

NANOIRICIDES, INC.
Form 4
February 03, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BONIUK MILTON

(Last) (First) (Middle)

**C/O NANOIRICIDES, INC., 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)
02/01/2017

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 per share	02/01/2017		J ⁽¹⁾	605,474 D	\$ 0 0 ⁽²⁾	I	Held by Boniuk Charitable Foundation

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)
Unsecured 8% Coupon Series B Convertible Debentures	\$ 3.5	02/01/2017		J ⁽¹⁾	1	02/01/2013 01/31/2017 ⁽³⁾	Common Stock, par value \$0.001 571,428 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONIUK MILTON C/O NANOIRICIDES, INC. 1 CONTROLS DRIVE SHELTON, CT 06484	X			

Signatures

/s/ Milton
Boniuk 02/03/2017

**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).

- Effective February 1, 2017, the Reporting Person no longer holds voting and dispositive control over the shares of common stock owned by Boniuk Charitable Foundation (the "Foundation") reported in this Form 4. This Form 4 solely reflects the relinquishment of that control by the Reporting Person. The Foundation is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. No
- (1) part of the Foundation's net income may inure to the benefit of the Reporting Person or any other private person, and the assets of the Foundation may not revert to private ownership if the Foundation is dissolved. Accordingly, the Reporting Person does not and did not have a pecuniary interest in the shares held by the Foundation and such shares no longer will be reported as beneficially owned by the Reporting Person for purposes of Section 16(a).
 - (2) Does not include: (a) 1,240,063 shares of Common Stock and warrants to purchase an additional 571,428 shares of Common Stock held by the Reporting Person and his wife; (b) 309,844 shares of Common Stock, 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

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into 654,500 shares of common stock, which are not readily convertible; or (c) 976,902 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, Ltd.; Dr. Boniuk holds voting and dispositive power over Boniuk Interests Ltd. and the Milton Boniuk IRA.

(3) Reflects the maturity date of debenture.

(4) Based upon the conversion price of \$3.50.

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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