

NANOVIRICIDES, INC.  
Form 10-Q  
May 15, 2013

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended March 31, 2013**

*Commission File Number: 333-148471*

**NANOVIRICIDES, INC.**

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

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

**135 Wood Street, Suite 205**

**West Haven, Connecticut 06516**

(Address of principal executive offices and zip code)

(203) 937-6137

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( *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 as of May 15, 2013 was: 161,985,997

**NANO VIRICIDES, INC.**

**(A DEVELOPMENT STAGE COMPANY)**

**March 31, 2013 and 2012**

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Nanoviricides, Inc.

(A Development Stage Company)

## Balance Sheets

	March 31, 2013 (Unaudited)	June 30, 2012
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 15,457,807	\$ 14,274,985
Prepaid expenses	541,634	314,174
Collateral advance for affiliate	1,000,000	-
<b>Total Current Assets</b>	<b>16,999,441</b>	<b>14,589,159</b>
<b>PROPERTY AND EQUIPMENT</b>		
Property and equipment	1,440,717	1,440,717
Accumulated depreciation	(984,033)	(825,875)
<b>Property and equipment, net</b>	<b>456,684</b>	<b>614,842</b>
<b>TRADEMARK</b>		
Trademark	458,954	458,954
Accumulated amortization	(39,727)	(33,147)
<b>Trademark, net</b>	<b>419,227</b>	<b>425,807</b>
<b>Total Assets</b>	<b>\$ 17,875,352</b>	<b>\$ 15,629,808</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 237,661	\$ 238,358
Accounts payable – related parties	630,385	365,681
Accrued expenses	147,246	96,878
Derivative liability	3,398,611	1,078,698
<b>Total Current Liabilities</b>	<b>4,413,903</b>	<b>1,779,615</b>
<b>LONG TERM LIABILITIES:</b>		
Debentures payable	3,339,067	-
<b>Total Long Term Liabilities</b>	<b>3,339,067</b>	<b>-</b>

Total Liabilities	7,752,970	1,779,615
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Series A Convertible Preferred stock, \$0.001 par value, 10,000,000 shares designated, 10,465,000 and 9,871,250 shares issued and outstanding, respectively	10,466	9,872
Series B Convertible Preferred stock, \$0.001 par value, 10,000,000 shares designated, none issued and outstanding	-	-
Series C Convertible Preferred stock, \$0.001 par value, 10,000,000 shares designated, 0 and 2,353 shares issued and outstanding, respectively	-	2
Common stock, \$0.001 par value; 300,000,000 shares authorized; 164,540,249 and 155,612,293 shares issued and outstanding, respectively	164,571	155,645
Additional paid-in capital	46,066,390	43,108,790
Deficit accumulated during the development stage	(36,119,045 )	(29,424,116 )
Total Stockholders' Equity	10,122,382	13,850,193
Total Liabilities and Stockholders' Equity	\$ 17,875,352	\$ 15,629,808

*See accompanying notes to the financial statements*

Nanoviricides, Inc.

(A Development Stage Company)

## Statements of Operations

	For the Three Months Ended March 31, 2013 (Unaudited)	For the Three Months Ended March 31, 2012 (Unaudited)	For the Nine Months Ended March 31, 2013 (Unaudited)	For the Nine Months Ended March 31, 2012 (Unaudited)	For the Period from May 12, 2005 (inception) through March 31, 2013 (Unaudited)
<b>OPERATING EXPENSES</b>					
Research and development	\$ 1,359,205	\$ 1,582,705	\$ 3,279,220	\$ 3,252,745	\$ 21,790,371
Refund credit research and development costs	-	-	-	-	(420,842 )
General and administrative	831,353	494,080	1,748,582	1,281,755	12,465,960
Total operating expenses	2,190,558	2,076,785	5,027,802	4,534,500	33,835,489
<b>LOSS FROM OPERATIONS</b>	(2,190,558 )	(2,076,785 )	(5,027,802 )	(4,534,500 )	(33,835,489 )
<b>OTHER INCOME (EXPENSE):</b>					
Interest income (expense), net	(822,278 )	30,801	(770,825 )	40,283	(558,714 )
Discount on convertible debentures	-	-	-	-	(73,930 )
Beneficial conversion feature of convertible debentures	-	-	-	-	(713,079 )
Change in fair market value of derivatives	(669,753 )	14,131	(896,302 )	(68,931 )	(937,833 )
Other income (expense), net	(1,492,031 )	44,932	(1,667,127 )	(28,648 )	(2,283,556 )

