

NANOVIRICIDES, INC.  
Form 10-Q/A  
June 14, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No.2)**

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

**For the quarterly period ended September 30, 2011**

*Commission File Number: 333-148471*

**NANOVIRICIDES, INC.**

*(Exact name of Company as specified in its charter)*

NEVADA  
(State or other jurisdiction)  
of incorporation or organization)

76-0674577  
(IRS Employer Identification No.)

**135 Wood Street, Suite 205**

**West Haven, Connecticut 06516**

(Address of principal executive offices and zip code)

**(203) 937-6137**

(Company's telephone number, including area code)

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes S No ``

Indicate by check mark whether the Company 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 Company was required to submit and post such files). Yes No ``

Indicate by check mark whether the Company is a larger accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer `` Accelerated filer ``  
Smaller reporting  
Non-accelerated filer x ``  
company

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

Yes  No

The number of shares outstanding of the Company's Common Stock as of November 14, 2011 was: 146,937,064.

***Explanatory Note:*** This Amendment No. 2 on Form 10-Q/A amends our Quarterly Report on Form 10-Q for the quarter year ended September 30, 2011, which was originally filed with the SEC on November 14, 2011 and subsequently amended on December 12, 2011. The sole purpose of this Amendment No. 2 on Form 10-Q/A is to address certain comments received by the Securities and Exchange Commission regarding our disclosures in Item 4. Controls and Procedures.

#### ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, as amended, our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) were not effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2011. To evaluate the effectiveness of our internal control over financial reporting, management used the criteria described in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO Framework”). Based on its evaluation under the *Internal Control - Evaluation Framework*, due to the material weakness described above, management concluded that our internal control over financial reporting was not effective as of March 31, 2012. A material weakness is a control deficiency, or combination of control deficiencies, such that there is a reasonable possibility that a material misstatement of the financial statements will not be prevented or detected on a timely basis by the Board in the normal course of their duties. *See, AUDITOR’S OPINION PARAGRAPH.*

The material weakness relates to a lack of a functioning audit committee and a lack of outside directors on the Company’s Board of Directors. We intend to initiate measures to remediate the identified material weakness by establishing a formal audit committee and the appointment of additional outside directors, one or more of whom may be appointed to a fully functioning audit committee.

The Company’s annual report on Form 10-K, as amended, includes an attestation report of our registered public accounting firm regarding internal control over financial reporting. The final paragraph of the Auditor’s Report states:

“Also in our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2011 and 2010 and the results of its operations and its cash flows for the fiscal years then ended and for the period from May 12, 2005 (inception) through June 30, 2011 in conformity with accounting principles generally accepted in the United States of America.”

Although its By-laws provide for the appointment of one, the Company is not yet required to have an Audit Committee as a result of the fact that our common stock is not considered a “listed security” as defined in Rule 10A-3 of the Exchange Act. However, the Company is in the process of addressing this issue by establishing an Audit Committee, and has initiated an active search for qualified, independent directors for the audit committee, including one or more members with financial expertise.

(b) Changes in internal control over financial reporting.

Other than as described above, there were no material changes in our internal control over financial reporting (as defined in Rule 13a- 15(f) under the Exchange Act) that occurred as of September 30, 2011, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

Exhibit

- 31.1 Certification of Chief Executive and 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 and 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.

(b) Reports on Form 8-K. During the fiscal quarter ended September 30, 2011, the Company filed the following Current Reports on Form 8-K:

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 14, 2012

NANOIRICIDES, INC.

/s/ Eugene Seymour, MD  
Name: Eugene Seymour, M.D.  
Title: Chief Executive Officer and Interim  
Chief Financial Officer and Director  
(Principal Executive Officer and Principal Financial Officer)

/s/ Anil Diwan

Name: Anil Diwan

Title: President and Chairman of the Board of Directors