

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549  
FORM 10-Q/A2

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended JULY 31, 2011

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file number 333-68008

**NUVILEX, INC.**

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(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation or organization)

**62-1772151**  
(I.R.S. Employer Identification No.)

**12510 Prosperity Blvd., Suite #310, Silver Spring, MD 20904**  
(Address of principal executive offices)

**(240) 696-6859**  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of September 19, 2011, the issuer had 376,662,581 shares of its common stock issued and outstanding.

#### **Explanatory Note**

The purpose for filing this Amendment #2 for the Registrant's 10-Q Quarterly Report for the quarterly period ended July 31, 2011, is solely to change the mistaken shell company box to correctly state: "**No.**" This indicates **the registrant is NOT a shell company** as defined in Rule 12b-2 of the Exchange Act. Nuvilex was not in 2011, and is not today, a shell company. The Yes box was inadvertently and inappropriately marked when the 10Q submission was filed in 2011 and this error is now corrected as a result of this Amendment #2.

The telephone number has also been updated to the correct present number for the company. No other changes have been made to the Form 10-Q that was originally filed in September 2011 for the period ended July 31, 2011 and thus no additional pages are submitted herewith.

This Amendment to the Form 10-Q speaks only to the condition of the Company as of the original filing date of this Form 10-Q, does not reflect events that may have occurred subsequent to that date, and does not modify, change, or update in any way, disclosures provided in the original Form 10-Q.