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LOSS BEFORE INCOME TAX PROVISION	(3,682,589 )	(2,031,853 )	(6,694,929 )	(4,563,148 )	(36,119,045 )
INCOME TAX PROVISION	-	-	-	-	-
NET LOSS	\$ (3,682,589 )	\$ (2,031,853 )	\$ (6,694,929 )	(4,563,148 )	\$ (36,119,045 )
NET LOSS PER COMMON SHARE - BASIC AND DILUTED:	\$ (0.02 )	\$ (0.01 )	\$ (0.04 )	(0.02 )	
Weighted average common shares outstanding - basic and diluted	163,454,938	151,556,920	159,902,326	147,890,395	

*See accompanying notes to the financial statements*

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NanoViricides, Inc.

(A Development Stage Company)

Statement of Stockholders' Equity

For the period from June 30, 2010 through March 31, 2013

**(Unaudited)**

	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Series C Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional	Deficit
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Paid-in Capital	During Devel Stage
Please refer to Form 10K for the fiscal year ended June 30, 2012 filed with SEC on October 15, 2012 for equity transactions occurred prior to June 30, 2009										
Balance, June 30, 2010	7,593,750	\$7,594	260,000	\$260	-	\$-	133,980,471	\$133,981	\$23,116,612	\$(16,7
Common shares issued for conversion of Series B Preferred Shares at \$1.51 per share, July 7, 2010							397,088	397		
Retirement of Series B Preferred Shares			(60,000)	(60)						



converted into common stock by SeaSide 88, LP, July 7, 2010				
Dividend paid to Seaside 88, LP, July 7, 2010			(9,973	)
Common shares issued as dividend to Seaside 88, LP at \$1.65 per share, July 7, 2010	6,061	6	9,967	
Derivative liability - retirement of Series B Preferred Shares, July 7, 2010			116,715	
Common shares issued for conversion of Series B Preferred Shares at \$1.30 per share, July 21, 2010	463,177	463		
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 21, 2010	(60,000)	(60)		
Dividend paid to Seaside 88, LP, July 21, 2010			(7,671	)
Common shares issued as dividend to Seaside 88, LP at \$1.32 per share, July 21, 2010	5,794	6	7,665	
Derivative liability - retirement of Series B Preferred Shares, July 21, 2010			113,700	
Common shares issued for	3,086	3	4,997	

consulting and legal services valued at \$2.087 per share, July 31, 2010				
Common shares issued for conversion of Series B Preferred Shares at \$1.14 per share, August 4, 2010		526,916	527	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 4, 2010	(60,000 )	(60 )		
Dividend paid to Seaside 88, LP, August 4, 2010				(5,370 )
Common shares issued as dividend to Seaside 88, LP, at \$1.14 per share, August 4, 2010		4,716	5	5,365
Derivative liability - retirement of Series B Preferred Shares, August 4, 2010				104,480
Warrants issued to Scientific Advisory Board, August 15, 2010				45,000
Common shares issued in conversion of Series B Preferred Shares at \$0.99 per share, August 18, 2010		606,367	606	
Retirement of Series B Preferred Shares	(60,000 )	(60 )		

converted into common stock by SeaSide 88, LP, August 18, 2010			(3,068 )
Dividend paid to Seaside 88, LP, August 18, 2010			
Common shares issued as dividend to Seaside 88, LP at \$0.99 per share, August 18, 2010	3,101	3	3,065
Derivative liability - retirement of Series B Preferred Shares, August 18, 2010			104,795
Common shares issued for consulting and legal services valued at \$1.24 per share, August 31, 2010	4,032	4	4,996
Common shares issued for conversion of Series B Preferred Shares at \$0.93 per share, September 1, 2010	215,332	215	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 1, 2010			(20,000 ) (20 )
Dividend paid to Seaside 88, LP, September 1, 2010			(767 )
Common shares issued as dividend to Seaside 88, LP at \$1.00 per share,	766	1	766

