

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-QSB

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For the quarterly period ended February 28, 2006

or

Transition Report Pursuant to Section 13 or 15 (d) of  
the Securities Exchange Act of 1934

Commission file No. 0-33259

SECURITY DEVICES INTERNATIONAL INC.  
(Exact name of registrant as specified in its charter)

Delaware

Applied For

-----  
(State of incorporation) (I.R.S. Employer Identification Number)

464 Old Orchard Grove  
Toronto, Ontario  
Canada M5M 2G4

-----  
(Address of Principal Executive Office) Zip Code

(647) 388-1117

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

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the proceeding 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes  No

As of April 15, 2006, the Company had 8,214,880 issued and outstanding shares of common stock.

SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
INTERIM FINANCIAL STATEMENTS  
FEBRUARY 28, 2006  
(Amounts expressed in US Dollars)  
(Unaudited)

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Interim Balance Sheets  
As at February 28, 2006 and November 30, 2005  
(Amounts expressed in US Dollars)  
(Unaudited)

ASSETS

	February 28, 2006	November 30, 2005
	\$	\$
CURRENT ASSETS		
Cash	66,203	126
	<u>66,203</u>	<u>126</u>
	=====	=====

See condensed notes to the financial statements.

SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Interim Balance Sheets  
As at February 28, 2006 and November 30, 2005  
(Amounts expressed in US Dollars)  
(Unaudited)

LIABILITIES

February 28, 2006      November 30, 2005  
 \$                      \$

CURRENT LIABILITIES

Accounts payable and accrued liabilities	98,543	16,076
Loans from Directors/Shareholders (note 5)	12,238	8,029
	-----	-----
	110,781	24,105
	-----	-----

STOCKHOLDERS' DEFICIENCY

CAPITAL STOCK (note 4)	7,879	6,923
ADDITIONAL PAID-IN CAPITAL	252,441	157,797
DEFICIT, ACCUMULATED DURING THE DEVELOPMENT STAGE	(304,898)	(188,699)
	-----	-----
	(44,578)	(23,979)
	-----	-----
	66,203	126
	-----	-----

See condensed notes to the financial statements

SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

Interim Statement of Operations

For the three months ended February 28, 2006

(Amounts expressed in US Dollars)

(Unaudited)

For the quarter  
 Cumulative ended  
 since February 28,  
 inception 2006  
 \$                      \$

RESEARCH AND PRODUCT DEVELOPMENT COST	170,175	90,175
OTHER OPERATING EXPENSES		
General and administration	29,219	7,744
Legal and accounting	40,254	18,280
Consulting and professional	65,250	-
	-----	-----
TOTAL EXPENSES	304,898	116,199
	-----	-----
LOSS BEFORE INCOME TAXES	(304,898)	(116,199)
Income taxes	-	-
	-----	-----

NET LOSS	(304,898)	(116,199)
	-----	-----
Loss per share - basic and diluted		(0.02)
	-----	
Weighted average common shares outstanding		7,398,324
	-----	

See condensed notes to the financial statements

SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Interim Statement of Cash Flows  
For the three months ended February 28, 2006  
(Amounts expressed in US Dollars)  
(Unaudited)

	For the quarter	
	Cumulative	ended
	since	February 28,
	inception	2006
	\$	\$

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss for the period	(304,898)	(116,199)
Items not requiring an outlay of cash:		
Issue of shares for professional services	65,250	-
Increase in accounts payable and accrued liabilities	98,543	82,467
	-----	-----
NET CASH USED IN OPERATING ACTIVITIES	(141,105)	(33,732)
	-----	-----

CASH FLOWS FROM INVESTING ACTIVITIES

NET CASH USED IN INVESTING ACTIVITIES	-	-
	-----	-----

CASH FLOWS FROM FINANCING ACTIVITIES

Increase in loans from directors/ shareholders	12,238	4,209
Proceeds from issuance of common shares	195,070	95,600
	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	207,308	99,809
	-----	-----

NET INCREASE IN CASH AND CASH EQUIVALENTS FOR THE PERIOD	66,203	66,077
--	--------	--------

Cash and cash equivalents, beginning of period	-	126
	-----	-----

CASH AND CASH EQUIVALENTS, END OF PERIOD	=====	=====
	66,203	66,203

INCOME TAXES PAID	=====	-
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INTEREST PAID	=====	-
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See condensed notes to the financial statements

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SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

Interim Financial Statement of Changes in Stockholders' Deficiency For the three months ended February 28, 2006 and nine months (since inception)

