



**(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  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   
Non-accelerated filer  Smaller reporting 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, par value \$0.001 per share, as of May 15, 2014, was approximately: 54,536,000

NANOIRICIDES, INC.

FORM 10-Q

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Nanoviricides, Inc.

(A Development Stage Company)

## Balance Sheets

	March 31, 2014 (Unaudited)	June 30, 2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 33,265,348	\$ 13,923,245
Prepaid expenses	1,338,895	598,380
<b>Total Current Assets</b>	<b>34,604,243</b>	<b>14,521,625</b>
<b>PROPERTY AND EQUIPMENT</b>		
Property and equipment	5,123,849	1,505,648
Accumulated depreciation	(1,188,654 )	(1,036,752 )
<b>Property and equipment, net</b>	<b>3,935,195</b>	<b>468,896</b>
<b>TRADEMARK</b>		
Trademark	458,954	458,954
Accumulated amortization	(48,502 )	(41,921 )
<b>Trademark, net</b>	<b>410,452</b>	<b>417,033</b>
<b>SECURITY DEPOSIT</b>	<b>2,000,000</b>	<b>1,000,000</b>
<b>Total Assets</b>	<b>\$ 40,949,890</b>	<b>\$ 16,407,554</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 255,002	\$ 263,258
Accounts payable – related parties	746,036	710,567
Accrued expenses	207,096	204,359
<b>Total Current Liabilities</b>	<b>1,208,134</b>	<b>1,178,184</b>
<b>LONG TERM LIABILITIES:</b>		
Debentures payable	3,887,378	3,468,073
Derivative liability	3,824,986	3,751,645
<b>Total Long Term Liabilities</b>	<b>7,712,364</b>	<b>7,219,718</b>

Total Liabilities	8,920,498	8,397,902
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Series A Convertible Preferred stock, \$0.001 par value, 4,000,000 shares designated, 3,017,307 and 2,990,000 shares issued and outstanding, respectively	3,018	2,990
Series B Convertible Preferred stock, \$0.001 par value, 2,857,143 shares designated, none issued and outstanding	-	-
Series C Convertible Preferred stock, \$0.001 par value, 10,000,000 shares designated, none issued and outstanding	-	-
Common stock, \$0.001 par value; 85,714,286 shares authorized; 54,536,081 and 47,026,173 shares issued and outstanding, respectively	54,536	47,026
Additional paid-in capital	78,531,194	46,259,420
Deficit accumulated during the development stage	(46,559,356 )	(38,299,784 )
Total Stockholders' Equity	32,029,392	8,009,652
Total Liabilities and Stockholders' Equity	\$ 40,949,890	\$ 16,407,554

*See accompanying notes to the financial statements*

NanoViricides, Inc.

(A Development Stage Company)

## Statements of Operations

	For the Three Months Ended March 31, 2014 (Unaudited)	For the Three Months Ended March 31, 2013 (Unaudited)	For the Nine Months Ended March 31, 2014 (Unaudited)	For the Nine Months Ended March 31, 2013 (Unaudited)	For the Period from May 12, 2005 (inception) through March 31, 2014 (Unaudited)
<b>OPERATING EXPENSES</b>					
Research and development	\$ 625,737	\$ 1,359,205	\$ 2,930,436	\$ 3,279,220	\$ 25,734,496
Refund credit research and development costs	-	-	-	-	(420,842 )
General and administrative	607,628	831,353	1,943,123	1,748,582	14,957,971
Total operating expenses	1,233,365	2,190,558	4,873,559	5,027,802	40,271,625
<b>LOSS FROM OPERATIONS</b>	(1,233,365 )	(2,190,558 )	(4,873,559 )	(5,027,802 )	(40,271,625 )
<b>OTHER INCOME (EXPENSE):</b>					
Interest income	54,789	-	78,850	-	346,548
Interest expense	(2,725,716 )	(822,278 )	(2,972,216 )	(770,825 )	(3,149,254 )
Amortization of discount on convertible debentures	(143,051 )	-	(419,305 )	-	(1,407,738 )
Beneficial conversion feature of convertible debentures	-	-	-	-	(713,079 )
Change in fair market value of derivatives	3,752,933	(669,753 )	(73,342 )	(896,302 )	(1,364,208 )
Other income (expense), net	938,955	(1,492,031 )	(3,386,013 )	(1,667,127 )	(6,287,731 )

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LOSS BEFORE INCOME TAX PROVISION	(294,410 )	(3,682,589 )	(8,259,572 )	(6,694,929 )	(46,559,356 )
INCOME TAX PROVISION	-	-	-	-	-
NET LOSS	\$ (294,410 )	\$ (3,682,589 )	\$ (8,259,572 )	(6,694,929 )	\$ (46,559,356 )
NET LOSS PER COMMON SHARE - BASIC AND DILUTED:	\$ (0.01 )	\$ (0.08 )	\$ (0.16 )	(0.15 )	
Weighted average common shares outstanding - basic and diluted	53,318,736	46,701,410	50,307,984	45,686,379	

*See accompanying notes to the financial statements*



NanoViricides, Inc.  
Statement of Stockholders' Equity  
For the period from May 12, 2005 (inception) through March 31, 2014