September 1, 2010			
Derivative liability - retirement of Series B Preferred Shares, September 1, 2010			34,841
Series B Preferred Shares issued to SeaSide 88, LP, September 21, 2010	250,000	250	2,499,750
Placement Agents fees related to sale of Convertible Preferred shares, September 21, 2010			(195,000 )
Legal fees related to sale of Convertible Preferred Stock, September 21, 2010			(10,000 )
Derivative liability - issuance of Series B Preferred Shares			(328,086 )
Common shares issued for conversion of Series B Preferred Shares at \$0.93 per share, September 21, 2010			
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 21, 2010	(40,000 )	(40 )	
Derivative liability -			103,012
		430,015	430

retirement of Series B Preferred Shares, September 21, 2010			
Common shares issued for consulting and legal services valued at \$1.07 per share, September 30, 2010	4,673	5	4,995
Common shares issued for conversion of Series B Preferred Shares at \$0.87 per share, October 5, 2010	460,346	460	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, October 5, 2010	(40,000 )	(40 )	
Dividend paid to Seaside 88, LP, on October 5, 2010			(8,055 )
Common shares issued as dividend to Seaside 88, LP at \$0.87 per share, October 5, 2010	9,268	9	8,046
Derivative liability - Retirement of Series B Preferred Shares, October 5, 2010			103,330
Common shares issued for conversion of Series B Preferred Shares at \$0.88 per share, October	452,965	453	

19, 2010				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, October 19, 2010		(40,000 )	(40 )	
Dividend paid to Seaside 88, LP, October 19, 2010				(6,521 )
Common shares issued as dividend to Seaside 88, LP at \$0.88 per share, October 19, 2010		7,384	7	6,514
Derivative liability - Retirement of Series B Preferred Shares, October 19, 2010				69,635
Common shares issued for consulting and legal services valued at \$1.03 per share, October 31, 2010		4,854	5	4,995
Series A Preferred Shares issued for employee stock compensation, November 1, 2010	30,000	30		53,903
Common shares issued for conversion of Series B Preferred Shares at \$0.87 per share, November 2, 2010		461,313	461	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP,		(40,000 )	(40 )	

August 4, 2010 Dividend paid to Seaside 88, LP, November 2, 2010			(4,986 )
Common shares issued as dividend to Seaside 88, LP at \$0.87 per share, November 2, 2010	5,751	6	4,980
Derivative liability - retirement of Series B Preferred Shares, November 2, 2010			69,104
Warrants issued to Scientific Advisory Board, November 15, 2010			55,800
Common shares issued for conversion of Series B Preferred Shares at \$1.16 per share, November 16, 2010	345,817	346	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, November 16, 2010	(40,000 )	(40 )	
Dividend paid to Seaside 88, LP, November 16, 2010			(3,452 )
Common shares issued as dividend to Seaside 88, LP at \$1.16 per share, November 16, 2010	2,984	3	3,449

Derivative liability - Retirement of Series B Preferred Shares, November 16, 2010			69,187
Common shares issued for conversion of Series B Preferred Shares at \$1.35 per share, November 30, 2010	310,566	311	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, November 30, 2010	(40,000 )	(40 )	
Dividend paid to Seaside 88, LP, November 30, 2010			(1,918 )
Common shares issued as dividend to Seaside 88, LP at \$1.35 per share, November 30, 2010	1,417	1	1,917
Derivative liability - Retirement of Series B Preferred Shares, November 30, 2010			69,449
Common shares issued for consulting and legal services valued at \$1.46 per share, November 30, 2010	3,425	3	4,997
Common shares issued for	25,000	25	24,975



conversion of warrants to Common Stock at \$1.00 per share, December 10, 2010			
Common shares issued as compensation pursuant to S-8 at \$1.28 per share, December 10, 2010	50,000	50	63,950
Common shares issued for conversion of Series B Preferred Shares at \$1.10 per share, December 14, 2010	90,840	91	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, December 14, 2010	(10,000)	(10)	
Dividend paid to Seaside 88, LP, December 14 2010			(384)
Common shares issued as Dividend to Seaside 88, LP, at \$1.10 per share, December 14, 2010	348	-	384
Derivative liability - retirement of Series B Preferred Shares, December 14, 2010			17,438
Series B Preferred Shares issued to SeaSide 88, LP,	250,000	250	2,499,750

