UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **DECEMBER 31, 2008**

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

Commission file number **000-08161**

DIONICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**11-2166744**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
65 Rushmore Street	
Westbury, New York	**11590**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(516) 997-7474**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock ($.01 par value)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes [ ] No [X]

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 [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant (5,800,022 shares) as of June 30, 2008, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $174,000. The number of shares outstanding of the Common Stock ($.01 par value) of the Issuer as of the close of business on March 1, 2009 was 9,928,678.

Documents Incorporated by Reference: None

DIONICS, INC.

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Forward-Looking Statements

This report contains certain forward-looking statements and information relating to the Company that are based on the beliefs and assumptions made by the Company's management as well as information currently available to the management. When used in this document, the words "anticipate", "believe", "estimate", and "expect" and similar expressions, are intended to identify forward-looking statements. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. Certain of these risks and uncertainties are discussed in this report in Part I, Item 1A "Risk Factors". The Company does not intend to update these forward-looking statements.

PART I

Item 1. Business.

Business Development

Dionics, Inc. (referred to herein as "Dionics", the "Company", "we", "us" and "our") was incorporated under the laws of the State of Delaware on December 19, 1968 as a general business corporation.

The Company has never been in bankruptcy, receivership or any similar proceeding.

The Company has never been involved in any material reclassification, merger or consolidation.

There have been no material changes in the mode of conducting the business of the Company.

Business of the Company

The Company designs, manufactures and sells silicon semi-conductor electronic products, as individual discrete components, as multi-component integrated circuits and as multi-component hybrid circuits.

(i) The individual discrete components are predominantly transistors, diodes and capacitors, intended for use in miniature circuit assemblies called "hybrid micro-circuits". In order to facilitate their being easily assembled into the "hybrid" circuits products by its customers, these products are supplied by the Company in un-wired unencapsulated microscopic chip form. A variety of such components is supplied by the Company, some as "standard" products which it offers to the industry at large, and other as special or custom-tailored products which it manufactures to certain specific electronic requirements of an individual customer.

Due to the rapidly changing needs of the marketplace, there are continual shifts in popularity among the various chip components offered by the Company. Within the year, and from year to year, a largely random variation in the needs of its customers prevents any meaningful comparison among the many devices in this category. Taken as a whole, however, the category of discrete chip components for the hybrid circuit industry is one of the three main classes of products offered by the Company.

A second main class of products offered by the Company is encapsulated, assembled, integrated circuits for use in electronic digital display functions. Due to unusual and proprietary technology, the Company is able to produce high-voltage integrated circuits higher than the average available in the industry. These are designed for specific high-voltage applications involved in digital displays based on gas-discharge or vacuum fluorescence.

For the most part, the Company's sales in this category of product are standard circuits, designed by the Company, and offered to the industry at large. In some instances, customer-designed circuits are produced and sold only to the sponsoring customer, with specific electrical performance needed by that customer.

The third main class of products offered by the Company is a range of hybrid circuits that function as opto-isolated MOSFET drivers and custom Solid State Relays. Both of these incorporate a light emitting diode (LED) as the input and a dielectrically-isolated (DI) array of photo-voltaic diodes which, in response to the infra-red light input, generate a voltage as the output. MOSFET drivers, or ISO-GATES, as the Company has named them, are sold as a packaged combination of the LED and photo-voltaic chips. Custom Solid State Relays also add the MOSFET output devices in the same package along with certain other associated components.

We have also recently developed a fourth main class of products, “Silicon light-chips”, that combine certain aspects of other products, along with several unique features of their own. This new product area involves Light Emitting Diodes (LEDs) of different colors being embedded in carefully shaped depressions in a Silicon chip. The main advantages of the combination is to enhance the light-delivery of the LEDs, as well as to keep them cool. These Silicon light-chips may be used in lighting systems that produce white light or mono-colored light.

The percentage of total revenues for each of the four product classes was in excess of fifteen (15%) percent in 2008.

(ii) The Company has not invested any material amount of assets in, nor has it announced, any new major product line in any new industry segment.

(iii) Raw materials essential to the business of the Company are readily available from many sources within the United States.

(iv) The Company has had nine (9) United States patents issued to date. Each patent is for a 17-year duration. The earliest patent was granted in 1971 and the latest in 1990. Therefore, the expiration dates range from 1988 through 2007. As a result, all such patents have expired.

(v) The business of the Company is not seasonal.

(vi) There were three customers to whom, for the fiscal year ended December 31, 2008, sales were made equal to 10% or more of the Company’s sales. Such three largest customers in 2008 were as follows:

Name	**Approximate Percentage of Business**
Customer “A”	18.0%
Customer “B”	11.5%
Customer “C”	11.0%

The actual names of the customers above referred to are not set forth since the identity of such substantial customers is a trade secret of the Company and deemed confidential. Disclosure of such names would be detrimental to the best interests of the Company and its investors and would adversely affect the Company’s competitive position.

The loss of any of the above customers may have a material adverse affect on the business of the Company.

(vii) Almost all of the orders for the Company’s products are by their terms cancelable, or their delivery dates may be extended by a customer without penalty. There can be no assurance that any of the orders will become consummated sales. Accordingly, none of the orders that the Company has can be designated as backlog. With respect to orders that are believed to be firm, but are nonetheless subject to cancellation, such backlog was at December 31, 2007 approximately $369,500 and at December 31, 2008 approximately $234,138.

(viii) No material portion of the Company’s business is subject to renegotiation of profits or termination of contracts or subcontracts at the election of the Government.

(ix) The Company competes with numerous other companies which design, manufacture and sell similar products. Some of these competitors have broader industry recognition, have financial resources substantially greater than the Company and have far more extensive facilities, larger sales forces and more established customer and supplier relationships than those which are available to the Company.

Competition in the industry is principally based upon product performance and price. The Company’s competitive position is based upon its evaluation of its products’ superior performance and its general pricing structure which Management believes is favorable in its industry although the Company may suffer from price competition from larger competitors whose facilities and volume base enable them to produce a competitive product at a lower price.

(x) Compliance with Federal, State and local provisions which have been enacted or adopted regulating the discharge of materials into the environment or otherwise relating to the protection of the environment has had no material effect upon the Company's capital expenditures, earnings or competitive position.

(xi) The number of persons employed by the Company at December 31, 2008 was 10. The Company's employees are not represented by unions and/or collective bargaining agreements.

Item 1A. Risk Factors.

