

NANOVIRICIDES, INC.
Form 8-K
July 09, 2014

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 2, 2014**

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

Nevada **000-1379006** **76-0674577**
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

135 Wood Street, Suite 205

West Haven, Connecticut
(Address of Principal Executive Offices)

06516
(Zip Code)

(203) 937-6137
(Registrant's Telephone Number, Including Area Code)

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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):

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

On July 2, 2014, (the “Closing Date”), the Registrant accepted a subscription in the amount of \$5,000,000 for a 10% Coupon Series C Convertible Debenture (the “Debenture”) from Dr. Milton Boniuk, a member of the Registrant’s Board of Directors (the “Holder”). The Debenture is due on June 30, 2018 (the “Maturity Date”) and is convertible, at the sole option of the Holder, into restricted shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) at the conversion price of \$5.25 per share of Common Stock. The Debenture bears interest at the coupon rate of ten percent (10%) per annum, computed on an annual basis of a 365 day year, payable in quarterly installments on March 31, June 30, September 30 and December 31 of each calendar year until the Maturity Date. Interest for the first quarter ending September 30, 2014 shall be calculated on a per diem basis from the Closing Date.

The Registrant has the right, but not the obligation, to repay the Debenture prior to the Maturity Date (the “Redemption Payment”) in cash or, at the option of the Holder, a number of shares of the Registrant’s Common Stock. If the closing bid price of the Common Stock is in excess of \$5.25 when the Registrant notifies the Holder it has elected to prepay the Debenture (the “Redemption Date”), the Company must redeem the Debenture by delivering to the Holder 951,381 shares of Common Stock and any unpaid coupon interest in lieu of a cash Redemption Payment. If the Holder elects to receive the Redemption Payment in cash, or if the closing bid price of the Common Stock is less than \$5.25, the Registrant shall pay to the Holder a Redemption Payment in cash equal to the principal amount of the Debenture, plus any accrued coupon interest, and additional interest of 7% per annum for the period from the Closing Date to the Redemption Date.

As additional interest on the Debenture, the Registrant shall issue 187,000 shares of its restricted Series A Convertible Preferred Stock (the “Series A”) to the Holder. Each shares of Series A votes at 9 votes per share. In addition, only in the event of a “change of control” of the Registrant, each Series A preferred share is convertible to 3.5 shares of its new common stock. A “change of control” is defined as an event in which the Registrant’s shareholders become 60% or less owners of a new entity as a result of a change of ownership, merger or acquisition. In the absence of a change of control event, the Series A stock is not convertible into Common Stock, and does not carry any dividend rights or any other financial effects.

The Offering was conducted directly by the Registrant without the use of a placement agent. Accordingly, no placement agent fees or other commissions were paid by the Registrant in connection with the Offering.

Item 2.03 Creation of a Direct Financial Obligation.

The disclosures set forth in Item 1.01 are hereby incorporated by reference into this Item 2.03.

Item 3.02 Unregistered Sales of Equity Securities.

The securities described in Item 1.01 above were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act and Rule 506 of Regulation D promulgated thereunder. The agreements executed in connection with this sale contain representations to support the Registrant's reasonable belief that the Holder had access to information concerning the Registrant's operations and financial condition, the Investor acquired the securities for their own account and not with a view to the distribution thereof in the absence of an effective registration statement or an applicable exemption from registration, and that the Holder is sophisticated within the meaning of Section 4(2) of the Securities Act and are "accredited investors" (as defined by Rule 501 under the Securities Act). In addition, the issuances did not involve any public offering; the Registrant's made no solicitation in connection with the sale other than communications with the Investor; the Registrant obtained representations from the Holder regarding their investment intent, experience and sophistication; and the Investor either received or had access to adequate information about the Registrant in order to make an informed investment decision.

Item 9.01 Financial Statements And Exhibits

Number Description

99.1 Press Release dated July 2, 2014

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.

NANOIRICIDES, INC.

Date: July 8, 2014 By: */s/ Eugene Seymour*
Eugene Seymour, Chief Executive Officer