December 21, 2010 Placement Agents fees related to sale of Convertible Preferred shares, December 21, 2010			(200,000 )
Common shares issued for consulting and legal services valued at \$1.32 per share, December 31, 2010	4,545	5	5,995
Adjustment Common shares issued for conversion of Series B Preferred Shares at \$1.16 per share, January 3, 2011		33	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, January 3, 2011			(40,000 ) (40 )
Dividend paid to Seaside 88, LP, January 3, 2011			(8,904 )
Common shares issued as dividend to Seaside 88, LP at \$1.16 per share, January 3, 2011	7,653	8	8,896
Derivative liability - retirement of Series B Preferred Shares, January 3, 2011			73,532
Common shares issued for conversion of	317,965	318	

Series B Preferred Shares at \$1.26 per share, January 17, 2011				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, January 17, 2011	(40,000 )	(40 )		
Dividend paid to Seaside 88, LP, January 17, 2011				(8,055 )
Common shares issued as dividend to Seaside 88, LP at \$1.26 per share, January 17, 2011			6,403	6
Derivative liability - retirement of Series B Preferred Shares, January 17, 2011				
Common shares issued for conversion of Series B Preferred Shares at \$1.12 per share, January 31, 2011			356,422	356
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, January 31, 2011	(40,000 )	(40 )		
Dividend paid to Seaside 88, LP, January 31, 2011				(6,521 )
Common shares issued as dividend to Seaside 88, LP at \$1.24 per share, January 31, 2011			5,271	5
				8,049
				70,882
				6,516

Derivative liability - retirement of Series B Preferred Shares, January 31, 2011			72,432
Common shares issued for consulting and legal services valued at \$1.47 per share, January 31, 2011	4,087	4	5,996
Common shares issued for conversion of warrants at \$1.00 per share, February 4, 2011	25,000	25	24,975
Common shares issued for conversion of Series B Preferred Shares at \$1.08 per share, February 14, 2011	370,017	370	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, February 14, 2011	(40,000)	(40)	
Dividend paid to Seaside 88, LP, February 14, 2011			(4,986)
Common shares issued as dividend to Seaside 88, LP, at \$1.08 per share, February 14, 2011	4,613	5	4,981
Derivative liability - retirement of Series B Preferred Shares,			71,699

February 14, 2011				
Warrants issued to Scientific Advisory Board, February 15, 2011				54,000
Common shares issued for conversion of Series B Preferred Shares at \$0.99 per share, February 28, 2011	405,610	406		
Derivative liability - retirement of Series B Preferred Shares, February 28, 2011				71,490
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, February 28, 2011	(40,000)	(40)		
Dividend paid to Seaside 88, LP, February 28, 2011				(3,452)
Common shares issued as dividend to Seaside 88, LP at \$0.99 per shares, February 28, 2011	3,500	4		3,448
Common shares issued for consulting and legal services valued at \$1.22 per share, February 28, 2011	4,902	5		5,995
Common shares issued for	250,000	250		316,000

employee stock compensation at \$1.32 per share, March 3, 2011				
Series A Preferred Shares issued for employee stock compensation, March 3, 2011	593,750	594		1,364,036
Common shares issued for conversion of Series B Preferred Shares at \$1.09 per share, March 14, 2011			367,274	367
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, March 14, 2011			(40,000)	(40)
Dividend paid to Seaside 88, LP, March 14, 2011				(1,918)
Common shares issued as Dividend to Seaside 88, LP at \$1.09 per shares, March 14, 2011			1,761	2
Derivative Liability - Retirement of Series B Preferred Shares, March 14, 2011				70,566
Common shares issued for conversion of Series B Preferred Shares at \$1.11 per share, March 28, 2011			89,986	90
Retirement of Series B Preferred Shares			(10,000)	(10)

converted into common stock by SeaSide 88, LP, March 28, 2011				
Dividend paid to Seaside 88, LP, March 28, 2011			(384	)
Common shares issued as dividend to Seaside 88, LP, at \$1.11 per share, March 28, 2011		345	-	384
Derivative liability - retirement of Series B Preferred Shares, March 28, 2011				17,525
Common shares issued for consulting and legal services valued at \$1.28 per share, March 31, 2011		4,680	5	5,995
Common shares issued for conversion of warrants to common stock at \$1.00 per share, April 10, 2011		10,000	10	9,990
Series B Preferred Shares issued to SeaSide 88, LP, April 18, 2011	250,000	250		2,499,750
Placement Agents fees related to sale of Convertible Preferred shares, April 18, 2011				(160,000 )
Legal fees related to Sale of Convertible Preferred Stock, April 18, 2011				(25,000 )
				(429,725 )

