

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 May 31, 2008

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)

2171 Avenue Rd.  
Suite 103  
Toronto, Ontario  
Canada M5M 4B4

-----  
(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 June 30, 2008, the Company had 14,330,050 issued and outstanding shares of common stock.

SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
INTERIM FINANCIAL STATEMENTS  
MAY 31, 2008  
(Amounts expressed in US Dollars)  
(Unaudited)

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Interim Balance Sheets  
As at May 31, 2008 and November 30, 2007  
(Amounts expressed in US Dollars)  
(Unaudited - Prepared by Management)

	May 31, 2008	November 30, 2007
	-----	-----
	(unaudited)	(audited)
ASSETS		
CURRENT		
Cash and cash equivalents	\$ 3,870,852	\$ 5,293,176
Prepaid expenses and other	29,836	36,788
	-----	-----
Total Current Assets	3,900,688	5,329,964
Plant and Equipment, net (Note 4)	22,810	23,960
	-----	-----
TOTAL ASSETS	\$ 3,923,498	\$ 5,353,924
	-----	-----
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 287,865	\$ 174,842
	-----	-----
Total Current Liabilities	\$ 287,865	\$ 174,842
	-----	-----
Related Party Transactions (note 7)		
Commitments (note 8)		
STOCKHOLDERS' EQUITY		
Capital Stock (Note 5)	14,330	14,330
Additional Paid-In Capital	13,073,243	11,842,187
Deficit Accumulated During the Development Stage	(9,451,940)	(6,677,435)
	-----	-----
Total Stockholders' Equity	3,635,633	5,179,082
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 3,923,498	\$ 5,353,924
	=====	=====

The accompanying condensed notes are an integral part of these unaudited interim financial statements.

## SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

## Statements of Operations

For the Six Months and Three Months Ended May 31, 2008 and May 31, 2007 and the  
Period from inception (March 1, 2005) to May 31, 2008

(Amounts expressed in US Dollars)

(Unaudited- Prepared by Management)

&lt;TABLE&gt;

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	<C>	<C>	<C>	<C>	<C>
	For the	For the	For the	For the	For the
	six months	six months	three months	three months	three months
	ended	ended	ended	ended	ended
	Since	May 31,	May 31,	May 31,	May 31,
	inception	2008	2007	2008	2007
	\$	\$	\$	\$	

## OPERATING EXPENSES:

## Research and Product

Development Cost 3,173,569 1,291,074 632,577 729,065 321,991

Amortization 6,540 3,943 759 2,006 629

## General and administration

(note 6) 6,505,163 1,521,690 1,297,944 1,073,503 1,011,401

TOTAL OPERATING EXPENSES	9,685,272	2,816,707	1,931,280	1,804,574	1,334,021
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LOSS FROM OPERATIONS	(9,685,272)	(2,816,707)	(1,931,280)	(1,804,574)	(1,334,021)
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Other Income-Interest	233,332	42,202	62,666	13,986	41,644
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LOSS BEFORE INCOME TAXES	(9,451,940)	(2,774,505)	(1,868,614)	(1,790,588)	(1,292,377)
--------------------------	-------------	-------------	-------------	-------------	-------------

Income taxes	-	-	-	-	-
--------------	---	---	---	---	---

NET LOSS	(9,451,940)	(2,774,505)	(1,868,614)	(1,790,588)	(1,292,377)
----------	-------------	-------------	-------------	-------------	-------------

Loss per share - basic  
and diluted

(0.19)	(0.14)	(0.13)	(0.10)
--------	--------	--------	--------

Weighted average common

shares outstanding 14,330,050 13,297,757 14,330,050 13,182,555

&lt;/TABLE&gt;

The accompanying condensed notes are an integral part of these unaudited interim  
financial statements.

## SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

## Interim Statement of Cash Flows

For the Six Months Ended May 31, 2008 and May 31, 2007 and the  
Period from inception (March 1, 2005) to May 31, 2008

(Amounts expressed in US Dollars)  
(Unaudited - Prepared by Management)

	For the six months ended	For the six months ended	May 31, 2008	May 31, 2007
	Cumulative since inception \$		\$	\$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net loss for the period	(9,451,940)	(2,774,505)	(1,868,614)	
Items not requiring an outlay of cash:				
Issue of shares for professional services	154,000	-	80,000	
Stock based compensation	4,727,429	1,231,056	905,284	
Compensation expense for warrants issued	357,094	-	-	
Loss on cancellation of stock	34,400	-	34,400	
Amortization	6,540	3,943	759	
Changes in non-cash working capital:				
Accounts payable and accrued liabilities	287,865	113,023	52,638	
Prepaid expenses and other	(29,836)	6,952	(118,173)	
	-----	-----	-----	
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(3,914,448)</b>	<b>(1,419,531)</b>	<b>(913,706)</b>	
	-----	-----	-----	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Acquisition of Plant and Equipment	(29,350)	(2,793)	(8,379)	
	-----	-----	-----	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(29,350)</b>	<b>(2,793)</b>	<b>(8,379)</b>	
	-----	-----	-----	
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Loans/(Repayments) from directors/shareholders	-	-	(2,592)	
Net Proceeds from issuance of common shares	7,769,650	-	5,779,045	
Cancellation of common stock	(50,000)	-	(50,000)	
Exercise of stock options	95,000	-	-	
	-----	-----	-----	
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>7,814,650</b>	<b>-</b>	<b>5,726,453</b>	
	-----	-----	-----	
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS FOR THE PERIOD</b>	<b>3,870,852</b>	<b>(1,422,324)</b>	<b>4,804,368</b>	
Cash and cash equivalents, beginning of period	-	5,293,176	1,463,833	
	-----	-----	-----	
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>3,870,852</b>	<b>3,870,852</b>	<b>6,268,201</b>	
	=====	=====	=====	
<b>INCOME TAXES PAID</b>	<b>-</b>	<b>-</b>	<b>-</b>	
	=====	=====	=====	
<b>INTEREST PAID</b>	<b>-</b>	<b>-</b>	<b>-</b>	
	=====	=====	=====	

The accompanying condensed notes are an integral part of these unaudited interim financial statements

(Unaudited-Prepared by Management)

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	Number of Common Shares	Common Shares amount	Additional Paid-in Capital	Deficit accumulated	Total
		\$	\$	\$	\$
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
Issuance of common shares for cash	286,000	286	49,764	-	50,050
Issuance of common shares to consultant for services	50,000	50	8,700	-	8,750
Issuance of common shares for cash	2,000,000	2,000	398,000	-	400,000
Exercise of stock options	950,000	950	94,050	-	95,000
Issuance of common shares for cash (net of agent commission)	200,000	200	179,785	-	179,985
Stock subscriptions received			1,165,500	-	1,165,500
Stock based compensation	-	-	1,049,940	-	1,049,940
Net loss for the year	-	-	-	(1,660,799)	(1,660,799)
-----					
Balance as of November 30, 2006	11,364,880	11,365	3,198,180	(1,849,498)	1,360,047
Issuance of common shares for stock subscriptions received in prior year	1,165,500	1,165	(1,165)	-	-
Issuance of common shares for cash	1,170,670	1,171	1,169,499	-	1,170,670
Issuance of common shares for cash and services	50,000	50	154,950	-	155,000
Issuance of common shares for cash (net of expenses)	2,139,000	2,139	4,531,236	-	4,533,375
Cancellation of stock	(1,560,000)	(1,560)	(14,040)	-	(15,600)
Stock based compensation			2,446,433	-	2,446,433
Issue of warrants			357,094	-	357,094
Net loss for the year ended November 30, 2007	-	-	-	(4,827,937)	(4,827,937)
-----					
Balance as of November 30, 2007	14,330,050	14,330	11,842,187	(6,677,435)	5,179,082
Stock based compensation	-	-	1,231,056	-	1,231,056
Net loss for the period	-	-	-	(2,774,505)	(2,774,505)
-----					
Balance as of May 31, 2008	14,330,050	14,330	13,073,243	(9,451,940)	3,635,633

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The accompanying notes are an integral part of these unaudited financial statements.