In addition to other information and financial data set forth elsewhere in this report, the following risk factors should be considered carefully in evaluating the Company.

THE CURRENT FINANCIAL CRISES AND DETERIORATING ECONOMIC CONDITIONS MAY HAVE A MATERIAL ADVERSE IMPACT ON OUR BUSINESS AND FINANCIAL CONDITION THAT WE CURRENTLY CANNOT PREDICT**.** The economic conditions in the United States and throughout the world have been deteriorating. Global financial markets have been experiencing a period of unprecedented turmoil and upheaval characterized by extreme volatility and declines in prices of securities, diminished liquidity and credit availability, inability to access capital markets, the bankruptcy, failure, collapse or sale of financial institutions and an unprecedented level of intervention from the United States federal government and other governments. Unemployment has risen while businesses and consumer confidence have declined and there are fears of a prolonged recession. Although we cannot predict the impacts on us of the deteriorating economic conditions, they could materially adversely affect our business and financial condition.

OUR OPERATING RESULTS MAY FLUCTUATE. Our operating results may fluctuate because of a number of factors, many of which are beyond our control. Some of these factors that affect our results but which are difficult to control or predict are: the reduction, rescheduling or cancellation of orders by customers whether as a result of slowing demand for our products, stockpiling of our products or otherwise; fluctuations in the timing and amount of customer requests for product shipments; fluctuations in product life cycles; changes in the mix of products that our customers buy; competitive pressures on selling prices; the ability of our customers to obtain components from their other suppliers; and general economic conditions.

NO ASSURANCE THAT RECENT IMPROVEMENTS WILL CONTINUE. For the years ended December 31, 2008 and 2007, we had sales of $1,256,500 and $1,109,100, respectively, and achieved net income of $199,900 in 2008 and $119,500 in 2007. This follows a period of five consecutive years in which sales averaged approximately $800,000 per year and we suffered net losses in four of those five years. While we are encouraged by the results we have achieved in the previous two years, there can be no assurance that these improvements will continue and that we will not return to an extended period of non-profitability.

LOSS OF KEY CUSTOMERS. Our customers are concentrated, so the loss of one or more key customers could significantly reduce our revenues. In 2008, approximately 40.5% of our revenues were from three customers. The loss of any of these customers could have a material adverse effect on the Company.

RAPID TECHNOLOGICAL CHANGE. Our markets are subject to rapid technological change, so our success depends heavily on our ability to develop and introduce new products.

COMPETITION. The markets in which we compete are highly competitive and subject to rapid technological change and pricing pressures.

PATENTS AND PROPRIETARY PROTECTION. The Company has had nine (9) United States patents issued to date. Each patent is for a 17-year duration. The earliest patent was granted in 1971 and the latest in 1990. Therefore, the expiration dates range from 1988 through 2007. As a result, all such patents have expired. There can be no assurance that others may not independently develop the same, similar or alternative products or otherwise obtain access to our proprietary technologies.

DEPENDENT ON KEY PERSONNEL. Our success is dependent upon the continued service of our key personnel including our current chief executive officer. While, to our knowledge, none of such persons has any definitive plans to retire or leave our company in the near future, any of such persons could decide to leave us at any time to pursue other opportunities. The loss of services of Mr. Kravitz or any of our other key personnel could have a material adverse effect on the Company. Due to the specialized nature of our business, our success depends in part upon attracting and retaining the services of qualified managerial and technical personnel.

MAINTAINING AND IMPROVING OUR FINANCIAL CONTROLS MAY STRAIN OUR RESOURCES AND DIVERT MANAGEMENT’S ATTENTION. We are subject to the requirements of the Securities Exchange Act of 1934, including the requirements of the Sarbanes-Oxley Act of 2002. The requirements of these rules and regulations have increased, and we expect will continue to increase, our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on our personnel, systems and resources. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. This can be difficult to do. As a result of this and similar activities, management’s attention may be diverted from other business concerns, which could have a material adverse effect on our business, financial condition and results of operations.

CURRENT LEVELS OF MARKET VOLATILITY COULD HAVE ADVERSE IMPACTS. The capital and credits markets have been experiencing volatility and disruption. If the current levels of market disruption and volatility continue or worsen, there can be no assurance that the Company will not experience adverse effects, which may be material. These effects may include, but are not limited to, difficulties in raising additional capital or debt and a smaller pool of investors and funding sources. There is thus no assurance the Company will have access to the equity capital markets to obtain financing when necessary or desirable.

MARKET FOR COMMON STOCK; VOLATILITY OF THE STOCK PRICE. Our stock price experiences significant volatility. The market price of the Common Stock, which currently is quoted in the “pink sheets”, has, in the past, fluctuated substantially over time and may in the future be highly volatile. In addition, the Company believes that relatively few market makers make a market in the Company’s Common Stock. The actions of any of these market makers could substantially impact the volatility of the Company’s Common Stock.

ABSENCE OF DIVIDENDS. We have never declared or paid any cash dividends on our common stock and we do not intend to pay cash dividends on our common stock in the foreseeable future.

POTENTIAL FUTURE SALES PURSUANT TO RULE 144. Many of the shares of Common Stock presently held by management and others are “restricted securities” as that term is defined in Rule 144, promulgated under the Securities Act of 1933, as amended. Under Rule 144, a person (or persons whose shares are aggregated) who has satisfied a certain holding period, may, under certain circumstances sell such shares or a portion of such shares. Effective as of February 15, 2008, the holding period for the resale of restricted securities of reporting companies was shortened from one year to six months. Additionally, the SEC substantially simplified Rule 144 compliance for non-affiliates by allowing non-affiliates of reporting companies to freely resell restricted securities after satisfying a six-month holding period (subject only to the Rule 144(c) public information requirement until the securities have been held for one year) and by allowing non-affiliates of non-reporting companies to freely resell restricted securities after satisfying a 12-month holding period. Such holding periods have already been satisfied in many instances. Therefore, actual sales or the prospect of sales of such shares under Rule 144 in the future may depress the prices of the Company’s securities.