Derivative liability - issuance of Series B Preferred Shares				
Common shares issued for conversion of Series B Preferred Shares at \$1.28 per share, April 18, 2011	312,163	312	(272	)
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, April 18, 2011	(40,000)	(40)		
Derivative liability - retirement of Series B Preferred Shares, April 18, 2011			68,756	
Common shares issued for consulting and legal services valued at \$1.47 per share, April 30, 2011	4,087	4	5,996	
Common shares issued for conversion of Series B Preferred Shares at \$1.18 per share, May 2, 2011	339,726	340	(300	)
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 2, 2011	(40,000)	(40)		
Derivative liability - retirement of			68,941	



Series B Preferred Shares, May 2, 2011				
Dividend paid to Seaside 88, LP, May 2, 2011			(8,055	)
Common shares issued as dividend to Seaside 88, LP at \$1.18 per shares, May 2, 2011	6,841	7	8,048	
Warrants issued to Scientific Advisory Board, May 15, 2011			50,400	
Common shares issued for conversion of Series B Preferred Shares at \$1.19 per share, May 16, 2011	336,501	337	(297	)
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 16, 2011			(40,000	) (40
Derivative liability - retirement of Series B Preferred Shares, May 16, 2011			69,194	
Dividend paid to Seaside 88, LP, May 16, 2011			(6,521	)
Common shares issued as dividend to Seaside 88, LP at \$1.20 per shares, May 16, 2011	5,438	5	6,516	
Common shares issued for conversion of Series B Preferred Shares	326,480	326	(286	)

at \$1.23 per share, May 30, 2011				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 30, 2011	(40,000 )	(40 )		
Derivative liability - retirement of Series B Preferred Shares, May 30, 2011				69,464
Dividend paid to Seaside 88, LP, May 30, 2011				(4,986 )
Common shares issued as Dividend to Seaside 88, LP at \$1.23 per share, May 30, 2011		4,070	4	4,982
Common shares issued for consulting and legal services valued at \$1.47 per share, May 31, 2011		4,087	4	5,996
Common shares issued for conversion of Series B Preferred Shares at \$1.18 per share, June 13, 2011		339,971	340	(300 )
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 13, 2011	(40,000 )	(40 )		
Derivative liability - retirement of Series B				69,727

Preferred Shares, June 13, 2011 Dividend paid to Seaside 88, LP, June 13, 2011			(3,452	)
Common shares issued as Dividend to Seaside 88, LP at \$1.18 per share, June 13, 2011	2,934	3	3,449	
Common shares issued for conversion of Series B Preferred Shares at \$1.02 per share, June 27, 2011	391,850	392	(352	)
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 27, 2011	(40,000)	(40)		
Derivative Liability - Retirement of Series B Preferred Share, June 27, 2011			69,973	
Dividend paid to Seaside 88, LP, June 27, 2011			(1,918	)
Common shares issued as Dividend to Seaside 88, LP at \$1.10 per share, June 27, 2011	1,741	2	1,916	
Common shares issued for consulting and legal services valued at \$1.22 per share, June 30, 2011	4,902	5	5,995	
Net loss				(6,47

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Balance, June 30, 2011	8,217,500	8,218	10,000	10	-	-	143,548,494	143,582	33,235,990	(23,2
Common shares issued for conversion of Series B Preferred Shares at \$1.11 per share, July 11, 2011							89,986	90		
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 11, 2011			(10,000)	(10)						
Derivative liability - retirement of Series B Preferred Shares, July 11, 2011									17,881	
Dividend to Seaside 88, LP, paid on July 11, 2011									(381)	)
Common shares issued as dividend to Seaside 88, LP at \$1.18 per share, July 11, 2011							345	-	381	
Series B Preferred Shares issued to SeaSide 88, LP, on July 26, 2011			250,000	250					2,499,750	
Placement Agents fees related to sale of Convertible Preferred shares, July 26, 2011									(150,000)	)
Derivative liability - issuance of Series B Preferred Shares									(429,768)	)
									(6,250)	)