May 31, 2008  
(Amounts expressed in US Dollars)  
(Unaudited-Prepared by Management)

## 1. BASIS OF PRESENTATION

The accompanying unaudited interim 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, 2008. Interim financial statements should be read in conjunction with the company's annual audited financial statements for the year ended November 30, 2007.

The Company was incorporated under the laws of the state of Delaware on March 1, 2005. The interim financial statements include the accounts of Security Devices International Inc. (the "Company").

## 2. NATURE OF OPERATIONS

The Company is currently in the advanced stages of developing LEKTROX, a unique line of wireless electric ammunition for use in military, homeland security, law enforcement, and professional and home security scenarios. LEKTROX has been specially designed for use with standards issue riot guns, M203 grenade launchers and regular 12-gauge shotguns. This will allow military, law enforcement agencies etc. to quickly deploy LEKTROX without the need for lengthy, complex training methods or significant functional adjustments to vehicles or personal equipment. Simplicity of use is also a key benefit for the home security market where most users have little or no specialized training. LEKTROX is a 3rd generation electric solution. First generation solutions were electric batons and hand-held stun guns which had a range of arm's length. 2nd generations were the wired electric charge solutions. 3rd generations are the wireless electric bullets. Currently, there is still no 3rd generation wireless electric bullet on the market.

The Company is in the development stage and has not yet realized revenues from its planned operations. The Company has incurred a loss of \$2,774,505 during the six month period ended May 31, 2008. At May 31, 2008, the Company had an accumulated deficit during the development stage of \$9,451,940 which includes a non-cash stock based compensation expense of \$4,727,429 and non-cash compensation expense on issue of warrants for \$357,094. The Company has funded operations through the issuance of capital stock. During the year ended November 30, 2007 the Company raised \$5,779,045 (net of expenses of \$279,375) through issue of common stock.

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Condensed Notes to Interim Financial Statements  
May 31, 2008  
(Amounts expressed in US Dollars)  
(Unaudited-Prepared by Management)

## 2. NATURE OF OPERATIONS (cont'd)

The company has a working capital of \$3,612,823 and stockholders' equity of \$3,635,633 as at May 31, 2008. Management's plan is to continue raising additional funds through future equity or debt financing until it achieves profitable operations.

## 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. PLANT AND EQUIPMENT, NET

Plant and equipment are recorded at cost less accumulated depreciation. Depreciation is provided commencing in the month following acquisition using the following annual rate and method:

Computer equipment      30% declining balance method

Furniture and Fixtures    30% declining balance method

	May 31, 2008		Nov 30, 2007	
	Accumulated		Accumulated	
	Cost	Amortization	Cost	Amortization
Computer equipment	\$ 21,180	\$ 5,315	\$ 18,387	\$ 2,597
Furniture and fixtures	8,170	1,225	8,170	-
	-----	-----	-----	-----
	29,350	6,540	26,557	2,597
	-----	-----	-----	-----
Net carrying amount	\$ 22,810		\$ 23,960	
	-----	-----		

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#### SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

Condensed Notes to Interim Financial Statements

May 31, 2008

(Amounts expressed in US Dollars)

(Unaudited-Prepared by Management)

#### 5. ISSUANCE OF CAPITAL STOCK

Year ended November 30, 2007

On December 12, 2006 the Company completed the sale of 2,536,170 shares of its common stock to a group of private investors. The shares were sold in the private offering at a price of \$1.00 per share and are restricted securities as that term is defined in Rule 144 of the Securities and Exchange Commission.

The Company had already issued 200,000 common shares on November 29, 2006 and it issued the balance 2,336,170 shares on December 12, 2006.

The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 for the sale of these shares.

On March 12, 2007, the Company authorized the issuance of 50,000 common shares at \$1.50 per share for a total cash consideration of \$75,000 to a consultant who rendered investor relation services to the Company during the quarter ended May 31, 2007.

The market price of the total stock on the date of issuance was \$155,000. The difference of \$80,000 between the market price of the total stock (\$155,000) and the issued price (\$75,000) represents the estimated fair value of the consultant's services. The par value of the shares in the amount of \$50 was credited to share capital and the balance of \$154,950 credited to additional paid-in capital and shown as issuance of common shares for cash and services in the statement of changes in stockholder's equity.