OUR COMMON STOCK IS A PENNY STOCK. Our Common Stock is classified as a penny stock, which is traded on the OTCBB. As a result, an investor may find it more difficult to dispose of or obtain accurate quotations as to the price of the shares of the Common Stock. In addition, the “penny stock” rules adopted by the Securities and Exchange Commission subject the sale of the shares of the Common Stock to certain regulations which impose sales practice requirements on broker-dealers. For example, broker-dealers selling such securities must, prior to effecting the transaction, provide their customers with a document that discloses the risks of investing in such securities. Furthermore, if the person purchasing the securities is someone other than an accredited investor or an established customer of the broker-dealer, the broker-dealer must also approve the potential customer’s account by obtaining information concerning the customer’s financial situation, investment experience and investment objectives. The broker-dealer must also make a determination whether the transaction is suitable for the customer and whether the customer has sufficient knowledge and experience in financial matters to be reasonably expected to be capable of evaluating the risk of transactions in such securities. Accordingly, the Commission’s rules may result in the limitation of the number of potential purchasers of the shares of the Common Stock. In addition, the additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in the Common Stock, which could severely limit the market of our Common Stock.

LIMITATIONS OF THE OTCBB CAN HINDER COMPLETION OF TRADES. Trades and quotations on the OTCBB involve a manual process that may delay order processing. Price fluctuations during a delay can result in the failure of a limit order to execute or cause execution of a market order at a price significantly different from the price prevailing when an order was entered. Consequently, one may be unable to trade in our Common Stock at optimum prices.

THE OTCBB IS VULNERABLE TO MARKET FRAUD. OTCBB securities are frequent targets of fraud or market manipulation, both because of their generally low prices and because OTCBB reporting requirements are less stringent than those of the stock exchanges or NASDAQ.

INCREASED DEALER COMPENSATION COULD ADVERSELY AFFECT STOCK PRICE. OTCBB dealers' spreads (the difference between the bid and ask prices) may be large, causing higher purchase prices and less sale proceeds for investors.

Except as required by the Federal Securities Law, we do not undertake any obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this Form 10-KSB or for any other reason.

Item 1B. Unresolved Staff Comments.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 2. Properties.

The Company's executive offices are located at 65 Rushmore Street, Westbury, New York, which until July 2005 was owned by the Company (sometimes herein referred to as the "Westbury Property").

On April 20, 2005, the Company entered into an Acquisition Agreement with 65 Rushmore Realty, LLC (the "Purchaser") pursuant to which the Purchaser agreed to purchase the Westbury Property for the sum of $990,000. The closing was subject to certain conditions including but not limited to an environmental inspection of the Westbury Property and the Company entering into a seven year lease to continue to occupy the Westbury Property after closing. On July 27, 2005, the Company completed the sale of the Westbury Property.

Contemporaneously with the sale of the Westbury Property, on July 27, 2005, the Company entered into a lease agreement (the "Lease") with the Purchaser pursuant to which the Company has agreed to lease the Westbury Property for the term of seven years at a base monthly rental of $6,940.50. Commencing August 1, 2009, the base rent shall be increased annually in accordance with the changes in the Consumer Price Index. The Company shall also pay all costs, fees, expenses and obligations of every kind and nature (including real estate taxes) relating to the Westbury Property during the term of the Lease. The Company has the right to terminate the Lease prior to the expiration date upon 120 days notice to the Purchaser.

The Company fully utilizes 65 Rushmore Street which presently houses all of the Company's manufacturing facilities, as well as all of its research, sales and management activities.

The Company believes that its present facilities at 65 Rushmore Street are adequate for current operations.

Item 3. Legal Proceedings.

There are no material pending legal proceedings to which the Company is a party or to which any of its property is subject.

Item 4. Submission of Matters to a Vote of Security-Holders.

No matter was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is traded in the over-the-counter market under the symbol "DION". Since January 7, 2009, it has been listed on the OTC Bulletin Board. Prior thereto, our common stock was quoted in the "pink sheets" promulgated by Pink OTC Markets Inc. (formerly, Pink Sheets LLC). For the periods indicated, the following table sets forth the high and low sales prices per share of common stock. These prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

Period	High	Low
Year ended December 31, 2007:		
Jan. 1, 2007 to March 31, 2007	$0.38	$0.03
April l, 2007 to June 30, 2007	$0.11	$0.04
July 1, 2007 to Sept. 30, 2007	$0.06	$0.04
Oct. 1, 2007 to Dec. 31, 2007	$0.06	$0.04
Year ended December 31, 2008:		
Jan. 1, 2008 to March 31, 2008	$0.06	$0.04
April l, 2008 to June 30, 2008	$0.04	$0.02
July 1, 2008 to Sept. 30, 2008	$0.12	$0.02
Oct. 1, 2008 to Dec. 31, 2008	$0.05	$0.03

Holders

As of March 1, 2009, there are approximately 330 record holders of the Company's Common Stock.

Dividends

During 2007 and 2008, no cash dividends have been declared or paid on the Company's Common Stock. In addition, no cash dividends have been declared or paid since then.

Recent Sales of Unregistered Securities

We did not issue or sell any equity securities during the year ended December 31, 2007 that were not registered under the Securities Act of 1933, as amended (the "Securities Act").

On May 16, 2008, we granted 472,500 shares of common stock to 10 employees and 100,000 shares of common stock to David M. Kaye, a director of the Company, for services rendered to the Company. In addition, on October 2, 2008, we granted 100,000 shares of common stock to one employee for services rendered to the Company. All of the foregoing shares of common stock were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act, for "transactions by the issuer not involving any public offering".

Item 6. Selected Financial Data.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the audited financial statements and the notes thereto appearing elsewhere in this report and is qualified in its entirety by the foregoing.

Introduction

First, we think it is worthy of note that this full-year 2008 report is the first year-end report being filed after the Company regained "current" status in its SEC filing obligations. A successful multi-year "catch-up" program, completed in late 2008, eliminated six-years worth of previously delinquent SEC reports.

Liquidity and Capital Resources

For 2008, the Company's improved and strongly profitable financial performance resulted in its year-end Cash position reaching $300,000. The Company's debt profile had also been improved when, in the Second Quarter of 2008, it was able to repay several emergency loans made to it by its CEO during the "troubled" years of 2005 and 2006. The Company's only remaining debt is now $301,000 of Deferred Compensation, currently payable in May 2009, following several other deferrals in years past. This report is being written in March of 2009, however, and, in view of the recent severe economic downturn, it is not clear whether the Company will be able to fully honor this debt obligation, or may have to renegotiate it once again. Since the entire amount is payable to its CEO, the Company does not really anticipate any adversarial problems, although neither can it anticipate the extent or the form of any potential renegotiation.