Legal Fees related to Sale of Convertible Preferred Stock, July 26, 2011			
Common shares issued in conversion of Series B Preferred Shares to common stock at \$1.18 per share, July 26, 2011	377,800	378	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 26, 2011	(40,000 )	(40 )	
Derivative liability - retirement of Series B Preferred Shares, July 26, 2011			68,425
Common shares issued for consulting and legal services valued at \$1.26 per share, July 31, 2011	4,762	5	5,995
Warrants issued to Scientific Advisory Board, August 15, 2011			56,400
Common shares issued for conversion of Series B Preferred Shares at \$0.92 per share, August 8, 2011	437,187	437	
Retirement of Series B Preferred Shares converted into common stock by	(40,000 )	(40 )	

SeaSide 88, LP, August 8, 2011 Derivative liability - retirement of Series B Preferred Shares, August 8, 2011				69,193
Dividend to Seaside 88, LP, paid on August 8, 2011				(8,055 )
Common shares issued as Dividend to Seaside 88, LP at \$0.98 per share, August 8, 2011		8,205	8	8,047
Common shares issued for conversion of Series B Preferred Shares at \$0.95 per share, August 23, 2011		419,829	420	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 23, 2011	(40,000 )		(40 )	
Derivative liability - retirement of Series B Preferred Shares, August 23, 2011				69,351
Dividend paid to Seaside 88, LP, August 23, 2011				(6,521 )
Common shares issued as Dividend to Seaside 88, LP at \$0.95 per share, August 23, 2011		6,844	7	6,514
Common shares issued for consulting and		5,263	5	5,995

legal services valued at \$1.14 per share, August 31, 2011				
Common shares issued for conversion of Series B Preferred Shares at \$0.95 per share, September 6, 2011		422,873	423	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 6, 2011	(40,000 )	(40 )		
Derivative liability - retirement of Series B Preferred Shares, September 6, 2011				69,887
Dividend paid to Seaside 88, LP, September 6, 2011				(4,986 )
Common shares issued as Dividend to Seaside 88, LP at \$0.95 per share, September 6, 2011		5,264	5	4,981
Common shares issued in conversion of Series B Preferred Shares at \$0.94 per share, September 19, 2011		427,652	428	
Retirement of Series B Preferred Shares converted into common stock by	(40,000 )	(40 )		

SeaSide 88, LP, September 19, 2011 Derivative liability - retirement of Series B Preferred Share, September 19, 2011				69,970
Dividend to Seaside 88, LP, paid on September 19, 2011				(3,452 )
Common shares issued as Dividend to Seaside 88, LP at \$0.94 per share, September 19, 2011	3,691	3		3,449
Common shares issued for consulting and legal services valued at \$1.07 per share, September 30, 2011	5,607	6		5,994
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$.78 per share, .001 par value, on October 3, 2011	514,311	514		
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on October 3, 2011			(40,000 )	(40 )
Derivative Liability - Retirement of Preferred Series				69,496



B on October 3, 2011			
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.85 on October 3, 2011	2,270	2	1,916
Dividend to Seaside 88, LP, paid on October 3, 2011			(1,918 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.69 per share, .001 par value, on October 17, 2011	144,484	144	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on October 17, 2011			(10,000 ) (10 )
Derivative Liability - Retirement of Preferred Series B on October 17, 2011			17,790
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.75 on October 17, 2011	510	1	383
Dividend to Seaside 88, LP, paid on October 17, 2011			(384 )
Shares issued for consulting and legal services rendered at	6,537	5	5,995

\$0.92 per share on October 31, 2011			
Series B Preferred Shares issued to SeaSide 88, LP, \$.001 par value on November 1, 2011	250,000	250	2,499,750
Placement Agents Fees related to sale of Convertible Preferred shares on November 1, 2011			(160,000 )
Derivative Liability - Issuance of Preferred Series B			(429,804 )
Legal Fees related to Sale of Convertible Preferred Stock November 1, 2011			(25,000 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$.78 per share, .001 par value, on November 1, 2011			
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on November 2, 2011	(40,000 )	(40 )	
Derivative Liability - Retirement of Preferred Series			68,297
		511,787	512

