

NANOIRICIDES, INC.

Form 4

September 24, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Seymour Eugene

(Last) (First) (Middle)

1 CONTROLS DRIVE

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

NANOIRICIDES, INC. [NNVC]

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

09/22/2015

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)

Chief Executive Officer

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 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 per share	09/22/2015		M	104,384	A	\$ 0.35	1,287,286 ⁽¹⁾ D
Common Stock, par value \$0.001 per share	09/22/2015		F	38,472 ⁽²⁾	D	\$ 1.3 ⁽²⁾	1,248,814 ⁽¹⁾ D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Common Stock Options	\$ 0.35	09/18/2015		M	142,856	06/30/2005 09/26/2015	Common Stock 142,856

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Seymour Eugene 1 CONTROLS DRIVE SHELTON, CT 06484	X Chief Executive Officer

Signatures

/s/ Eugene
Seymour 09/24/2015

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 425,571 shares of Series A Convertible Preferred Stock (the "Series A") which vote at the rate of nine votes per share of Series A and is convertible into shares of Common Stock upon a change of control of the Company or upon the Common Stock achieving certain trading prices.
- (2) Reflects 38,472 shares withheld by the Issuer at the market price of \$1.30 per share, less an exercise price of \$0.35 per share, to fund the cashless exercise of 142,856 options.

Remarks:

Certain of the transactions reported above in Table I reflect the cashless exercise of stock options. The cashless exercise for the

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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