Results of Operations

Sales volume in the year-ended December 31, 2008 reached $1,256,500, an increase of 13 percent over the $1,109,100 level reached in the full year of 2007. Increases were seen across all product lines, with particular benefit coming when some long-time customers placed "life-time buys" for several mature products that may, in fact, see reduced usage in the future. "Life-time buys," however, is an inexact phrase, and the products they relate to are sometimes known to be re-ordered for a customer's unexpected "life-after-death" requirement. At the time of this writing, while we dare not attribute any significance to them yet, some signs of "twitching" have been observed in what was thought to be the corpse of a customer's dead program.

Cost of Sales for the year of 2008 reached $717,000, as compared to $700,800 for the year of 2007, an increase of 2.3 percent.

Gross Profits reached $539,500 for the year of 2008, as compared to $408,300 for the year of 2007, an increase of 32 percent, largely due higher sales volume and higher profitability on mature products.

Selling, General and Administrative Expenses for 2008 rose to $343,100 as compared to $294,000 for 2007, an increase of 17 percent. The increase in SG&A for2008 was largely caused by the significant professional fees involved in re-establishing the Company's "current" status regarding past SEC filing delinquencies.

Net Income After Taxes for 2008 showed a Net Profit of $199,900 as compared to $119,500 in 2007, an increase of 67 percent The increase is largely attributable to lower unit costs on mature products, and higher sales volume experienced in 2008.

At the time of this writing in March 2009, it is more than obvious that industry is experiencing a serious economic downturn. It is too early in the year, with visibility much too limited, to even begin to estimate what full-year 2009 performance may be. It is clear, however, that the beginning of the year sees us getting off to a slow start. Nevertheless, both our confidence and our primary technology-thrust remain focused on the long-term growth opportunities for our optically-isolated, photovoltaic (PV) MOSFET-drivers. Rather than just "waiting-it-out," therefore, the Company, fortunately in a strong cash position, is using the slower start to improve products, to develop new ones and to also explore a variety of external growth opportunities. Management does not rule out that there is still at least one more rabbit in the Dionics hat.

Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, and results of operations, liquidity or capital expenditures.

Significant Accounting Policies

Our discussion and analysis of the Company's financial condition and results of operations are based upon our consolidated financial statements which have been prepared in conformity with U.S. generally accepted accounting principles. Our significant accounting policies are described in Note 1 to the financial statements included elsewhere herein. The application of our critical accounting policies is particularly important to the portrayal of our financial position and results of operations. These critical accounting policies require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We believe the following critical accounting policies reflect the more significant judgments and estimates used in the preparation of the consolidated financial statements.

Accounts Receivable - Accounts for which no payments have been received for three consecutive months are considered delinquent and a reserve is setup for them. Customary collection efforts are initiated and an allowance for uncollectible accounts is set up and the related expense is charged to operations.

Inventories - Inventories are stated at the lower of cost (which represents cost of materials and manufacturing costs on a first-in, first-out basis) or market. Cost is determined principally on the average actual cost method. Finished goods and work-in-process inventories include material, labor, and overhead costs. Factory overhead costs are allocated to inventory manufactured in-house based upon cost of materials.

Notes Payable - The Company accounts for all note liabilities that are due and payable in one year as short-term notes.

Long-Lived Assets- Property, Plant and Equipment - These assets are recorded at cost less depreciation and amortization. Depreciation and amortization are accounted for on the straight-line method based on estimated useful lives. The amortization of leasehold improvements is based on the shorter of the lease term or the life of the improvement. Betterments and large renewals, which extend the life of the asset, are capitalized whereas maintenance, repairs and small renewals are expenses, as incurred. The estimated useful lives are: machinery and equipment, 7-15 years; buildings, 30 years; and leasehold improvements, 10-20 years.

Income Taxes - Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

Item 8. Financial Statements and Supplementary Data.

DIONICS, INC.
FINANCIAL STATEMENTS

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For the years ended December 31, 2008 and 2007

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT

To the Board of Directors and Shareholders of Dionics, Inc.:

I have audited the balance sheet of Dionics, Inc. as of December 31, 2008 and 2007, and the related income statements, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dionics, Inc., as of December 31, 2008 and 2007, and the results of their operations and their cash flows for the years then ended, in conformity with U. S. generally accepted accounting principles.

The company is not required to have, nor was I engaged to perform, an audit of its internal control over financial reporting. My audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the Company's internal control over financial reporting. Accordingly, I express no such opinion.

/s/ **Michael F. Albanese, CPA**

Michael F. Albanese, CPA

Parsippany, New Jersey
March 25, 2009

DIONICS, INC.
BALANCE SHEETS
as of December 31,
(Audited)

	2008	2007
ASSETS		
Current Asset:		
Cash and cash equivalents	$ 300,000	$ 151,500
Accounts receivables - net of allowance of $5,300 in 2008 and $7,300 in 2007- (Notes 1 and 2)	86,100	87,300
Inventory - (Note 1)	159,300	124,100
Prepaid expenses	8,600	8,000
Total Current Assets	554,000	370,900
Property, plant and other equipment, net of accumulated depreciation of $1,422,400 in 2008 and $1,421,600 in 2007 - (Notes 1 and 3)	400	1,200
Other assets	21,100	21,100
	$ 575,500	$ 393,200
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	$ 42,200	$ 60,300
Accrued expenses	31,200	18,100
Due to shareholder	0	29,000
Deferred compensation - current (Note 4)	301,000	0
Total Current Liabilities	374,400	107,400
Deferred compensation (Note 4)	0	301,000
TOTAL LIABILITIES	374,400	408,400
Stockholders' equity (deficiency)		
Common Stock / $.01 par value, 51,000,000 shares authorized, shares issued and outstanding - 10,093,222 in 2008 and 9,420,722 in 2007	100,900	94,200
Additional paid in capital	1,966,800	1,957,100
Accumulated Deficit	(1,646,000)	(1,845,900)
	421,700	205,400
Less: Treasury Stock at cost (164,544 Shares in 2008 and 2007)	(220,600)	(220,600)
TOTAL STOCKHOLDERS' EQUITY	201,100	(15,200)
	$ 575,500	$ 393,200

The accompanying notes are an integral part of the financial statements

DIONICS, INC.
STATEMENTS OF OPERATIONS
For the years ended December 31,
(Audited)