B on November 1, 2011			
Warrants issued to Scientific Advisory Board on November 15, 2011			56,400
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.69 per share, .001 par value, on November 15, 2011	578,595	579	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on November 15, 2011	(40,000 )	(40 )	
Derivative Liability - Retirement of Preferred Series B on November 15, 2011			68,411
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0..73 on November 15, 2011	10,311	10	7,469
Dividend to Seaside 88, LP, paid on November 15, 2011			(7,479 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.62	642,735	643	

per share, .001 par value, on November 29, 2011				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on November 29, 2011	(40,000 )	(40 )		
Derivative Liability - Retirement of Preferred Series B on November 29, 2011				68,591
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.64 on November 29, 2011		10,139	10	6,511
Dividend to Seaside 88, LP, paid on November 29, 2011				(6,521 )
Shares issued for consulting and legal services rendered at \$0.81 per share on November 30, 2011		7,373	7	5,993
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.53 per share, .001 par value, on December 13, 2011		751,315	751	
Retirement of Series B	(40,000 )	(40 )		

Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on December 13, 2011				
Derivative Liability - Retirement of Preferred Series B on December 13, 2011				68,753
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.57 on December 13, 2011	8,798	9		4,977
Dividend to Seaside 88, LP, paid on December 13, 2011				(4,986 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.51 per share, .001 par value, on December 27, 2011	796,785	798		
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on December 27, 2011			(40,000 )	(40 )
Derivative Liability - Retirement of Preferred Series B on December 27, 2011				68,965

Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.57 on December 27, 2011	6,818	7	3,443
Dividend to Seaside 88, LP, paid on December 27, 2011			(3,452 )
Shares issued for consulting and legal services rendered at \$0.64 per share on December 31, 2011	9,403	9	5,991
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$.51 per share, .001 par value, on January 10, 2012	788,053	788	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on January 10, 2012			(40,000 ) (40 )
Derivative Liability - Retirement of Preferred Series B on January 10, 2012			69,222
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.51 on January 10, 2012	3,742	4	1,914
			(1,918 )

Dividend to Seaside 88, LP, paid on January 10, 2012				
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.48 per share, .001 par value, on January 24, 2012		208,546	209	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on January 24, 2012	(10,000 )	(10 )		
Derivative Liability - Retirement of Preferred Series B on January 24, 2012				69,883
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.49 on January 24, 2012		786		383
Dividend to Seaside 88, LP, paid on January 24, 2012				(384 )
Shares issued for consulting and legal services rendered at \$0.58 per share on January 31, 2012		10,367	10	5,990
Series B Preferred Shares issued to SeaSide 88, LP, \$.001 par value on February 8, 2012	250,000	250		2,499,750
				(150,000 )

Placement Agents Fees related to sale of Convertible Preferred shares on February 8, 2012			
Derivative Liability - Issuance of Preferred Series B			(430,283 )
Legal Fees related to Sale of Convertible Preferred Stock February 8, 2012			(6,250 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.56 per share, .001 par value, on February 8, 2012		717,142	717
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on February 8, 2012	(40,000 )	(40 )	
Derivative Liability - Retirement of Preferred Series B on February 8, 2012			68,169
Warrants issued to Scientific Advisory Board on February 15, 2012			51,000
Shares issued in conversion of Series B Preferred Shares to Common		576,062	576



Stock at \$0.69 per share, .001 par value, on February 22, 2012				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on February 22, 2012		(40,000 )	(40 )	
Derivative Liability - Retirement of Preferred Series B on February 22, 2012				68,424
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.69 on February 22, 2012			11,600	12
				7,467
Dividend to Seaside 88, LP, paid on February 22, 2012				(7,479 )
Shares issued for consulting and legal services rendered at \$0.77 per share on February 29, 2012			7,767	8
				5,992
Common shares issued for employee stock compensation at \$.73 per share, March 3, 2012			250,000	250
				181,624
Series A Preferred Shares issued for employee stock compensation, March 3, 2012	593,750	594		
				633,814

Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.64 per share, .001 par value, on March 07, 2012	628,289	628	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on March 7, 2012	(40,000 )	(40 )	
Derivative Liability - Retirement of Preferred Series B on March 7, 2012			68,602
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.64 on March 7, 2012	10,242	10	6,511
Dividend to Seaside 88, LP, paid on March 7, 2012			(6,521 )
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.63 per share, .001 par value, on March 21, 2012	635,991	636	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on March 21, 2012	(40,000 )	(40 )	

