

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A  
Amendment No. 2

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-68008

**NUVILEX, INC.**

(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 Drive, Suite #310, Silver Spring, MD 20904**

(Address of principal executive offices)

**(240) Own-NVLX**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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) 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of September 19, 2011, the registrant had 376,662,581 outstanding shares of Common Stock.

**Explanatory Note**

This Amendment No. 2 on Form 10-Q/A (this “Amendment”) amends our quarterly report on Form 10-Q/A Amendment No. 1 for the fiscal quarter ended July 31, 2011 as filed with the Securities and Exchange Commission on September 20, 2011, and is being filed solely to correct a typographical error on the cover page of the Form 10-Q/A, to check the box marked “No” (instead of the box marked “Yes”) with respect to whether the Company is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act).

**Item 6. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   | <b>Location</b>  |
|--------------------|--|--|
| 2.1                | Asset Purchase Agreement, dated August 24, 2005, between the Company and Mark Taggatz.                     | Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on August 30, 2005.                               |
| 2.2                | Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb.             | Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.                             |
| 2.3                | Addendum to Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb. | Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.                             |
| 2.4                | Share Exchange Agreement, dated January 12, 2009, between the Company and Freedom2 Holdings, Inc.          | Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.                              |
| 2.5                | Share Exchange Agreement, dated May 26, 2011 between the Company and SG Austria, Inc.                      | Incorporated by reference from the Company's Current Report on Form 10-Q filed with the SEC on September 14, 2011.                           |
| 3.1                | Articles of Incorporation of DJH International, Inc. dated October 25, 1996.                               | Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001. |
| 3.2                | Certificate of Amendment of Articles of Incorporation of DJH International, Inc. dated October 20, 2000.   | Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001. |
| 3.3                | Certificate of Amendment of Articles of Incorporation dated November 14, 2003.                             | Incorporated by reference from the Company's Registration Statement on Form.   |
| 3.4                | Certificate of Amendment of Articles of Incorporation dated June 30, 2008.                                 | Incorporated by reference from the Company's Registration Statement on Form.   |
| 3.5                | Certificate of Amendment of Articles of Incorporation dated January 22, 2009.                              | Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on March 26, 2009.                                |

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|------|---|--|
| 3.6  | Corporate Bylaws.   | Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001. |
| 3.7  | Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock dated December 20, 2007.                                | Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.                              |
| 3.8  | Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock, dated April 29, 2008.                                  | Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.                              |
| 4.1  | Reference is made to Exhibits 3.1, 3.2 and 3.3.   |  |
| 4.2  | Form of Common Stock Certificate.   | Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001. |
| 31.1 | Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under Sarbanes-Oxley Act of 1934, as amended.        | Filed herewith.  |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*. | Filed herewith.  |
| 101  | Interactive Data Files for the Nuvilex, Inc. Form 10-Q for the period ended July 31, 2011   | Incorporated by reference from the Company's Form 10-Q/A #1 filed with the SEC on September 20, 2011.  |

## 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.

NUVILEX, INC.

March 26, 2012

By: /s/ Robert F. Ryan  
Robert F. Ryan, M.S., Ph.D.  
President, Chief Executive Officer and Interim Chief Financial Officer  
(Principal Executive Officer On behalf of the Registrant)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

March 26, 2012

By: /s/ Patricia Gruden  
Patricia Gruden, Chairman of the Board of Directors

March 26, 2012

By: /s/ Robert Bowker  
Robert Bowker, Director

March 26, 2012

By: /s/ Richard Goldfarb  
Richard Goldfarb, M.D., FACS, Director

March 26, 2012

By: /s/ Timothy Matula  
Timothy Matula, Director

## EXHIBIT 31.1

### SECTION 302 CERTIFICATION

I, Robert F. Ryan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Nuvilex, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business owner's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small issuer's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: March 26, 2012

By: /s/ Robert F. Ryan  
Robert F. Ryan, M.S., Ph.D.  
President and Chief Executive Officer  
(Principal Executive Officer)

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## EXHIBIT 31.2

### SECTION 302 CERTIFICATION

I, Robert F. Ryan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of Nuvilex, Inc.:
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business owner's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business owner's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small issuer's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: March 26, 2012

By: /s/ Robert F. Ryan  
Robert F. Ryan  
Interim Chief Financial Officer

(Interim Principal Financial Officer)

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## EXHIBIT 32.1

### SECTION 906 CERTIFICATION

In connection with the Quarterly Report of Nuvilex, Inc. on Form 10-Q/A for the period ending July 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert F. Ryan, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Robert F. Ryan  
Robert F. Ryan, M.S., Ph.D.,  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: March 26, 2012

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## EXHIBIT 32.2

### SECTION 906 CERTIFICATION

In connection with the Quarterly Report of Nuvilex, Inc. on Form 10-Q/A for the period ending July 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert F. Ryan, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Robert F. Ryan  
Robert F. Ryan  
Interim Chief Financial Officer  
(Interim Principal Financial Officer)

Date: March 26, 2012

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