

NANO VIRICIDES, INC.  
Form 10-K/A  
September 30, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C . 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JUNE 30, 2014

**NANO VIRICIDES, INC.**

(Name of Business Issuer in Its Charter)

NEVADA 76-0674577  
(State or other jurisdiction of  
incorporation or organization) (I.R.S. Employer Identification No.)

135 WOOD STREET, SUITE 205,  
WEST HAVEN, CONNECTICUT 06516

(Address of principal executive offices)

203-937-6137

(Issuer's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, PAR VALUE \$.001 PER SHARE NYSE MKT  
(Title of Class) (Name of exchange on which registered)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. "

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 definitions of "large accelerated filer", "accelerated filer", or "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer                      Accelerated filer                      "  
Non-accelerated filer                      x    Smaller reporting Company                      "

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

Yes " No x

As of September 29, 2014, there were 56,450,600 shares of common stock of the Registrant issued and outstanding.

The aggregate market value of the voting stock held on December 31, 2013 by non-affiliates of the registrant was approximately \$201,817,163 based on the closing price of \$4.95 per share, post-split, as reported on the NYSE MKT on December 31, 2013, the last business day of the registrant's most recently completed fiscal second quarter (calculated by excluding all shares held by executive officers, directors and holders known to the registrant of five percent or more of the voting power of the registrant's common stock, without conceding that such persons are "affiliates" of the registrant for purposes of the federal securities laws).

**Explanatory Note:** The sole purpose of this Amendment to NanoViricides, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Securities and Exchange Commission on September 29, 2014 (the "Form 10-K"), is to provide the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language) and to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL. No other changes have been made to the Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not

subject to liability under those sections.

**ITEM 6. EXHIBITS.**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended. *
31.2	Certification of Interim Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended.*
32.1	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of

the  
Sarbanes-Oxley  
Act of 2002.\*

32.2 Certification of  
Interim Chief  
Financial  
Officer required  
by Rule  
13a-14(b) or  
Rule 15d-14(b)  
under the  
Securities  
Exchange Act of  
1934, as  
amended, and  
18 U.S.C.  
Section 1350, as  
Adopted  
Pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002.\*

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\*\*

\* These exhibits were previously included or incorporated by reference in NanoViricides, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Securities and Exchange Commission on September 29, 2014.

\*\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Date: September 30, 2014 */s/ Eugene Seymour, MD*  
Name: Eugene Seymour, MD  
Title: Chief Executive Officer and Director

*/s/ Meeta Vyas*  
Name: Meeta Vyas  
Title: Interim Chief Financial Officer  
(Principal Accounting Officer)



**EXHIBIT INDEX**

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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\*\*

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\*\* Filed herewith.