Derivative Liability - Retirement of Preferred Series B on March 21, 2012			68,862
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.64 on March 21, 2012	7,812	8	4,978
Dividend to Seaside 88, LP, paid on March 21, 2012			(4,986 )
Shares issued for consulting and legal services rendered at \$0.78 per share on March 31, 2012	7,728	8	5,992
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$.61 per share, .001 par value, on April 4, 2012	661,496	661	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on April 4, 2012			(40,000 ) (40 )
Derivative Liability - Retirement of Preferred Series B on April 4, 2012			69,098
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at	5,709	6	3,446

\$0.61 on April 4, 2012				
Dividend to Seaside 88, LP, paid on April 4, 2012			(3,452	)
Shares issued in conversion of Series B Preferred Shares to Common Stock at \$0.51 per share, .001 par value, on April 18, 2012	785,453	785		
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on April 18, 2012	(40,000)	(40)		
Derivative Liability - Retirement of Preferred Series B on April 18, 2012			69,224	
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.54 on April 18, 2012	3,579	4	1,914	
Dividend to Seaside 88, LP, paid on April 18, 2012			(1,918	)
Shares issued for consulting and legal services rendered at \$0.63 per share on April 30, 2012	9,547	9	5,990	
Shares issued in conversion of Series B Preferred Shares to Common	198,354	199		

Stock at \$0.50 per share, .001 par value, on May 2, 2012				
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on May 2, 2012	(10,000 )	(10 )		
Derivative Liability - Retirement of Preferred Series B on May 2, 2012				69,892
Warrants issued to Scientific Advisory Board on May 15, 2012				47,400
Shares issued as Dividend to Seaside 88, LP, .001 par value common stock at \$0.51 on May 2, 2012		754	1	383
Dividend to Seaside 88, LP, paid on May 2, 2012				(384 )
Shares issued for consulting and legal services rendered at \$0.67 per share on May 31, 2012		8,962	9	5,991
Series C Preferred Shares issued to SeaSide 88, LP, \$.001 par value on June 28, 2012		2,500	3	2,499,997
Placement Agents Fees related to sale of Convertible Preferred shares on June 28, 2012				(150,000 )

Derivative Liability - Issuance of Preferred Series C					(1,090,017 )
Legal Fees related to Sale of Convertible Preferred Stock June 28, 2012					(25,000 )
Shares of Series A Preferred issued for legal services rendered	10,000	10			3,277
Shares issued in conversion of Series C Preferred Shares to Common Stock at \$0.49 per share, .001 par value, on June 28, 2012			298,472	298	
Retirement of Series C Preferred Shares converted into common stock by SeaSide 88, LP, .001 par value on June 28, 2012				(147 )	-
Derivative Liability - Retirement of Preferred Series C on June 28, 2012					63,704
Series A Preferred Shares issued for employee stock compensation, June 28, 2012	1,050,000	1,050			344,122
Shares issued for consulting and legal services rendered at \$0.61 per share on June 30, 2012			9,867	10	5,990

(6,20

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Net loss for the  
year ended June  
30, 2012

Balance, June 30, 2012	9,871,250	9,872	-	-	2,353	3	155,612,293	155,644	43,108,790	(29,4
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Shares issued in  
conversion of  
Series C  
Preferred Shares  
to Common  
Stock at \$.49 per  
share, .001 par  
value, on July 12,  
2012

212,398	212
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Retirement of  
Series C  
Preferred Shares  
converted into  
common stock by  
SeaSide 88, LP,  
.001 par value  
on July 12, 2012

(103 )	(0)
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Derivative  
Liability -  
Retirement of  
Preferred Series  
C on July 12,  
2012

44,190
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Shares issued as  
Dividend to  
Seaside 88, LP,  
.001 par value  
common stock at  
\$.49 on JULY  
12, 2012

18,397	18	9,008
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Dividend to  
Seaside 88, LP,  
paid on July 12,  
2012

(9,026 )
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Shares issued in  
conversion of  
Series C  
Preferred Shares  
to Common

&nbsp;nbsp;nbsp;

Stock at \$0.47  
per share, .001  
par value, on July  
26, 2012