limitations as are in the current license between Dr. Burzynski and the Company.

The amounts which Dr. Burzynski is obligated to pay under the agreement shall be reduced dollar for dollar by the following: (1) any income which the Company receives for services provided to other companies for research and/or development of other products, less such identifiable marginal or additional expenses necessary to produce such income, or (2) the net proceeds of any stock offering or private placement which the Company receives during the term of the agreement up to a maximum of \$1,000,000 in a given Company fiscal year.

The Research Funding Agreement, as amended, contains an annual automatic renewal provision providing for an additional one-year term, unless one party notifies the other party at least thirty days prior to the expiration of the then current term of the agreement of its intention not to renew the agreement. Subject to the foregoing, the term of the Research Funding Agreement was renewed and extended until February 28, 2013. It is expected that the Research Funding Agreement will continue to renew each year prospectively unless terminated under the provisions of the agreement.

The Research Funding Agreement automatically terminates in the event that Dr. Burzynski owns less than fifty percent of the outstanding shares of the Company, or is removed as President and/or Chairman of the Board of the Company, unless Dr. Burzynski notifies the Company in writing of his intention to continue the agreement notwithstanding this automatic termination provision.

The Company estimates that it will spend approximately \$5,000,000 during the remaining three quarters of the fiscal year ending February 28, 2013. The Company estimates that ninety-five percent (95%) of this amount will be spent on research and development and the continuance of FDA-approved clinical trials. While the Company anticipates that Dr. Burzynski will continue to fund the Company's research and FDA-related costs, there is no assurance that Dr. Burzynski will be able to continue to fund the Company's operations pursuant to the Research Funding Agreement or otherwise. The Company believes Dr. Burzynski will be financially able to fund the Company's operations for at least the next year. In addition, Dr. Burzynski's medical practice has successfully funded the Company's research activities over the last 25 years and, in 1997, his medical practice was expanded to include traditional cancer treatment options such as chemotherapy, gene targeted therapy, immunotherapy and hormonal therapy in response to FDA requirements that cancer patients utilize more traditional cancer treatment options in order to be eligible to participate in the

Company's Antineoplaston clinical trials. As a result of the expansion of Dr. Burzynski's medical practice, the financial condition of the medical practice has improved Dr. Burzynski's ability to fund the Company's operations.

The Company may be required to seek additional capital through equity or debt financing or the sale of assets until the Company's operating revenues are sufficient to cover operating costs and provide positive cash flow; however, there can be no assurance that the Company will be able to raise such additional capital on acceptable terms to the Company. In addition, there can be no assurance that the Company will ever achieve positive operating cash flow.

Forward-Looking Statements

Certain matters discussed in this quarterly report, except for historical information contained herein, may constitute "forward-looking statements" that are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements provide current expectations of future events based on certain assumptions. These statements encompass information that does not directly relate to any historical or current fact and often may be identified with words such as "anticipates," "believes," "expects," "estimates," "intends," "plans," "projects" and other similar expressions. Management's expectations and assumptions regarding Company operations and other future results are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements.

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Item 4. Controls and Procedures

Within the 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's principal executive officer (who is also the Company's principal financial officer), of the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-14 under the Securities Exchange Act of 1934, as amended. Based on that evaluation, the Company's principal executive officer (who is also the Company's principal financial officer) concluded that the Company's disclosure controls and procedures are effective in timely alerting him to material information required to be included in periodic filings with the Securities and Exchange Commission. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. There were no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls over financial reporting that occurred during the fiscal quarter ended May 31, 2012 that have materially affected or are reasonably likely to materially affect our internal controls subsequent to that date.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company's activities are subject to regulation by various governmental agencies, including the FDA, which regularly monitor the Company's operations and often impose requirements on the conduct of its clinical trials and other aspects of the Company's business operations. The Company's policy is to comply with all such regulatory requirements. From time to time, the Company is also subject to potential claims by patients and other potential claimants commonly arising out of the operation of a medical practice. The Company seeks to minimize its exposure to claims of this type wherever possible.

Currently, the Company is not a party to any material pending legal proceedings. Moreover, the Company is not aware of any such legal proceedings that are contemplated by governmental authorities with respect to the Company or any of its properties.

