

NANOIRICIDES, INC.  
Form 8-K  
July 11, 2018

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 3, 2018

NANOIRICIDES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

|                                                |                          |                                      |
|------------------------------------------------|--------------------------|--------------------------------------|
| Nevada                                         | 001-36081                | 76-0674577                           |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**1 Controls Drive,**

**Shelton, Connecticut**

(Address of Principal Executive Offices)

**06484**

(Zip Code)

**(203) 937-6137**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On July 3, 2018, NanoViricides, Inc. (the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) indicating that the Company is not in compliance with the NYSE’s continued listing requirements set forth in Part 8 of the NYSE American Company Guide (the “Company Guide”). The NYSE noted that the Company is not in compliance with Section 803(B)(2)(a) of the Company Guide in that it no longer has at least three members on the audit committee, effective as of June 29, 2018 when Dr. Mukund Kulkarni advised the Company that he resigned as a member of its audit committee.

The NYSE informed the Company that, under the NYSE's rules, the Company will have until the earlier of its next annual meeting or one year from the occurrence of the event that caused the failure to comply with the audit committee composition requirements, provided, however, that if the annual shareholders’ meeting occurs no later than 180 days following the event that caused the failure to comply with these requirements, the Company shall instead have 180 days from such event to regain compliance.

Under the NYSE's rules, the Company will have until the earlier of its next annual meeting or one year from the occurrence of the event that caused the failure to comply with the board of directors composition requirements, provided, however, that if the annual shareholders’ meeting occurs no later than 180 days following the event that caused the failure to comply with these requirements, the Company shall instead have 180 days from such event to regain compliance.

On July 10, 2018, Dr. Kulkarni advised the Company that he rescinded his resignation as a member of the audit committee and the Company accepted same.

**Item 5.02. Departure of Directors or Certain Officers.**

On July 10, 2018, Dr. Milton Boniuk resigned as a Director of the Company and as a member of its audit, compensation and nominating committees. The reasons for Dr. Boniuk’s resignation are set forth in the letter attached hereto as Exhibit 17.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|             |                                      |
|-------------|--------------------------------------|
| <u>17.1</u> | <u>Letter from Dr. Milton Boniuk</u> |
|-------------|--------------------------------------|

**SIGNATURES**

**PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED THEREUNTO DULY AUTHORIZED.**

**NANO VIRICIDES, INC.**

Date: July 10, 2018 By: /s/ Meeta Vyas  
Name: Meeta Vyas

Title: Chief Financial Officer