

NANOIRICIDES, INC.

Form 4

May 12, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BONIUK MILTON

(Last) (First) (Middle)

**C/O NANOIRICIDES, INC., 135
WOOD STREET, SUITE 205**

(Street)

WEST HAVEN, CT 06516

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
NANOIRICIDES, INC. [NNVC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001	03/06/2015		P	190,477 A \$ 2.63	942,859 ⁽¹⁾	I	Boniuk Interest, Ltd
Common Stock, par value \$0.001	03/06/2015		P	190,477 A \$ 2.63	571,431 ⁽²⁾	I	Boniuk Charitable Foundation
Common Stock, par value \$0.001	05/08/2015		P	25,000 A \$ 1.75	1,455,391 ⁽³⁾	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BONIUK MILTON C/O NANOIRICIDES, INC. 135 WOOD STREET, SUITE 205 WEST HAVEN, CT 06516	X

Signatures

/s/ Milton
Boniuk 05/12/2015

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Does not include: warrants to purchase an additional 285,714 shares of common stock or an indeterminate number of shares of common stock issuable upon conversion of debentures held by Boniuk Interests, Ltd.; 758,963 shares of common stock and warrants to purchase an additional 571,428 shares of common stock held by Milton Boniuk and his wife; 380,954 shares of common stock held by the Boniuk Charitable Foundation; or 952,381 shares of common stock issuable upon conversion of a 10% Coupon Series C Convertible Debenture or 187,000 shares of Series A Preferred Stock held by Milton Boniuk IRA. Dr. Milton Boniuk, a member of the Company's Board of Directors, holds voting and dispositive power over Boniuk Interests, Ltd., the Boniuk Charitable Foundation, and the Milton Boniuk IRA.

(2)

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Does not include an indeterminate number of shares of common stock issuable upon conversion of debentures held by Boniuk Charitable Foundation or other securities of the Registrant held by the Reporting Person set forth in Note 1. Dr. Milton Boniuk, a member of the Company's Board of Directors, holds voting and dispositive power over Boniuk Charitable Foundation.

- Includes 883,963 shares of Common Stock and warrants to purchase an additional 571,428 shares of Common Stock held by the Reporting Person and his wife. Does not include: 942,859 shares of Common Stock, warrants to purchase an additional 285,714 shares of Common Stock or an indeterminate number of shares of Common Stock issuable upon conversion of debentures held by Boniuk Interests, (3) Ltd.; 571,431 shares of Common Stock held by the Boniuk Charitable Foundation; or 952,381 shares of Common Stock issuable upon conversion of a 10% Coupon Series C Convertible Debenture or 187,000 shares of Series A Preferred Stock held by Milton Boniuk IRA, convertible into 654,500 shares of common stock, which are not readily convertible. Dr. Boniuk holds voting and dispositive power over the Boniuk Charitable Foundation, Boniuk Interests Ltd. and the Milton Boniuk IRA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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