

BONIUK MILTON
Form 4
October 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONIUK MILTON

(Last) (First) (Middle)

1111 HERMANN DRIVE, UNIT 29E

(Street)

HOUSTON, TX 77004

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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) | | |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|---------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 per share | 02/21/2017 | | M ⁽¹⁾ | | 1,746,288 | A | <u>(2)</u> 2,776,793 | I | Held by Boniuk Interests, Ltd. (⁽³⁾) |
| Common Stock, par value \$0.001 per share | 02/21/2017 | | A ⁽⁴⁾ | | 153,611 | A | <u>(4)</u> 1,092,426 | I | Held by the Milton Boniuk IRA ⁽⁵⁾ |
| Common Stock, par | 05/04/2017 | | A ⁽⁶⁾ | | 149,478 | A | <u>(6)</u> 1,241,904 | I | Held by the Milton |

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| | | | | | | | | |
|-------------------------------------------------------|------------|------------------|-----------|---|------------|-----------|---------------|---------------------------------------------------|
| value \$0.001 per share | | | | | | | | Boniuk IRA <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 07/11/2017 | A ⁽⁷⁾ | 120,744 | A | <u>(7)</u> | 1,362,648 | I | Held by the Milton Boniuk IRA <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 05/21/2018 | M ⁽⁸⁾ | 5,500,000 | A | <u>(9)</u> | 6,862,648 | I | Held by the Milton Boniuk IRA <u>(5)</u> |
| Common Stock, par value \$0.001 per share | | | | | | 823,428 | D <u>(10)</u> | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying S (Instr. 3 and | |
|-------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------|-----------------|
| | | | | Code V (A) (D) | | Date Exercisable | Expiration Date | Title |
| 8% Coupon Series B Convertible Debenture | \$ 1 <u>(2)</u> | 02/21/2017 | | M ⁽¹⁾ | \$ 2,000,000 <u>(1)</u> | 01/31/2017 | <u>(11)</u> | Common Stock |
| 10% Coupon Series C Convertible Debenture | \$ 5.25 <u>(9)</u> | 05/21/2018 | | M ⁽⁸⁾ | \$ 5,000,000 <u>(8)</u> | 06/30/2018 | <u>(11)</u> | Common Stock |
| Series A Conv Pref Stock, par | \$ 0 <u>(12)</u> | 05/21/2018 | | A ⁽¹³⁾ | 150,000 | <u>(12)</u> | <u>(11)</u> | Common Stock |

value
\$0.001 per
share

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BONIUK MILTON 1111 HERMANN DRIVE, UNIT 29E HOUSTON, TX 77004 | | | | |

Signatures

/s/ Milton
Boniuk

10/11/2018

__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) Pursuant to the Conversion and Settlement Agreement, dated as of February 8, 2017 (the "Series B Debenture Conversion Agreement"), between the Issuer and Boniuk Interests, Ltd. (the "Partnership"), on February 21, 2017 the Issuer issued to the Partnership 1,746,288 shares of Common Stock in connection with the Issuer's conversion into shares of Common Stock of the Issuer's 8% Coupon Series B Convertible Debenture due January 31, 2017 (the "Series B Debenture"), including the entire \$2,000,000 principal amount plus unpaid interest through the stated maturity date.
 - (2) The effective price per share of Common Stock issued pursuant to the Series B Debenture Conversion Agreement was approximately \$1.15.
 - (3) The securities reported in this row are held by the Partnership, a Texas limited partnership. The Reporting Person, as the managing general partner of the Partnership, may be deemed the beneficial owner of such securities for purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
 - (4) The Issuer issued such shares to the Milton Boniuk IRA (the "IRA") in payment of quarterly interest due on the Issuer's 10% Coupon Series C Convertible Debenture due June 30, 2018 (the "Series C Debenture"), at an effective price of approximately \$1.08 per share of Common Stock.
 - (5) The securities reported in this row are held by the IRA. The Reporting Person, as the owner and beneficiary of the IRA, may be deemed the beneficial owner of such securities for purposes of Section 16(a) of the Exchange Act.
 - (6) The Issuer issued such shares to the IRA in payment of quarterly interest due on the Series C Debenture, at an effective price of approximately \$1.11 per share of Common Stock.
 - (7) The Issuer issued such shares to the IRA in payment of quarterly interest due on the Series C Debenture, at an effective price of approximately \$1.38 per share of Common Stock.
 - (8) Pursuant to the Debenture Redemption Agreement, dated as of November 13, 2017 (the "Series C Debenture Redemption Agreement"), between the Issuer and the IRA, on May 21, 2018 the Issuer issued to the IRA 5,500,000 shares of Common Stock in connection with the Issuer's redemption in full of the Series C Debenture, including the entire \$5,000,000 principal amount plus unpaid interest of \$500,000 through the stated maturity date.
 - (9) The effective price per share of Common Stock issued pursuant to the Series C Debenture Redemption Agreement was \$1.00.
 - (10) The securities reported in this row include 194,857 shares of Common Stock held directly by the Reporting Person and 628,571 shares of Common Stock held jointly by the Reporting Person and his spouse.
 - (11) There is no expiration date for the Series B Debenture, the Series C Debenture or the Series A Convertible Preferred Stock.

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- (12) Each share of Series A Convertible Preferred Stock is convertible by the holder into 3.5 shares of Common Stock upon a change of control of the Issuer, as defined in the certificate of designation relating to the Series A Convertible Preferred Stock.
- (13) Pursuant to the Series C Debenture Redemption Agreement, the Issuer issued to the IRA 150,000 shares of Series A Convertible Preferred Stock, as consideration for the IRA's waiver of certain rights under the Series C Debenture.

Remarks:

The Reporting Person served as a director of the Issuer from approximately May 28, 2013 until his resignation as a director of

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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