Ended November 30, 2005

(Amounts expressed in US Dollars)

(Unaudited)

	Number of Common Shares	Common Shares amount	Additional Paid-in Capital	Deficit accumulated	Total
	Shares	\$	\$	\$	\$
Balance as of March 1, 2005	-	-	-	-	-
Issuance of Common shares for professional services	6,525,000	6,525	58,725	-	65,250
Issuance of common shares for cash	397,880	398	99,072	99,470	
Net loss for the period	-	-	-	(188,699)	(188,699)
Balance as of November 30, 2005	6,922,880	6,923	157,797	(188,699)	(23,979)
Issuance of common shares for cash	956,000	956	94,644	95,600	
Net loss for the quarter			(116,199)	(116,199)	
Balance as of February 28, 2006	7,878,880	7,879	252,441	(304,898)	(44,578)

See condensed notes to the financial statements

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SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

Condensed Notes to Interim Financial Statements

February 28, 2006

(Amounts expressed in US Dollars)

(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the

opinion of management, all adjustments (consisting of all recurring accruals) considered necessary for fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ended November 30, 2006. Interim financial statements should be read in conjunction with the Company's annual audited financial statements.

The financial statements include the accounts of Security Devices International Inc. (the "Company"). The Company was incorporated on March 1, 2005. The first period for financial statements of the Company commenced March 1, 2005 and ended November 30, 2005. For this interim quarter for three months ended February 28, 2006, there are hence no comparative prior quarter financial statements.

## 2. NATURE OF OPERATIONS AND GOING CONCERN

The Company was incorporated under the laws of the state of Delaware on March 1, 2005. The company plans to develop and market a wireless, non-lethal weapon for use in law enforcement, defense and personal security. The company's product in the making is similar to the widely used Stun Gun, except that it can effectively incapacitate offenders from a distance as far as 30 meters without a trail of wires leading back to the launcher.

The company has not commenced operations. It has no source for operating revenue and expects to incur significant expenses before establishing operating revenue. The Company's future success is dependent upon its ability to raise sufficient capital, not only to maintain its operating expenses, but to continue to develop and be able to profitably market its product. There is no guarantee that such capital will be available on acceptable terms, if at all.

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Condensed Notes to Interim Financial Statements  
February 28, 2006  
(Amounts expressed in US Dollars)  
(Unaudited)

## 3. RESEARCH AND PRODUCT DEVELOPMENT

Research and Product Development costs, other than capital expenditures but including acquired research and product development costs, are charged against income in the period incurred.

## 4. ISSUANCE OF COMMON SHARES

### a) Changes to Issued Share Capital

i) On December 31, 2005 the Company authorized the issuance of 486,000 common shares for cash for a total consideration of \$48,600.

ii) On January 31, 2006 the Company authorized the issuance of 470,000 common shares for cash for a total consideration of \$ 47,000.

### b) Purchase Warrants

During the current quarter no warrants were issued.

## 5. RELATED PARTY TRANSACTIONS

During the quarter ended February 28, 2006 no director was paid any compensation in cash. All out of pocket expenses of directors/promoters were expensed. The Directors made advances to the Company to meet the operating expenses. These advances of \$12,238 as on February 28, 2006 are unsecured and bear interest at 4% p.a. Further, a Company Director has charged the Company a total amount of \$750 for providing office space for the three month period.

The Company's officers and directors have agreed to serve without compensation until commercial sales begin. The Company has agreed to pay a director a royalty equal to 3.5% of the Company's sales.

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Condensed Notes to Interim Financial Statements  
February 28, 2006  
(Amounts expressed in US Dollars)  
(Unaudited)

## 6. INCOME TAXES

The Company did not record any recovery for income taxes for the quarter ended February 28, 2006 as the net loss carry forwards are fully offset by a valuation allowance.

## 7. SUBSEQUENT EVENTS

### a) Private placement offering

On March 8, 2006 the Company closed a private placement offering of its common stock. It issued 286,000 common shares for cash received at \$0.17 per share. The company also on March 8, 2006 issued 50,000 shares for services rendered as finder's fee. The net proceeds of this offering will be used primarily to meet with the legal, audit and patent costs.

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Security Devices was incorporated on March 1, 2005 and as of April 15, 2006 had not generated any revenue.

During the period from inception (March 1, 2005) through February 28, 2006 Security Devices' operations used \$(141,105) in cash. During this period, Security Devices borrowed \$12,238 from its officers and directors and raised \$195,070 from the sale of its common stock in private transactions.

