



(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 registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 February 24, 2015 was approximately: 56,564,190.

**Explanatory Note**

The sole purpose of this Amendment to NanoViricides, Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2014, originally filed with the Securities and Exchange Commission on February 24, 2015 (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.

**ITEM 6. EXHIBITS.**

(a) Exhibit index

**Exhibit Number Description of Exhibits**

31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of Chief Executive Officer *
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification of Chief Financial Officer *
32.1	Section 1350 Certification of Chief Executive Officer *
32.2	Section 1350 Certification of Chief Financial Officer *
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

These exhibits were previously included or incorporated by reference in NanoViricides, Inc.'s Quarterly Report on \*Form 10-Q for the fiscal quarter ended December 31, 2014, filed with the Securities and Exchange Commission on February 24, 2015.

\*\* 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.

**NANOIRICIDES, INC.**

/s/ Eugene Seymour, M.D.

Dated: February 25, 2015 Name: Eugene Seymour, M.D.  
Title: Chief Executive Officer and Director  
(Principal Executive Officer )

/s/ Meeta Vyas

Dated: February 25, 2015 Name: Meeta Vyas  
Title: Chief Financial Officer  
(Principal Financial Officer)

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