Item 6. Exhibits

- 3.1 Certificate of Incorporation of the Company, as amended (incorporated by reference from Exhibits 3(i) – (iii) to Form 10-SB filed with the Securities and Exchange Commission on November 25, 1997 (File No. 000-23425)).
- 3.2 Amended Bylaws of the Company (incorporated by reference from Exhibit 3(iv) to Form 10-SB filed with the Securities and Exchange Commission on November 25, 1997 (File No. 000-23425)).
- 31.1 Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as amended, filed herewith.
- 31.2 Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934, as amended, filed herewith.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 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

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SIGNATURES

In accordance with the requirements of the Exchange Act, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BURZYNSKI RESEARCH INSTITUTE, INC.

By: /s/ Stanislaw R. Burzynski

Stanislaw R. Burzynski,
President and Chairman
of the Board of Directors
(Chief Executive Officer)

Date: July 16, 2012

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14 AND 15d-14
OF THE SECURITIES EXCHANGE ACT OF 1934
(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Stanislaw R. Burzynski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Burzynski Research Institute, Inc. ("BRI");
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of BRI as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for BRI and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to BRI is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designated such internal control over financial reporting, or caused such internal control over financial reporting to be designated under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of BRI' s disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly report any change in BRI' s internal control over financial reporting that occurred during BRI' s most recent fiscal quarter (BRI' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, BRI' s internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to BRI' s auditors and the audit committee of BRI' s board of directors (or persons performing the equivalent functions of an audit committee):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect BRI' s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in BRI' s internal control over financial reporting.

Date: July 16, 2012

/s/ Stanislaw R. Burzynski

Stanislaw R. Burzynski,
President and Chairman
of the Board of Directors
(Chief Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULES 13a-14 AND 15d-14
OF THE SECURITIES EXCHANGE ACT OF 1934
(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Patryk P. Goscianski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Burzynski Research Institute, Inc. ("BRI");
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of BRI as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for BRI and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to BRI is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designated such internal control over financial reporting, or caused such internal control over financial reporting to be designated under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of BRI's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
 - (d) Disclosed in this quarterly report any change in BRI's internal control over financial reporting that occurred during BRI's most recent fiscal quarter (BRI's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, BRI's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to BRI's auditors and the audit committee of BRI's board of directors (or persons performing the equivalent functions of an audit committee):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect BRI's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in BRI's internal control over financial reporting.

Date: July 16, 2012

/s/ Patryk P. Goscianski

Patryk P. Goscianski,
Secretary and Treasurer
(Principal Financial Officer)

**Certification of Chief Executive Officer Pursuant to 18 U.S.C. § 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of Burzynski Research Institute, Inc. (the "Company") on Form 10-Q for the period ended May 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Burzynski Research Institute, Inc. and will be retained by Burzynski Research Institute, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: July 16, 2012

/s/ Stanislaw R. Burzynski

Stanislaw R. Burzynski
President and Chairman
of the Board of Directors
(Chief Executive Officer)

**Certification of Principal Financial Officer Pursuant to 18 U.S.C. § 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of Burzynski Research Institute, Inc. (the "Company") on Form 10-Q for the period ended May 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Burzynski Research Institute, Inc. and will be retained by Burzynski Research Institute, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: July 16, 2012

/s/ Patryk P. Goscianski

Patryk P. Goscianski

Secretary and Treasurer

(Principal Financial Officer)

STOCK OPTIONS

**3 Months Ended
May 31, 2012**

STOCK OPTIONS STOCK OPTIONS

NOTE C. STOCK OPTIONS

At May 31, 2012, the Company had one stock-based employee compensation plan, which is described below.

On September 14, 1996, the Company granted 600,000 stock options, with an exercise price of \$0.35 per share, to an officer who is no longer with the Company. The options vested as follows:

	<u>Vesting Date</u>
400,000 options	September 14, 1996
100,000 options	June 1, 1997
100,000 options	June 1, 1998

The options are valid in perpetuity. In addition, for a period of 10 years from the grant date, they increase in the same percentage of any new shares of stock issued; however, no shares were issued during such 10-year periods from the grant dates. None of the options have been exercised as of May 31, 2012.