	2008	2,007
Net sales	$ 1,256,500	$ 1,109,100
Cost of sales	717,000	700,800
Gross profit	539,500	408,300
Selling, general and administrative expenses	343,100	294,000
Earnings from operations	196,400	114,300
Dividend income	3,500	5,700
Net income before income taxes	199,900	120,000
Income taxes and benefits (Note 6)	0	500
Net income	$ 199,900	$ 119,500
Gain per share	$ 0.020	$ 0.013
Weighted average number of shares outstanding	9,842,722	9,256,178

The accompanying notes are an integral part of the financial statements

DIONICS, INC.
STATEMENTS OF SHAREHOLDER'S EQUITY
For the years ended December 31, 2008 and 2007
(Audited)

	Common Stock		Additional		Treasury Stock		
	Number of Shares	Value	Paid in Capital	Deficit	Number of Shares	Cost	Total
Balance as of December 31, 2006 (audited)	9,420,722	$ $94,200	$ 1,957,100	$ (1,965,400)	164,544	$ (220,600)	$ (134,700)
Net income				119,500			119,500
Balance as of December 31, 2007 (audited)	9,420,722	$ 94,200	$ 1,957,100	$ (1,845,900)	164,544	$ (220,600)	$ (15,200)
Shares issued - May 16, 2008	672,500	6700	9700				16,400
Net income				199,900			199,900
Balance as of December 31, 2008 (audited)	10,093,222	$ 100,900	$ 1,966,800	$ (1,646,000)	164,544	$ (220,600)	$ 201,100

The accompanying notes are an integral part of the financial statements

DIONICS, INC.
STATEMENTS OF CASH FLOWS
For the years ended December 31,
(Audited)

	Increase (Decrease) in Cash and Cash Equivalents 2008	2,007
Cash flows from operating activities:		
Net income	$ 199,900	$ 119,500
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	800	1,100
Change in operating assets and liabilities:		
Accounts receivable	1,200	(33,700)
Prepaid expenses	(600)	3,500
Inventory	(35,200)	73,000
Other assets	0	0
Accounts payable	(18,100)	(56,400)
Accrued expenses	13,100	1,300
Net cash provided by operating activites	161,100	108,300
Cash flow provided by investing activities		
Increase in Common Stock	9,700	
Additional Paid in Capital	6,700	
	16,400	0
Cash flow provided by (used in) financing activities:		
Shareholder loan	(29,000)	
	(29,000)	0
Net increase in cash	148,500	108,300
Cash at beginning of period	151,500	43,200
Cash at end of period	$ 300,000	$ 151,500

The accompanying notes are an integral part of the financial statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

BUSINESS

The Company designs, manufactures and sells silicon semiconductor electronic products, as individual discrete components, as multicomponent integrated circuits and as multicomponent hybrid circuits.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with general accepted accounting principals requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

Holdings of highly liquid investments with maturities of three months or less, when purchased, are considered to be cash equivalents. The carrying amount reported in the balance sheet for cash and cash equivalents approximates its fair values. The amount of federally insured cash deposits was $74,000 as of December 31, 2008 and $151,500 as of December 31, 2007.

Fair Values of Financial Instruments

The carrying amount of trade accounts receivable, accounts payable, prepaid and accrued expenses, bonds and notes payable, and amounts due to shareholders, as presented in the balance sheet, approximates fair value.

Accounts Receivable

Accounts for which no payments have been received for three consecutive months are considered delinquent and a reserve is setup for them. Customary collection efforts are initiated and an allowance for uncollectible amounts is set up and the related expense is charged to operations.

Merchandise Inventory

Inventories are stated at the lower of cost (which represents cost of materials and manufacturing costs on a first-in, first-out basis) or market. Cost is determined principally on the average actual cost method. Finished goods and work-in-process inventories include material, labor, and overhead costs. Factory overhead costs are allocated to inventory manufactured in-house based upon cost of materials. The Company monitors usage reports to determine if the carrying value of any items should be adjusted down due to lack of demand for the item. The Company adjusts down the inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-down may be required.

Inventories are comprised of the following:

	December 31, 2008	December 31, 2007
Raw materials (net of reserves)	$ 5,794	$ 24,800
Work in process	92,852	72,000
Finished Goods	60,654	27,300
	$ 159,300	$ 124,100

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Long-Lived Assets – Property, Plant and Equipment

These assets are recorded at cost less depreciation and amortization. Depreciation and Amortization are accounted for on the straight-line methods based on estimated useful lives. The amortization of leasehold improvements is based on the shorter of the lease term or the life of the improvement. Betterments and large renewals, which extend the life of the asset, are capitalized whereas maintenance and repairs and small renewals are expensed, as incurred. The estimated useful lives are: machinery and equipment, 7-15 years; buildings, 30 years; and leasehold improvements, 10-20 years.

Notes Payable

The Company accounts for all notes liabilities that are due and payable in one year as short term notes.

Bad Debt

The Company maintained an allowance for doubtful accounts of $5,300 at December 31, 2008 and $7,300 at December 31, 2007.

Stockholders' Equity

On May 16, 2008, the Company granted an aggregate of 472,500 shares of common stock to certain employees, 100,000 shares of common stock to a director of the Company for services rendered to the Company and 100,000 shares to outside counsel for legal services rendered.

Major Customers

For the 12 months ended December 31, 2008, approximately 40% of total sales were to their 3 largest customers.

Net Gain per Common share

Basic earnings per share ("EPS") are computed based on the weighted average number of common shares outstanding for the period. Diluted EPS gives effect to all dilutive potential shares outstanding (i.e. options and warrants) during the period.

For the year ended December 31, 2008, basic gain per share of the Company was $ .020 per share.
For the year ended December 31, 2007, basic gain per share of the Company was $ .013 per share.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. There were no deferred taxes for the period ending December 31, 2008 and December 31, 2007. See NOTE 6.

NOTE 2 – TRADE ACCOUNTS RECEIVABLE

Trade accounts receivable were as follows:

	December 31, 2008	December 31, 2007
Trade accounts receivable	$ 91,400	$ 94,600
Less: allowance for doubtful accounts	5,300	7,300
	$ 86,100	$ 87,300

There was no bad debt expense for the period ended December 31, 2008 and December 31, 2007.

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment consisted of the following:

	December 31, 2008	December 31, 2007
Equipment	$ 1,189,500	$ 1,189,500
Furniture and Fixtures	233,300	233,300
	1,422,800	1,422,800
Less: accumulated depreciation	(1,422,400)	(1,421,600)
Less: accumulated depreciation	$ 400	$ 1,200

Depreciation expense for the year ended December 31, 2008 and 2007 was $800 and $1,100 respectively.

