

Edgar Filing: NANOVIRICIDES, INC. - Form 8-K

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 5.07. Submission of Matters to a Vote of Security Holders.

(a) On December 9, 2013, NanoViricides, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Meeting”). Of the 49,841,075 shares of common stock entitled to vote at the Meeting, 41,548,899 shares of common stock were present in person or by proxy and entitled to vote and 2,857,000 shares of Series A Convertible Preferred Stock were present in person or by proxy and entitled to vote, representing approximately 89% of the Company’s outstanding voting capital stock.

(b) At the Meeting, the Company’s stockholders: (i) re-elected Eugene Seymour, as director of Class II for a two-year term expiring at the 2015 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier resignation or removal; (ii) voted, on an advisory basis, on the compensation of the Company’s named executive officers; (iii) voted, on an advisory basis, on a three year frequency to approve the compensation of the Company’s named executive officers; (iv) ratified the appointment of Li & Company, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2014. Each proposal is described in more detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on October 22, 2013.

The voting results for each proposal are set forth below:

Proposal 1 – To re-elect Eugene Seymour as director of Class II for a two-year term expiring at the 2015 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier resignation or removal:

| Votes For | Votes Against | Votes Withheld | Broker Non-Votes |
|------------------|----------------------|-----------------------|-----------------------------|
| 44,255,977 | 0 | 281,490 | 22,738,718 |

Proposal 2 – Advisory vote on the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-----------------------------|
| 44,086,009 | 229,312 | 207,860 | 22,738,718 |

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Proposal 3 – Advisory vote on a three year frequency to approve the compensation of the Company’s named executive officers:

| Votes For | Votes Against | Votes Abstained | Broker |
|------------------|----------------------|------------------------|------------------|
| 41,319,754 | 3,063,582 | 154,131 | Non-Votes |
| | | | 0 |

Proposal 4- To ratify the appointment of Li & Company, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2013:

| Votes For | Votes Against | Votes Abstained | Broker |
|------------------|----------------------|------------------------|------------------|
| 52,339,707 | 330,249 | 563,497 | Non-Votes |
| | | | 0 |

Item 7.01

Regulation FD Disclosure.

On December 10, 2013, the Company issued a press release announcing the results of its 2013 Annual Meeting of Stockholders.

Item 9.01 Financial Statement and Exhibits.

Exhibit Number Description

99.1 Press Release, dated December 10, 2013.

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: December 13, 2013 By: */s/ Eugene Seymour, MD*

Name: Eugene Seymour

Title: Chief Executive Officer

INDEX OF EXHIBITS

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | Press Release, dated December 10, 2013. |