The Company accounts for stock-based compensation under the provisions of Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 718, "Compensation — Stock Compensation", which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and non-employee officers based on estimated fair values as of the date of grant. Compensation expense is recognized on a straight-line basis over the requisite service period.

The Company did not grant any options and no options previously granted vested in any of the periods presented in these financial statements. Thus, there was no effect on net loss and earnings per share regarding the provisions of FASB ASC 718 in any of the periods presented.

**ECONOMIC
DEPENDENCY**

**3 Months Ended
May 31, 2012**

**ECONOMIC
DEPENDENCY**

ECONOMIC DEPENDENCY NOTE B.

ECONOMIC DEPENDENCY

The Company has not generated significant revenues since its inception and has suffered losses from operations, has a working capital deficit and has an accumulated deficit. Dr. Burzynski has funded the capital and operational needs of the Company through his medical practice since inception, and has entered into various agreements to continue such funding.

The Company is economically dependent on its funding through Dr. Burzynski's medical practice. A portion of Dr. Burzynski's patients are admitted and treated as part of the clinical trial programs, which are regulated by the FDA. The FDA imposes numerous regulations and requirements regarding these patients, and the Company is subject to inspection at any time by the FDA. These regulations are complex and subject to interpretation and though it is management's intention to comply fully with all such regulations, there is the risk that the Company is not in compliance and is thus subject to sanctions imposed by the FDA.

In addition, as with any medical practice, Dr. Burzynski is subject to potential claims by patients and other potential claimants commonly arising out of the operation of a medical practice. The risks associated with Dr. Burzynski's medical practice directly affect his ability to fund the operations of the Company.

It is also the intention of the directors and management to seek additional capital through the sale of securities. The proceeds from such sales will be used to fund the Company's operating deficit until it achieves positive operating cash flow. There can be no assurance that the Company will be able to raise such additional capital.

**BALANCE SHEETS (USD
\$)**

	May 31, 2012	Feb. 29, 2012
<u>Current assets</u>		
<u>Cash and cash equivalents</u>	\$ 14,949	\$ 17,297
<u>TOTAL CURRENT ASSETS</u>	14,949	17,297
<u>Property and equipment, net of accumulated depreciation of \$19,167 and \$18,996 at May 31, 2012 and February 29, 2012, respectively</u>	3,248	3,419
<u>TOTAL ASSETS</u>	18,197	20,716
<u>Current liabilities</u>		
<u>Accounts payable</u>	55,348	12,265
<u>Accrued liabilities</u>	80,554	49,699
<u>CURRENT AND TOTAL LIABILITIES</u>	135,902	61,964
<u>Commitments and contingencies</u>		
<u>Stockholders' deficit</u>		
<u>Common stock, \$.001 par value; 200,000,000 shares authorized, 131,448,444 issued and outstanding, at May 31, 2012 and February 29, 2012, respectively</u>	131,449	131,449
<u>Additional paid-in capital</u>	103,031,946	101,428,376
<u>Retained deficit</u>	(103,281,100)	(101,601,073)
<u>TOTAL STOCKHOLDERS' DEFICIT</u>	(117,705)	(41,248)
<u>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</u>	\$ 18,197	\$ 20,716

**STATEMENTS OF CASH
FLOWS (USD \$)**

**3 Months Ended
May 31, 2012 May 31, 2011**

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss \$ (1,680,027) \$ (1,500,907)

Adjustments to reconcile net loss to net cash used in operating activities:

Depreciation 171 177
FDA clinical trial expenses paid directly by S.R. Burzynski, M.D., Ph.D. 1,467,012 1,373,855

Changes in operating assets and liabilities

Accounts payable 43,083 (12,965)
Accrued liabilities 30,855 32,000

NET CASH USED IN OPERATING ACTIVITIES (138,906) (107,840)

CASH FLOWS FROM FINANCING ACTIVITIES

Contribution of capital 136,558 106,390

NET CASH PROVIDED BY FINANCING ACTIVITIES 136,558 106,390

NET DECREASE IN CASH (2,348) (1,450)