The Company had entered into an amended agreement in February 2007, with a director regarding development of its "Electrical Shocker" ("ES") technology. Pursuant to the original agreement executed in November 2006, the director was paid a total of \$38,000 which included \$22,000 during the last quarter of 2006 and an additional \$16,000 in January

2007. The Company has expensed this payment of \$22,000 as Research and Product Development during 2006 and also expensed the balance \$16,000 to Research and Product Development in the first quarter of 2007. In addition, the director was paid \$62,000 in February, 2007 upon signing the amended agreement. The Company expensed this payment of \$62,000 to Research and Product Development in the first quarter of 2007. The director in return had released the Company from a prior obligation to pay royalty from the sale of any product developed using this technology. In the absence of acceptance of the ES technology by the Company, the Company cancelled 1,560,000 shares and the director was paid \$50,000 on March 12, 2007 in accordance with the amended agreement. The Company accounted for this transaction under the constructive retirement method in the second quarter of 2007. The cancelled shares reverted to authorized but unissued status.

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Condensed Notes to Interim Financial Statements  
May 31, 2008  
(Amounts expressed in US Dollars)  
(Unaudited-Prepared by Management)

#### 5. ISSUANCE OF CAPITAL STOCK (Cont'd)

The stock and additional paid-in-capital amounts were reduced with a total of \$15,600 and the Company recognized a loss of \$34,400, being the excess of purchase cost over the original issuance.

On April 25, 2007 the Company sold 1,998,500 shares of its common stock to a group of private investors. As part of this same financing the Company sold an additional 140,500 shares to private investors on May 4, 2007. The shares were sold at a price of \$2.25 per share and are restricted securities as that term is defined in Rule 144 of the Securities and Exchange Commission. In connection with the sale of these 2,139,000 shares, the Company paid a commission of \$240,638 to the sales agent for the offering and incurred legal and other expenditure of \$38,737.

The sales agent also received 106,950 warrants which allow them to purchase 106,950 shares of the Company's Common stock at a price of \$2.81 per share. The warrants expire in 2009.

The Company agreed to file a registration statement with the Securities and Exchange Commission registering the resale of the shares sold to the investors, as well as the shares issuable upon the exercise of the warrants issued to the sales agent. The registration statement was declared effective on September 20, 2007.

The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 for the sale of these securities.

Six months ended May 31, 2008  
-----

The Company did not raise any capital during the six month period ended May 31, 2008.

#### 6. STOCK BASED COMPENSATION

Per SEC Staff Accounting Bulletin 107, Topic 14.F, "Classification of Compensation Expense Associated with Share-Based Payment Arrangements" stock based compensation expense is being presented in the same lines as cash compensation paid and accordingly expensed to general and administration expense.

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6. STOCK BASED COMPENSATION (Cont'd)

The Company has amended its Non-Qualified Stock Option Plan to increase the number of Common Shares available under this plan to 5,000,000 and filed an S-8 registration statement subsequent to the quarter on June 24, 2008.

Effective January 24, 2008 the board of directors granted the following options under its Non-Qualified Stock Option Plan:

1. Options to one director to acquire 108,000 common shares. The exercise price was set at \$0.10 per share.
2. Options to one director to acquire 117,000 common shares. The exercise price was set at \$0.10 per share.

All of the above options vest immediately and have an expiry date of January 24, 2013. Stock based compensation cost of \$324,891 has been expensed to general and administration expense.

Effective April 11, 2008 the board of directors granted the following options under its Non-Qualified Stock Option Plan:

1. Options to two consultants to each acquire 300,000 common shares for a total of 600,000 common shares. The exercise price was set at \$1.50 per share.
2. Options to one consultant to acquire 150,000 common shares. The exercise price was set at \$1.50 per share

All of the above options vest immediately and have an expiry date of April 11, 2013. Stock based compensation cost of \$170,013 has been expensed to general and administration expense.