NOTE 4 – DEFERRED COMPENSATION PAYABLE:

In 1987, the Company entered into an agreement, amended in 1997 and 1999, which provides for a 72-month schedule of payments to its chief executive officer.

An investment agreement was entered into with the Company on May 18, 2004. Pursuant to this agreement the executive officer forgave $200,000 of amounts due to him under the compensation agreement. The executive officer also agreed to postpone any and all remaining payments due him under the deferred compensation agreement for a period of 5 years starting May 18, 2004.

NOTE 5 – STOCK OPTION PLAN

The company has an employee incentive compensation plan (the "Plan") pursuant to which the Company's board of directors may grant stock options to officers and key employees. In September 1997, the Board of Directors of the Company adopted the 1997 Incentive Stock Option Plan (The "1997 Plan") for employees of the Company to purchase up to 250,000 shares of common stock of the Company. Options granted under the 1997 plan are "incentive stock options" as defined in Section 422 of the Internal Revenue Code. Any stock options granted under the 1997 Plan shall be granted at no less than 100% of the fair market value of the Common Stock of the Company at the time of the grant. As of May 2004, options to acquire 20,000 shares had lapsed under the 1997 Plan. In May 2004, the Company issued 172,500 shares to 15 employees equal to the number of options held by such employees which shares were issued in place of and in cancellation for the outstanding options previously issued under the 1997 Plan. As of December 31, 2008 there were no outstanding options under the 1997 Plan. Pursuant to its terms, the 1997 Plan expired in September 2007.

NOTE 6 – TAXES AND NET OPERATING LOSS CARRY FORWARDS:

As of December 31, 2008 and December 31, 2007, the components of deferred tax assets were as follows:

	December 31, 2008	December 31, 2007
Accounts receivable allowance	$ 1,800	$ 2,500
Net operating loss-carry-forward	326,400	358,500
Total gross deferred tax assets (at 34% statutory rate)	328,200	361,000
Less: Valuation allowance	(328,200)	(361,000)
Net deferred tax assets	$ 0	$ 0

Under the provisions of SFAS 109, NOLs represent temporary differences that enter into the calculation of deferred tax assets. Realization of deferred tax assets associated with the NOL is dependent upon generating sufficient taxable income prior to their expiration.

Management believes that there is a risk that certain of these NOLs may expire unused and, accordingly, has established a valuation allowance against them. Although realization is not assured for the remaining deferred tax assets, based on the historical trend in Company sales and profitability, sales backlog, and budgeted sales management believes it is likely that they may not be totally realized through future taxable earnings. In addition, the net deferred tax assets could be reduced in the near term if management's estimates of taxable income during the carry forward period are significantly reduced.

The Company believes it is possible that the benefit of these additional assets may not be realized in the future.

NOTE 7 – COMMITMENTS AND CONTINGENIES:

The Company has an agreement with its chief executive officer to pay to his widow or estate for a period of five (5) years following his death an amount per year equal to the annual salary being earned by him at the time of his death, provided that he was an employee of the Company at the time of his death. Such arrangements had previously been funded by life insurance policies owned by the Company on his life, however, currently the policy remains unfunded.

On April 20, 2005 a property sales and lease back agreement was made between the Company and 65 Rushmore Realty. The Company sold its land and building located at 65 Rushmore Street, Westbury, NY for $990,000.

The lease agreement is a triple net lease and is for a period of seven years with a base annual rent of $83,300 to be paid in monthly installments of $6,900. This annual rent is subject to annual increases based on the Consumer Price Index for All Urban Consumers of the United States Department of Labor Bureau of Labor Statistics in effect for New York and Northern New Jersey starting August 1, 2009.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Reference is made to the Company's Current Report on Form 8-K filed on October 9, 2007, and in particular Item 4.01 thereof, the full contents of which are incorporated by reference herein, for information on the engagement, effective as of October 3, 2007, of Michael F. Albanese, CPA, 18 Lisa Court, Parsippany, New Jersey 07054, as the Company's principal independent accountant to audit the financial statements of the Company. Effective as of December 31, 2006, Bloom & Co., LLP had resigned as the principal independent accountants for the Company.

Item 9A(T). Controls and Procedures.

Under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that, as of December 31, 2008, these disclosure controls and procedures were effective to ensure that all information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (i) recorded, processed, summarized and reported, within the time periods specified in the Commission's rule and forms; and (ii) accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no significant changes in our internal controls over financial reporting that occurred during the fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and Chief Financial Officer and effected by our Board of Directors, management and other personnel, 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.

Our evaluation of internal control over financial reporting includes using the COSO framework, an integrated framework for the evaluation of internal controls issued by the Committee of Sponsoring Organizations of the Treadway Commission, to identify the risks and control objectives related to the evaluation of our control environment.

Based on our evaluation under the frameworks described above, our management has concluded that our internal control over financial reporting was effective as of December 31, 2008.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation requirements by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Set forth below are our present directors and executive officers. Note that there are no other persons who have been nominated or chosen to become directors nor are there any other persons who have been chosen to become executive officers. There are no arrangements or understandings between any of the directors, officers and other persons pursuant to which such person was selected as a director or an officer. Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and have qualified. Officers serve at the discretion of the Board of Directors.

Name	Age	Position and Offices with Company	Director Since
Bernard Kravitz	75	President, Secretary, Treasurer	1969
David M. Kaye	54	None(1)	2000

(1) A partner of Kaye Cooper Fiore Kay & Rosenberg, LLP, which firm provides certain legal services to the Company.

Set forth below are brief accounts of the business experience during the past five years of each director and executive officer of the Company and each significant employee of the Company.

BERNARD L. KRAVITZ has been President and a Director of the Company since 1969 and Secretary and Treasurer since 1992.

DAVID M. KAYE has been a Director of the Company since December 2000. Mr. Kaye is an attorney and has been a partner in the law firm of Kaye Cooper Fiore Kay & Rosenberg, LLP (and its predecessors) located in Florham Park, New Jersey since February 1996. Such firm provides certain legal services to the Company. Since 1980, Mr. Kaye has been a practicing attorney in the New York City metropolitan area specializing in corporate and securities matters. He is also currently a director of China Youth Media, Inc. (formerly Digicorp, Inc.).

None of the directors and officers is related to any other director or officer of the Company.