CASH AT BEGINNING OF PERIOD 17,297 17,476

CASH AT END OF PERIOD \$ 14,949 \$ 16,026

**BASIS OF
PRESENTATION**

**3 Months Ended
May 31, 2012**

**BASIS OF
PRESENTATION**

BASIS OF PRESENTATION NOTE A. BASIS OF PRESENTATION

The financial statements of Burzynski Research Institute, Inc., a Delaware corporation (the "Company"), include expenses incurred directly by S.R. Burzynski, M.D., Ph.D. ("Dr. Burzynski") within his medical practice, related to the conduct of U.S. Food and Drug Administration ("FDA") approved clinical trials for Antineoplaston drugs used in the treatment of cancer. These expenses have been reported as research and development costs and as additional paid-in capital. Cash contributions received from Dr. Burzynski, which are used to fund general operating expenses, have also been reported as additional paid-in capital. Expenses related to Dr. Burzynski's medical practice (unrelated to the clinical trials) have not been included in these financial statements. Dr. Burzynski is the President, Chairman of the Board and owner of 80.9% of the outstanding stock of the Company, and also is the inventor and original patent holder of certain drug products known as "Antineoplastons," which he has licensed to the Company.

The Company and Dr. Burzynski have entered into various agreements which provide the Company the exclusive right in the United States, Canada and Mexico to use, manufacture, develop, sell, distribute, sublicense and otherwise exploit all the rights, titles and interest in Antineoplaston drugs used in the treatment of cancer, once an Antineoplaston drug is approved for sale by the FDA.

The Company is primarily engaged as a research and development facility for Antineoplaston drugs being tested for the use in the treatment of cancer. The Company is currently conducting clinical trials on various Antineoplastons in accordance with FDA regulations. At this time, however, none of the Antineoplaston drugs have received FDA approval; further, there can be no assurance that FDA approval will be granted.

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Certain disclosures and information normally included in financial statements have been condensed or omitted. In the opinion of management of the Company, these financial statements contain all adjustments necessary for a fair presentation of financial position as of May 31, 2012 and February 29, 2012, results of operations for the three months ended May 31, 2012 and 2011, and cash flows for the three months ended May 31, 2012 and 2011. All adjustments are of a normal recurring nature. The results of operations for interim periods are not necessarily indicative of the results to be expected for a full year. These statements should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended February 29, 2012.

BALANCE SHEETS
(Parenthetical) (USD \$)

May 31, 2012 Feb. 29, 2012

BALANCE SHEETS

<u>Property and equipment, accumulated depreciation (in dollars)</u>	\$ 19,167	\$ 18,996
<u>Common stock, par value (in dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Common stock, shares authorized</u>	200,000,000	200,000,000
<u>Common stock, shares issued</u>	131,448,444	131,448,444
<u>Common stock, shares outstanding</u>	131,448,444	131,448,444

**Document and Entity
Information**

**3 Months Ended
May 31, 2012**

Document and Entity Information

<u>Entity Registrant Name</u>	BURZYNSKI RESEARCH INSTITUTE INC
<u>Entity Central Index Key</u>	0000724445
<u>Document Type</u>	10-Q
<u>Document Period End Date</u>	May 31, 2012
<u>Amendment Flag</u>	false
<u>Current Fiscal Year End Date</u>	--02-28
<u>Entity Current Reporting Status</u>	Yes
<u>Entity Filer Category</u>	Smaller Reporting Company
<u>Entity Common Stock, Shares Outstanding</u>	131,448,444
<u>Document Fiscal Year Focus</u>	2013
<u>Document Fiscal Period Focus</u>	Q1

**STATEMENTS OF
OPERATIONS (USD \$)**

**3 Months Ended
May 31, 2012 May 31, 2011**

Operating expenses

<u>Research and development</u>	\$ 1,538,440	\$ 1,434,654
<u>General and administrative</u>	141,516	66,076
<u>Depreciation</u>	171	177
<u>Total operating expenses</u>	1,680,127	1,500,907
<u>Other income</u>	100	
<u>Net loss before provision for income tax</u>	(1,680,027)	(1,500,907)
<u>Provision for income tax</u>	0	
NET LOSS	\$ (1,680,027)	\$ (1,500,907)

Loss per share information:

<u>Basic and diluted loss per common share (in dollars per share)</u>	\$ (0.01)	\$ (0.01)
<u>Weighted average number of common shares outstanding, basic (in shares)</u>	131,448,444	131,448,444
<u>Weighted average number of common shares outstanding, diluted (in shares)</u>	131,448,444	131,448,444

SUBSEQUENT EVENTS

**3 Months Ended
May 31, 2012**

SUBSEQUENT EVENTS

SUBSEQUENT EVENTS

NOTE E. *SUBSEQUENT EVENTS*

Effective July 5, 2012, the Company entered into a Marketing and Consulting Agreement (the "Marketing Agreement") with Worldwide Medical Consultants, Inc. ("WMC") and CARIGEN, LTD ("SRB"), an entity wholly-owned and controlled by Dr. Burzynski, pursuant to which WMC will (i) provide SRB with various marketing and consulting services to assist SRB in locating and developing cancer or health related centers in certain foreign markets and (ii) make payments to the Company equal to 10% of each consulting fee received by WMC for the aforementioned services provided to SRB, net of certain expenses incurred by WMC ("WMC Payment"). In consideration of the WMC Payment, the Company agreed to grant to WMC warrants to acquire an aggregate of 2,000,000 shares of the Company's Common Stock, exercisable at \$0.10 per share with a ten year exercise period, with 1,000,000 shares vesting upon execution of the agreement and the remaining 1,000,000 shares to vest upon the first closing of a transaction by SRB as a result of the services provided by WMC under the Marketing Agreement. Through the date of this report, none of the aforementioned warrants have been exercised.

**STATEMENT OF
STOCKHOLDERS'
DEFICIT (USD \$)**

	Total	Common Stock	Additional Paid-in Capital	Retained Deficit
<u>Balance at Feb. 29, 2012</u>	\$ (41,248)	\$ 131,449	\$ 101,428,376	\$ (101,601,073)
<u>Balance (in shares) at Feb. 29, 2012</u>		131,448,444		
<u>Increase (Decrease) in Stockholders' Equity</u>				
<u>Cash contributed by S.R. Burzynski, M.D., Ph.D.</u>	136,558		136,558	
<u>FDA clinical trial expenses paid directly by S.R. Burzynski, M.D., Ph.D.</u>	1,467,012		1,467,012	
<u>Net loss</u>	(1,680,027)			(1,680,027)
<u>Balance at May. 31, 2012</u>	\$ (117,705)	\$ 131,449	\$ 103,031,946	\$ (103,281,100)
<u>Balance (in shares) at May. 31, 2012</u>		131,448,444		

INCOME TAXES

**3 Months Ended
May 31, 2012**

INCOME TAXES INCOME TAXES

NOTE D. INCOME TAXES

The Company follows the provisions of FASB ASC 740-10, "Accounting for Uncertainty in Income Taxes". The Company is not aware of any material unrecognized tax uncertainties as a result of tax positions previously taken.

The Company recognizes interest and penalties as interest expense when they are accrued or assessed.

The federal income tax returns of the Company for 2010, 2009, and 2008 are subject to examination by the IRS, generally for three years after they are filed.

The actual provision for income tax for the three months ended May 31, 2012 and 2011, respectively, differ from the amounts computed by applying the U.S. federal income tax rate of 34% to the pretax loss as a result of the following:

	<u>Three Months Ended May 31,</u>	
	<u>2012</u>	<u>2011</u>
Expected income tax benefit	\$ (571,209)	\$ (510,308)
Effect of expenses deducted directly by Dr. Burzynski	571,209	510,308
Nondeductible expenses and other adjustments	(25,982)	7,026
Change in valuation allowance	25,982	(7,026)
State tax	—	—
Income tax expense	<u>\$ —</u>	<u>\$ —</u>

At May 31, 2012, the Company had a net deferred tax asset of \$0, which includes a valuation allowance of \$182,628. The Company's ability to utilize net operating loss carryforwards and alternative minimum tax credit carryforwards will depend on its ability to generate adequate future taxable income. The Company has no historical earnings on which to base an expectation of future taxable income. Accordingly, a valuation allowance for deferred tax assets has been provided. At May 31, 2012, the Company had net operating loss carryforwards available to offset future taxable income in the amount of \$392,415, which may be carried forward and will expire if not used between 2013 and 2033 in varying amounts.