In March 2006 Security Devices sold 286,000 shares of common stock in a private transaction for \$50,050 in cash and issued 50,000 shares of common stock to an unrelated third party for services rendered.

Security Devices' plan of operation during the twelve months ending February 28, 2007 is as follows:

Activity	Projected Completion Date	Estimated Cost
Completion of fully operational Long Range WERS prototype (rifle fired) for production	10/06	\$177,000
Completion of fully operational Long Range WERS prototype (shotgun fired) for production	2/07	30,000
Design production system for Long Range WERS	2/07	536,000
	-----	
		\$743,000

Security Devices plans to develop a Short Range version of the WERS after the development to the Long Range WERS has been completed. However since the development of the Long Range WERS is not complete, Security Devices does not know the time or cost involved in developing the Short Range WERS.

Security Devices anticipates that its capital requirements for the twelve months ending February 28, 2007 will be:

Research and Development	\$743,000
General and administrative expenses	70,000
Offering Expenses	30,000
	-----
Total	\$843,000

Security Devices' future plans will be dependent upon the amount of capital Security Devices is able to raise. By means of a registration statement on Form SB-2 Security Devices is offering for public sale up to 2,000,000 shares of its common stock at a price of \$0.50 per share. As of April 15, 2006 Security

Devices had not sold any of the shares which it is offering by means of the registration statement.

Security Devices will attempt to raise the capital which it requires through the private or public sale of its equity securities or borrowings from third parties. Security Devices does not have any commitments or arrangements from any person to provide Security Devices with any capital. If additional financing is not available when needed, Security Devices may continue to operate in its present mode or Security Devices may need to reduce its level of operations. If Security Devices continues to operate in its present mode, it will require approximately \$125,000 of funding during the next twelve months.

#### Controls and Procedures

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Sheldon Kales, the Company's Chief Executive and Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of a date prior to the filing date of this report, and in his opinion the Company's disclosure controls and procedures are effective to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to him by others within those entities, particularly during the period in which this report is being prepared, so as to allow timely decisions regarding required disclosure. There have been no changes in the Company's internal controls or in other factors that could significantly affect

the Company's internal controls. As a result, no corrective actions with regard to significant deficiencies or material weakness in the Company's internal controls were required.

## PART II

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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During the three months ended February 28, 2006 the Company:

1. Sold 1,212,000 shares of its common stock to a group of foreign investors for \$140,400 in cash.
2. Issued 50,000 shares of its common stock to an unrelated third party for services rendered, and
3. Sold 30,000 shares of its common stock to one U.S. investor for \$5,250 in cash.

These shares referred to in 1 and 2 above were all issued to non-U.S. persons who reside outside of the United States. The negotiations and agreements relating to the issuance of these shares were made by the Company's officers (who were non-U.S. persons) from Canada or Israel. The shares are restricted from resale in the public markets for a period of one year from the date of their issuance. As of the date of this report there was no market for the Company's securities in the United States and none of the securities have been transferred since their issuance. The Company relied upon the exemption provided by Rule 901 of the Securities and Exchange Commission with respect to the sale of these shares.

The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 with respect to the sale of the shares referred to in 3 above.

### 6. EXHIBITS

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The following exhibits are filed with this report:

Number	Description
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31	Rule 13a-14(a)/15d-14(a) certifications
32	Section 1350 certifications

The Company did not file any reports on Form 8-K during the three months ended February 28, 2006.

## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized on April 19, 2006.

SECURITY DEVICES INTERNATIONAL INC.

By /s/ Sheldon Kales

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Sheldon Kales, President and Principal  
Accounting Officer

EXHIBIT 31

CERTIFICATIONS

I, Sheldon Kales, the President and Chief Executive Officer of Security Devices International Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Security Devices International Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant 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 the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our 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 the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - 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 the registrant'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 significant role in the registrant's internal control over financial reporting.

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Sheldon Kales  
President and Chief Executive Officer

## CERTIFICATIONS

I, Sheldon Kales, the Principal Financial Officer of Security Devices International Inc., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Security Devices International Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant 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 the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our 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 the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - 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 the registrant'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 significant role in the registrant's internal control over financial reporting.

April 19, 2006

/s/ Sheldon Kales  
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Sheldon Kales,  
Principal Financial Officer

EXHIBIT 32

In connection with the Quarterly Report of Security Devices International Inc. (the "Company") on Form 10-QSB for the period ending February 28, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Sheldon Kales, the President and Principal Financial Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (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 the Company.

April 19, 2006

By: /s/ Sheldon Kales

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Sheldon Kales, President and Principal  
Financial Officer