To the knowledge of the Company, none of the officers or directors has been personally involved in any bankruptcy or insolvency proceedings. To the knowledge of the Company, none of the directors or officers have been convicted in any criminal proceedings (excluding traffic violations and other minor offenses) or are the subject of a criminal proceeding which is presently pending, nor have such persons been the subject of any order, judgment, or decree of any court of competent jurisdiction, permanently or temporarily enjoining them from acting as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or insurance company, or from engaging in or continuing in any conduct or practice in connection with any such activity or in connection with the purchase or sale of any security, nor were any of such persons the subject of a federal or state authority barring or suspending, for more than 60 days, the right of such person to be engaged in any such activity, which order has not been reversed or suspended.

Audit Committee Financial Expert

We do not have an audit committee financial expert, as such term is defined in Item 401(e) of Regulation S-B, serving on our audit committee because we have no audit committee and are not required to have an audit committee because we are not a listed security.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires the Company’s directors and executive officers, and persons who own more than ten percent of the Company’s Common Stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes of ownership of Common Stock of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, with respect to the year ended December 31, 2008, all Section 16(a) filing requirements applicable to each person who, at any time during the fiscal year ended December 31, 2008, was an officer, director and greater than ten percent beneficial owner, were complied with.

Code of Ethics

The Board of Directors has adopted a Code of Ethics applicable to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, which is designed to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; and compliance with applicable laws, rules and regulations. A copy of the Code of Ethics will be provided to any person without charge upon written request to the Company at its executive offices, 65 Rushmore Street, Westbury, New York 11590.

Item 11. Executive Compensation.

The following summary compensation tables set forth information concerning the annual and long-term compensation for services in all capacities to the Company for the years ended December 31, 2008 and December 31, 2007, of those persons who were, at December 31, 2008 (i) the chief executive officer and (ii) the other most highly compensated executive officers of the Company, whose annual base salary and bonus compensation was in excess of $100,000 (the named executive officers):

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total
Bernard Kravitz,	2008	$88,162	$0	$0	$0	$0	$0	$13,502(1)	$101,664
President	2007	$85,994	0	0	0	0	0	3,440(1)	89,434

(1) Includes matching contributions paid by the Company for Mr. Kravitz during 2007 and 2008 of $3,440 and $3,527, respectively, pursuant to the Company's Savings and Investment Plan under section 401(k) of the Internal Revenue Code. Also, includes insurance premiums of $9,975 paid by the Company in 2008 for a long term care insurance policy for Mr. Kravitz obtained in the fourth quarter of 2008. Does not include any other deferred compensation arrangements entered into with Mr. Kravitz as described below under "Deferred Compensation and Other Arrangements"

Deferred Compensation and Other Arrangements

The Company has an agreement with Bernard L. Kravitz, the sole officer and a Director of the Company, to pay to his widow or estate for a period of five (5) years following his death an amount per year equal to the annual salary being earned by Mr. Kravitz at the time of his death, provided that he was in the employ of the Company at the time of his death.

In 1987, the Company entered into a salary continuation agreement, amended in 1997 and 1998, with Bernard L. Kravitz which provided for payments to be made to Mr. Kravitz (the "deferred compensation agreement"). In May 2004, and as required under the investment made by Alan Gelband, Mr. Kravitz agreed to forgive $200,000 of amounts due to him under the deferred compensation agreement and postpone any and all remaining payments due him under the deferred compensation agreement for a period of five years starting May 18, 2004. Mr. Kravitz also agreed to forgive at a future date, in such amounts as hereinafter calculated, any remaining amounts due to him under the deferred compensation agreement, equal to any sales proceeds received by him pursuant to any sales of shares of Common Stock made by him during the three year period commencing from May 18, 2004 provided the per share price of the sales proceeds for such shares sold equals or exceeds $1.00 per share. There were no sales made by Mr. Kravitz during such three year period so there were no additional forgiven amounts. As of December 31, 2008, there is a remaining balance of $301,000 owing to Mr. Kravitz pursuant to the deferred compensation agreement which will become due and payable as of May 18, 2009 following the expiration of the five year postponement described above.

Compensation Pursuant to Other Plans

On July 1, 1985, the Company adopted a Savings and Investment Plan intended to qualify as a defined contribution plan under section 401(k) of the Internal Revenue Code. Internal Revenue approval was granted in 1986. The plan, as amended, provides that a member (an eligible employee of the Company) may elect to save no less than 1%

and no more than 15% of that portion of his compensation attributable to each pay period (subject to certain limitations). The Company shall contribute (matching contributions) 100% of the first 3% of the member's contribution and 50% of the next 2% of the member's contribution. In addition, the Company shall contribute such amount as it may determine for each plan year (regular contributions) pro rata allocated to each member subject to certain limitations.

Any employee with one year of service may become a member of the plan excluding employees covered by a collective bargaining unit.

Upon eligibility for retirement, disability (as defined in the plan), or death, a member is 100% vested in his account. Upon termination of employment for any other reason, a member is 100% vested in that portion of his account which he contributed and vested in the balance of his account dependent upon years of service as follows:

Years	Percentage
Less than 2	0%
2	25%
3	50%
4	75%
5 or more	100%

See subsection "Summary Compensation Table" elsewhere herein under Item 10 for information on matching contributions paid by the Company for Mr. Kravitz during 2007 and 2008.

Compensation of Directors

During the year ended December 31, 2008, no cash compensation was paid to the Company's one non-employee incumbent director for his services as such. However, in May 2008, we granted 100,000 shares of common stock to our one non-employee director for services rendered to the Company.

The following table provides certain summary information concerning the compensation paid to the Company's one non-employee director during fiscal 2008 for his services as such. All compensation paid to Mr. Kravitz is set forth in the Summary Compensation table above.

Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards (S)	Option Awards ($)(1)	All Other Compensation ($)(2)	Total ($)
David M. Kaye	$0	-0-	$2,000	-0-	$2,000

(1) Represents the dollar amount recognized in fiscal 2008 for financial reporting purposes of stock options awarded computed in accordance with Financial Accounting Standards 123R.

(2) Does not include fees paid in 2008 for legal services rendered by the law firm of which Mr. Kaye is a partner.

Stock Plans

In September 1997, the Board of Directors of the Company adopted the 1997 Incentive Stock Option Plan (the "1997 Plan") for employees of the Company to purchase up to 250,000 shares of Common Stock of the Company. Although certain options were previously granted, there are currently no outstanding options under the 1997 Plan. Pursuant to its terms, the 1997 Plan expired in September 2007.