Effective May 21, 2008, the board of directors granted options to an Investor Relation consultant to acquire 50,000 common shares at an exercise price of \$2.25 per share. These options vested immediately and have an expiry of May 21, 2010. Stock based compensation cost of \$56,098 has been expensed to general and administration expense.

The fair value of each grant was estimated at the grant date using the Black-Scholes option-pricing model. The Black-Scholes option pricing model requires the use of certain assumptions, including expected terms, expected volatility, expected dividends and risk-free interest rate to calculate the fair value of stock-based payment awards.

6. STOCK BASED COMPENSATION (Cont'd)

The estimated volatility was determined by comparing the volatility of similar Companies within the industry sector. The expected term calculation is based upon the expected term the option is to be held, which is the full term of the option. The risk-free interest rate is based upon the U.S. Treasury yield in effect at the time of grant for an instrument with a maturity that is commensurate with the expected term of the stock options. The dividend yield of zero is based on the fact that we have never paid cash dividends on our common stock and we have

no present intention to pay cash dividends. The expected forfeiture rate of 0% is based on immediate vesting of options.

Date of grant	January 24, 2008	April 11, 2008	May 21, 2008	Total
Risk free rate	5%	5%	5%	
Volatility factor	101.27%	97.80%	100.15%	
Expected dividends	0%	0%	0%	
Forfeiture rate	0%	0%	0%	
Expected life	5 years	5 years	2 years	
Exercise price	\$ 0.10	\$ 1.50	\$ 2.25	
Total number of options granted	225,000	750,000	50,000	1,025,000
Grant date fair value of options	\$ 1.44	\$ 1.13	\$ 1.12	
Market price of Company's common stock on date of grant	\$ 1.50	\$ 1.50	\$ 2.12	
Stock-based compensation cost expensed during the six month period ended May 31, 2008	\$324,891	\$850,067	\$56,098	\$1,231,056
Unexpended Stock-based compensation cost deferred over the vesting period	\$ nil	\$ nil	\$ nil	\$ nil

As of May 31, 2008 there was \$Nil of unrecognized expense related to non-vested stock-based compensation arrangements granted.

SECURITY DEVICES INTERNATIONAL, INC.  
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Condensed Notes to Interim Financial Statements  
May 31, 2008  
(Amounts expressed in US Dollars)  
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## 7. RELATED PARTY TRANSACTIONS

- A Company Director has charged the Company a total amount of \$3,000 for providing office space during the six month period ended May 31, 2008.
- The following transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the six month period ended May 31, 2008, no director was paid any compensation in cash. All out of pocket expenses of directors were expensed. The Directors were compensated for their services by issue of Stock Options (Refer to note 6).

Effective January 24, 2008 the board of directors granted the following options under its Non-Qualified Stock Option Plan:

- Options to one director to acquire 108,000 common shares. The exercise price was set at \$0.10 per share.
- Options to one director to acquire 117,000 common shares. The exercise price was set at \$0.10 per share.

All of the above options vest immediately and have an expiry date of January 24, 2013. Stock based compensation cost of \$324,891 has been expensed to general and administration expense.

## 8. COMMITMENTS

Effective October 25, 2007 the Company entered into a contract with a consultant for a period of one year which can be terminated by 30 days

written notice to either party. The consultant is to provide investor relation services. The company granted 150,000 options to purchase restricted common shares, exercisable at a price of \$1.20 per share and expires on January 31, 2010. These options vested immediately and the Company expensed \$104,874 to general and administration during the year ended November 30, 2007. The contract with the consultant was subsequently amended on April 10, 2008 whereby these options were reduced to 120,000 options exercisable at \$1.20 per share and expire January 31, 2010 and the contract expiry date was amended to expire June 30, 2008. The company and the consultant agreed that no further options would be issued by the company.

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SECURITY DEVICES INTERNATIONAL, INC.  
(A Development Stage Enterprise)  
Condensed Notes to Interim Financial Statements  
May 31, 2008  
(Amounts expressed in US Dollars)  
(Unaudited-Prepared by Management)

#### 8. COMMITMENTS (Cont'd)

Effective April 14, 2008 the Company entered into a contract with a consultant for a period of six months which can be terminated by 30 days written notice to either party. The consultant is to provide investor relation services. The company will pay the consultant \$2,000 per month. The company will also grant 100,000 options to purchase common shares, exercisable at a price of \$1.41 per share and expire April 14, 2009 only after the company agrees that the consultant has satisfied all duties. Effective June 19, 2008 the company advised the consultant that the contract was terminated due to non performance.

