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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

DISCOVERY LABORATORIES, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

254668106

(Cusip Number)

November 3, 2004

(Date of Event Which Requires Filing of this Statement)

Gerald F. Roach, Esq.
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2500 Wachovia Capitol Center
150 Fayetteville Street Mall
Raleigh, North Carolina 27601
(919) 821-1220

(Name, Address and Telephone Number
of Person Authorized to Receive Notices and Communications)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

(Continued on following page(s))

1. Name of Reporting Person: Quintiles Transnational Corp.
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
North Carolina

5. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power:
2,461,353(1)

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
2,461,353(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,461,353(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented by Amount in Row (9):
5.14%(2)

12. Type of Reporting Person:
CO

¹ Includes 1,567,741 shares of common stock (the "Common Stock") of the Issuer beneficially owned by QFinance, Inc. ("QFinance") and warrants beneficially owned by QFinance that are exercisable for 893,612 shares of Common Stock (the "Warrant Shares"). Therefore, the total shares of Common Stock of the Issuer beneficially owned by QFinance is 2,461,353.

² Calculated based on 47,029,529 shares of outstanding Common Stock of the Issuer on November 5, 2004, as reported in the Issuer's Form 10-Q for the period ended September 30, 2004 and filed with the Securities and Exchange Commission on November 9, 2004.

1. Name of Reporting Person: QFinance, Inc. I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

5. Sole Voting Power:
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power:
2,461,353

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
2,461,353

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,461,353

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented by Amount in Row (9):
5.14%(3)

12. Type of Reporting Person:
CO

³ Calculated based on 47,029,529 shares of outstanding Common Stock of the Issuer on November 5, 2004, as reported in the Issuer's Form 10-Q for the period ended September 30, 2004 and filed with the Securities and Exchange Commission on November 9, 2004.

Item 1**(a) Name of Issuer**

Discovery Laboratories, Inc. (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

350 South Main Street, Suite 307
Doylestown, PA 18901

Item 2**(a) Name of Person Filing**

This statement is filed jointly pursuant to rule 13d-1(k)(1) on behalf of Quintiles Transnational Corp. ("Quintiles") and QFinance, Inc. ("QFinance"), a wholly-owned subsidiary of Quintiles.

(b) Address of Principal Business Office or, if none, Residence

Quintiles' principal business office is at 4709 Creekstone Drive, Suite 200, Durham, North Carolina 27703. QFinance's principal business office address is c/o Quintiles Transnational Corp., 4709 Creekstone Drive, Suite 200, Durham, North Carolina 27703.

(c) Citizenship

Quintiles is a North Carolina corporation. QFinance is a Delaware corporation.

(d) Title of Class of Securities

Common stock, par value \$0.001 per share ("Common Stock").

(e) CUSIP Number

254668106

Item 3

Not Applicable

Item 4 Ownership

(a) Amount Beneficially Owned: Includes 1,567,741 shares of Common Stock of the Issuer beneficially owned by QFinance and warrants beneficially owned by QFinance that are exercisable for 893,612 shares of Common Stock. Therefore, the total shares of Common Stock of the Issuer beneficially owned by each of Quintiles and QFinance is 2,461,353.

(b) Percent of Class:

For each of Quintiles and QFinance, such 2,461,353 shares are 5.14% of the Issuer's Common Stock based on the 47,029,529 shares reported as outstanding as of November 5, 2004, as reported in the Issuer's Form 10-Q for the period ended September 30, 2004 and filed with the Securities and Exchange Commission on November 9, 2004.

(c) Number of Shares as to which such Person has:

Quintiles:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,461,353
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 2,461,353

QFinance:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 2,461,353
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 2,461,353

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8 Identification and Classification of Members of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 12, 2004

QUINTILES TRANSNATIONAL CORP.

By: /s/ John S. Russell

Name: John S. Russell

Title: Executive Vice President & General Counsel
Chief Administrative Officer

QFINANCE, INC.

By: /s/ John S. Russell

Name: John S. Russell

Title: President

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 99.01 | Joint Filing Agreement between Quintiles Transnational Corp. and QFinance, Inc. |

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees and consents that the Schedule 13G filed herewith (the "Schedule 13G") by Quintiles Transnational Corp. ("Quintiles") is filed on behalf of each of them pursuant to the authorization of the undersigned to make such filing and that such Schedule 13G is filed jointly on behalf of each of them, pursuant to Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, including Rule 13d-1(k)(1). Each of the undersigned hereby agrees that such Schedule 13G is, and any further amendments to the Schedule 13G will be, filed on behalf of each of the undersigned. Each of the persons is not responsible for the completeness or accuracy of the information concerning the other persons making this filing unless such person knows or has reason to believe that such information is inaccurate. This agreement may be signed in counterparts. This agreement is effective as of November 12, 2004.

QUINTILES TRANSNATIONAL CORP.

By: /s/ John S. Russell
Name: John S. Russell
Title: Executive Vice President & General Counsel
Chief Administrative Officer

QFINANCE, INC.

By: /s/ John S. Russell
Name: John S. Russell
Title: President