In February 2002, the Board of Directors of the Company adopted the 2002 Stock Compensation Plan (the "2002 Plan") which permitted up to 150,000 shares of Common Stock to be awarded to employees, officers, directors or consultants of the Company. In May 2004, the number of shares reserved for issuance under the 2002 Plan was increased to 500,000 shares. Since its adoption, an aggregate of 248,847 shares have been granted under the 2002 Plan. Pursuant to its terms, the 2002 Plan expired in February 2007.

Termination of Employment and Change of Control Arrangements

None.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of March 1, 2009, by (i) each person who is known by the Company to own beneficially more than 5% of the Company's outstanding Common Stock; (ii) each of the Company's directors; and (iii) directors and officers of the Company as a group:

Name and Address	Shares Owned	Percent(1) of Class
Bernard Kravitz 65 Rushmore Street Westbury, NY	3,054,551(2)	30.8%
Alan Gelband 30 Lincoln Plaza New York, NY	2,200,000(3)	22.2%
Keith Kravitz 110-11 Queens Blvd. Forest Hills, NY	974,105	9.8%
David M. Kaye 30A Vreeland Road Florham Park, NJ	100,000	1.0%
All Directors & Officers as a Group (2 persons)	3,154,551	31.8%

(1) Based upon issued and outstanding shares computed as follows: 10,093,222 issued shares less 164,544 treasury shares resulting in 9,928,678 issued and outstanding shares.

(2) Includes 3,037,036 shares of record and 17,515 shares owned by Mrs. Phyllis Kravitz, Mr. Bernard L. Kravitz' wife. Does not include 974,105 shares owned by Keith Kravitz, adult son of Bernard L. Kravitz. Bernard L. Kravitz disclaims any beneficial ownership with respect to any shares owned by Keith Kravitz.

(3) Includes 2,000,000 shares of record, 100,000 shares owned by Mr. Gelband's wife and 100,000 shares held by Mr. Gelband as custodian for his children.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

See Part III, Item 11, "Deferred Compensation and Other Arrangements" for information on certain arrangements entered into with Mr. Kravitz.

During 2008, the Company paid $11,805 for legal services rendered to the law firm of which David M. Kaye is a partner. Mr. Kaye is a director of the Company.

Other than the foregoing, since January 1, 2008, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or will be a party: (i) in which the amount involved exceeds the lesser of $120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years; and (ii) in which any director, executive officer, shareholder who beneficially owns 5% or more of our common stock or any member of their immediate family had or will have a direct or indirect material interest.

Director Independence

Our board of directors currently consists of two members. They are Bernard L. Kravitz and David M. Kaye. Mr. Kravitz is the Company's President, Secretary and Treasurer. Mr. Kaye is an independent director. We have determined their independence using the definition of independence set forth in Nasdaq Marketplace Rule 4200(a)(15).

Item 14. Principal Accountant Fees and Services.

The following is a summary of the fees billed to us by the principal accountants to the Company for professional services rendered for the fiscal years ended December 31, 2008 and 2007:

Fee Category	Fiscal 2008 Fees	Fiscal 2007 Fees
Audit Fees	$14,500	$12,000
Audit Related Fees	$0	$0
Tax Fees	$0	$0
All Other Fees	$0	$0
Total Fees	$14,5000	$12,000

Audit Fees. Consists of fees billed for professional services rendered for the audit of our financial statements and review of interim consolidated financial statements included in quarterly reports and services that are normally provided by the principal accountants in connection with statutory and regulatory filings or engagements.

Audit Related Fees. Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees".

Tax Fees. Consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include preparation of federal and state income tax returns.

All Other Fees. Consists of fees for product and services other than the services reported above.

Pre-Approval Policies and Procedures

Prior to engaging its accountants to perform a particular service, the Company's Board of Directors obtains an estimate for the service to be performed. All of the services described above were approved by the Board of Directors in accordance with its procedures.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

The following documents are filed as part of this report:

(1) Financial Statements

Financial Statements are listed in the Table of Contents to the Financial Statements on page 11 of this report.

(2) Financial Statement Schedules

No financial statement schedules are included because such schedules are not applicable, are not required, or because required information is included in the financial statements or notes thereto.

(3) Exhibits

3.1 Company's certificate of incorporation, as amended[(1)]
3.2 Company's by-laws[(1)]
4.1 Specimen of common stock certificate[(1)]
10.1 Acquisition Agreement dated as of April 20, 2005 between Dionics, Inc. and 65 Rushmore Realty, LLC[(1)]
10.2 Lease Agreement dated as of July 27, 2005 between Dionics, Inc. and 65 Rushmore Realty, LLC[(1)]
31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rules 13a-14 and 15d-14 of the Exchange Act)
31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rules 13a-14 and 15d-14 of the Exchange Act)
32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)

(1) Previously filed and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

DIONICS, INC.
(Registrant)

/s/ Bernard L. Kravitz
By: ______________________
Bernard L. Kravitz, President

March 30, 2009
Dated: ______________________

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 capacity and on the dates indicated:

Signature	Title	Date
/s/ Bernard Kravitz Bernard Kravitz	President, Secretary, Treasurer, Director (Principal Executive Officer and Principal Financial Officer)	March 30, 2009
/s/ David M. Kaye David M. Kaye	Director	March 30, 2009

Exhibit 31.1

CERTIFICATION

I, Bernard Kravitz, certify that:

1. I have reviewed this annual report on Form 10-K of Dionics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statements 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 registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 Acr Rules 13a-15(f) and 15d-15(f)) for the registrant 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 registrant, 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 registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Dated: March 30, 2009

By: /s/ Bernard Kravitz
Bernard Kravitz,
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Bernard Kravitz certify that:

1. I have reviewed this annual report on Form 10-K of Dionics, Inc.;

2. Based on my knowledge, this report does not contain any untrue statements 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 registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 Acr Rules 13a-15(f) and 15d-15(f)) for the registrant 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 registrant, 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 registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Dated: March 30, 2009

By: /s/ Bernard Kravitz
Bernard Kravitz,
Principal Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Dionics, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2008, as filed with the Securities and Exchange Commission (the “Report”), the undersigned certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of the undersigned’s knowledge, 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 results of operations of the Company.

Dated: March 30, 2009

By: /s/ Bernard Kravitz
Bernard Kravitz,
President and Chief Executive Officer
(Principal Executive Officer)

Dated: March 30, 2009

By: /s/ Bernard Kravitz
Bernard Kravitz,
Principal Financial Officer