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#### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATIONS

Securities Devices International, Inc. was incorporated on March 1, 2005 and as of May 31, 2008 has not yet generated any revenue. SDI is a defense technology company which is developing LEKTROX, a unique line of wireless electric ammunition for use in military, homeland security, law enforcement, and professional and home security situations.

During the six months ended May 31, 2007 substantial all of SDI's cash expenses were related to the development of its LEKTROX technology.

During the six months ended May 31, 2008:

- o general and administrative expenses increased primarily due to increased activity as well as the result of expenses (which did not require the use of cash) associated with the issuance of options and warrants.
- o more capital was available to SDI and as a result SDI was able to spend more on research and product development;

During the period from inception (March 1, 2005) through May 31, 2008 SDI's operations used (\$3,914,448) in cash. During this period SDI:

- o purchased \$29,350 of equipment,
- o raised \$7,769,650 from the sale of shares of its common stock,
- o raised \$95,000 from three of its officers and directors upon the exercise of options to purchase 950,000 shares of common stock.

SDI did not have any material future contractual obligations or off balance sheet arrangements as of May 31, 2008.

SDI's plan of operation during the twelve-month-period ending May 31, 2009 is as follows:

Activity -----	Projected Completion Date -----
Completion of fully operational Long Range LEKTROX prototype (37-38MM) up to production file:	3rd quarter 2008
Completion of fully operational Long Range LEKTROX prototype (40MM) up to production file:	3rd quarter 2008
Completion of mechanical aspects of Long Range LEKTROX prototype (12 GUAGE)	2009

Completion of tooling and moulds for 37-38MM and 40MM LEKTROX 3rd quarter 2008

SDI anticipates that its capital requirements for the twelve-month period ending May 31, 2009 will be:

Research and Development	\$ 2,100,000
General and administrative expenses	250,000

Total \$ 2,350,000

SDI does not anticipate that it will need to hire any employees prior to September 30, 2008. SDI does not expect that it will need to raise additional capital during the twelve months ending May 31, 2009. SDI believes that its cash on hand will satisfy its working capital needs until sale of its products have commenced.

SDI does not have any commitments or arrangements from any persons to provide SDI with any additional capital it may need.

#### Controls and Procedures -----

Sheldon Kales, the Company's Chief Executive Officer and Rakesh Malhotra, the Company's Principal Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report; and in their opinion the Company's disclosure controls and procedures are effective to ensure that material information relating to the Company is made known to them 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 over financial reporting that occurred during the quarter ended May 31, 2008 that have affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. 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 6. EXHIBITS -----

The following exhibits are filed with this report:

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

#### SIGNATURES

Pursuant to the requirements of Section 12 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.

SECURITY DEVICES INTERNATIONAL INC.

July 14, 2008

By /s/ Sheldon Kales  
-----  
Sheldon Kales, President

July 14, 2008

By /s/ Rakesh Malhotra  
-----  
Rakesh Malhotra, Principal Accounting  
and Financial Officer

CERTIFICATIONS

I, Sheldon Kales, 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.

July 14, 2008

/s/ Sheldon Kales

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Sheldon Kales,  
President and Principal Executive

CERTIFICATIONS

I, Rakesh Malhotra, 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.

July 14, 2008

/s/ Rakesh Malhotra

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Rakesh Malhotra, 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 May 31, 2008 as filed with the Securities and Exchange Commission (the "Report"), Sheldon Kales, the Principal Executive Officer of the Company, and Rakesh Malhotra, the Principal Financial Officer of the Company, certify 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 their 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.

July 14, 2008

By: /s/ Sheldon Kales

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Sheldon Kales, Principal Executive Officer

July 14, 2008

By /s/ Rakesh Malhotra

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Rakesh Malhotra, Principal Financial Officer