	Series A Preferred Stock: Par \$0.001 Number of Shares	Series B Preferred Stock: Par \$0.001 Number of Shares	Series C Preferred Stock: Par \$0.001 Number of Shares	Common Stock: Par \$0.001 Number of Shares	Amount	Additional Paid-in Capital	Stock Subscriptions Receivable	Development Stage	Deficit Accumulated During the Period	Total Stockholders' Equity
Common shares issued May 12, 2005 (Inception)				5,714	6	14	(20 )		-	
Share exchange with Edot-com.com Inc., June 1, 2005				(5,714 )	(6 )	(14 )	20		-	
Common shares exchanged in reverse acquisition of Edot-com.com Inc., June 1, 2005				22,857,143	22,857	(22,837 )	(20 )		-	
Common shares outstanding Edot-com.com Inc., June 1, 2005				5,714,286	5,714	(5,714 )			-	
Options granted in connection with reverse acquisition				-	-	-			-	
Net loss				-	-	-		(66,005 )	(66,005 )	
Balance, June 30, 2005	-	-	-	28,571,429	28,571	(28,551 )	(20 )	(66,005 )	(66,005 )	
Discount related to beneficial conversion				-	-	5,277			5,277	

feature of Convertible debentures, July 13, 2005				
Legal expenses related private placement of common stock, July 31, 2006	-		(2,175 )	(2,175 )
Discount related to beneficial conversion feature of Convertible debentures, July 31, 2005	-		5,302	5,302
Warrants issued to Scientific Advisory Board, August 15, 2005	-		4,094	4,094
Options issued to officers, September 23, 2005	-		87,318	87,318
Common shares issued for consulting services valued at \$.081 per share, September 30, 2005	657,143	657	185,643	186,300
Common shares issued for interest on debentures, September 30, 2005	13,765	14	4,301	4,315
Discount related to beneficial conversion feature of Convertible debentures, October 28, 2005	-		166,666	166,666
Discount related to beneficial conversion feature of Convertible	-		166,667	166,667

debtures, November 9, 2005 Discount related to beneficial conversion feature of Convertible debtures, November 10, 2005 Discount related to beneficial conversion feature of Convertible debtures, November 11, 2005 Discount related to beneficial conversion feature of Convertible debtures, November 15, 2005 Warrants issued to Scientific Advisory Board, November 15, 2005 Common shares and warrants issued in connection with private placement of common stock, November 28, 2005 Common shares and warrants issued in connection with private placement of common stock, November 29, 2005	-		45,000	45,000
	-		275,000	275,000
	-		49,167	49,167
	-		25,876	25,876
	97,143	97	169,903	170,000
	85,715	86	149,914	150,000
	42,857	43	74,957	75,000

Common shares and warrants issued in connection with private placement of common stock, November 30, 2005				
Common shares and warrants issued in connection with private placement of common stock, December 2, 2005	28,571	29	49,971	50,000
Common shares and warrants issued in connection with private placement of common stock, December 6, 2005	242,857	243	424,757	425,000
Common shares issued for legal services valued at \$.95 per share, December 6, 2005	5,714	6	18,994	19,000
Common shares and warrants issued in connection with private placement of common stock, December 12, 2005	214,286	214	374,786	375,000
Common shares and warrants issued in connection with private placement of common stock, December 13, 2005	14,286	14	24,986	25,000

Common shares and warrants issued in connection with private placement of common stock, December 14, 2005	14,285	14	24,986	25,000
Common shares issued in connection with debenture offering, December 15, 2005	14,286	14	48,986	49,000
Common shares and warrants issued in connection with private placement of common stock, December 20, 2005	14,285	14	24,986	25,000
Common shares and warrants issued in connection with private placement of common stock, December 29, 2005	14,286	14	24,986	25,000
Common shares and warrants issued in connection with private placement of common stock, December 30, 2005.	14,285	14	24,986	25,000
Common shares issued for interest on debentures, December 31, 2005	5,565	6	17,334	17,340
Common shares issued for	978	1	5,000	5,001

consulting services valued at \$1.46 per share, January 9, 2006												
Warrants issued to Scientific Advisory Board, February 15, 2006	-			49,067								49,067
Warrnats issued to Scientific Advisory Board, May 15, 2006	-			51,048								51,048
Common shares issued for interest on debentures, March 31, 2005	2,263	2		22,190								22,192
Options exercised, May 31, 2006	514,286	515		89,485								90,000
Common shares and warrants issued in connection with private placement of common stock, June 15, 2006	535,714	536		1,874,464								1,875,000
Common shares issued for interest on debentures, June 30, 2006	4,122	4		22,434								22,438
Net loss										(3,284,432 )		(3,284,432 )
Balance, June 30, 2006	-	-	-	-	-	-	31,108,121	31,108	4,557,805	(20 )	(3,350,437 )	1,238,456
Common shares issued for interest on debentures, July 31, 2006	1,641	2		7,642								7,644
Common shares issued for conversion of convertible debentures, July	952,381	952		999,048								1,000,000

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31, 2006				
Exercise of stock warrants, July 31, 2006	57,143	57	49,943	50,000
Options issued to Scientific Advisory Board, August 15, 2006	-		30,184	30,184
Options issued to Scientific Advisory Board, November 15, 2006	-		25,888	25,888
Common shares issued for consulting services valued at \$.76 per share, January 3, 2007	61,714	62	164,098	164,160
Options issued to Scientific Advisory Board, February 15, 2007	-		32,668	32,668
Options issued to Scientific Advisory Board, May 15, 2007	-		25,664	25,664
Common shares issued for consulting services valued at \$1.03 per share, June 12, 2007	215	-	775	775
Common shares issued for consulting services valued at \$1.15 per share, June 20, 2007	28,572	29	114,971	115,000
Common shares issued upon warrants conversion, June 20, 2007	265,714	266	619,734	620,000
Common shares issued upon warrants	21,429	21	49,979	50,000





October  
16, 2007