

NANOIRICIDES, INC.  
Form 10-Q/A  
December 12, 2011

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

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FORM 10-Q

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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

NANOIRICIDES, 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  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  
Non-accelerated   
filer

Accelerated   
filer  
Smaller   
reporting  
company

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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.

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Explanatory Note: The sole purpose of this Amendment to NanoViricides, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2011, filed with the Securities and Exchange Commission on November 14, 2011 (the "Form 10-Q"), is to provide the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language) to furnish Exhibit 101 to the Form 10-Q 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-Q formatted in XBRL. No other changes have been made to the Form 10-Q.

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.

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Item 6. Exhibits.

31.1 Certification of Chief Executive and Interim Chief Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002\*

32.1 Certificate of Chief Executive and Interim Chief Financial Officer pursuant to 18 U.S.C. 1350\*

101.INS XBRL Instance Document\*\*

101.SCHXBRL Taxonomy Extension Schema Document\*\*

101.CALXBRL Taxonomy Extension Calculation Linkbase Document\*\*

101.DEF XBRL Taxonomy Extension Definition Linkbase Document\*\*

101.LABXBRL Taxonomy Extension Label Linkbase Document\*\*

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document\*\*

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\* These exhibits were previously included or incorporated by reference in NanoViricides, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed with the Securities and Exchange Commission on November 14, 2011.

\*\* Filed herewith.

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: December 9, 2011

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