UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2009

[ ] 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 **000-08161**

DIONICS, INC.

(Exact name of Registrant as Specified in its Charter)

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

(516) 997-7474
(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 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. 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	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☒

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

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date: The number of shares outstanding of the Common Stock ($.01 par value) of the Issuer as of the close of business on May 1, 2009 was 9,928,678.

DIONICS, INC.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

DIONICS, INC.
FINANCIAL STATEMENTS

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For the three months ended March 31, 2009

DIONICS, INC.
BALANCE SHEETS

		March 21, 2009 (Unaudited)		December 31, 2008 (Audited)
ASSETS				
Current Asset:				
Cash and cash equivalents	$	210,800	$	300,000
Accounts receivables - net of allowance of $5,300 in 2009 and $5,300 in 2008- (Notes 1 and 2)		79,300		86,100
Inventory - (Note 1)		159,300		159,300
Prepaid expenses		6,100		8,600
Total Current Assets		455,500		554,000
Property, plant and other equipment, net of accumulated depreciation of $1,422,500 in 2009 and $1,422,400 in 2008 - (Notes 1 and 3)		300		400
Other assets		21,100		21,100
	$	476,900	$	575,500
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities:				
Accounts payable	$	17,400	$	42,200
Accrued expenses		22,100		31,200
Deferred compensation - current (Note 4)		301,000		301,000
TOTAL LIABILITIES		340,500		374,400
Stockholders' equity (deficiency)				
Common Stock / $.01 par value, 51,000,000 shares authorized, shares issued and outstanding - 10,093,222 in 2009 and 2008		100,900		100,900
Additional paid in capital		1,966,800		1,966,800
Accumulated Deficit		(1,710,700)		(1,646,000)
		357,000		421,700
Less: Treasury Stock at cost (164,544 Shares in 2008 and 2007)		(220,600)		(220,600)
TOTAL STOCKHOLDERS' EQUITY		136,400		201,100
	$	476,900	$	575,500

The accompanying notes are an integral part of the financial statements.

DIONICS, INC.
INCOME STATEMENTS
For the three month period ended March 31,
(Unaudited)

	2009	2,008
Net sales	$ 169,600	$ 251,600
Cost of sales	148,500	156,300
Gross profit	21,100	95,300
Selling, general and administrative expenses	85,800	70,900
Earnings (loss) from operations	(64,700)	24,400
Interest income (Note 1)	0	400
Net income (loss) before income taxes	(64,700)	24,800
Income taxes and benefits (Note 5)	0	200
Net income (loss)	$ (64,700)	$ 24,600
Basic earnings per share	$ (0.007)	$ 0.003
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 three month period ended March 31, 2009

	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
Net (loss)							(64,700)						(64,700)
Balance as of March 31, 2009 (unaudited)	10,093,222		100,900		1,966,800		(1,710,700)		164,544		(220,600)		136,400

The accompanying notes are an integral part of the financial statements.

DIONICS, INC.
STATEMENTS OF CASH FLOWS
For the three month period ended March 31,
(unaudited)

	2009	2008
Cash flows from operating activities:		
Net income (loss)	$ (64,700)	$ 24,600
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	100	200
Change in operating assets and liabilities:		
Accounts receivable	6,800	10,000
Prepaid expenses	2,500	(4,800)
Accounts payable	(24,800)	(2,400)
Accrued expenses	(9,100)	6,000
Net cash provided by (used for) operating activities	(89,200)	33,600
Net increase (decrease) in cash	(89,200)	33,600
Cash at beginning of period	300,000	151,500
Cash at end of period	$ 210,800	$ 185,100

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 $25,700 as of March 31, 2009 and $74,000 as of December 31, 2008. Interest Income is earned from money market fund. There was no interest income as of March 31, 2009, and $400 as of December 31, 2008.

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.

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

Inventories are comprised of the following:

	March 31, 2009	December 31, 2008
Raw materials (net of reserves)	$ 5,794	$ 5,794
Work in process	92,852	92,852
Finished Goods	60,654	60,654
	$159,300	$159,300

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 that are due and payable in one year as short term notes.

Revenue

The Company recognizes revenue upon completion and shipment of goods.

Bad Debt

The Company maintained an allowance for doubtful accounts of $5,300 at March 31, 2009 and December 31, 2008.

Stockholders' Equity

On May 16, 2008, the Company granted an aggregate of 472,500 shares of common stock to certain employees, and 100,000 shares of common stock to a director of the Company for services rendered to the Company. On October 2, 2008, the Company granted 100,000 shares of common stock to an employee for services rendered.

Major Customers

For the three months ended March 31, 2009, approximately 57% of total sales were to their 3 largest customers.

Basic Earnings Per 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 three months ended March 31, 2009, basic loss per share of the Company was $(.007) per share.

For the three months ended March 31, 2008, basic earnings per share of the Company was $.003 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:

	March 31, 2009	December 31, 2008
Trade accounts receivable	$ 84,600	$ 91,400
Less: allowance for doubtful accounts	5,300	5,300
	$ 79,300	$ 86,100

There was no bad debt expense for the period ended March 31, 2009 and December 31, 2008.

NOTE 3 – PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment consisted of the following:

	March 31, 2009	December 31, 2008
Equipment	$ 1,189,500	$ 1,189,500
Furniture and Fixtures	233,300	233,300
	1,422,800	1,422,800
Less: accumulated depreciation	(1,422,500)	(1,421,400)
Less: accumulated depreciation	$ 300	$ 400

Depreciation expenses for the three months ended March 31, 2009 were $100 and for the year ended December 31, 2008 were $800.

NOTE 4 – DEFERRED COMPENSATION PAYABLE:

In 1987, the Company entered into a salary continuation agreement, amended in 1997 and 1998, with its chief executive officer (the "deferred compensation agreement") which provides for payments to be paid to the executive officer. In May 2004, and as required under an investment made by a third party, the executive officer 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. As of March 31, 2009, there is a remaining balance of $301,000 owing to the executive officer which will become due and payable as of May 18, 2009 following the expiration of the five year postponement described above. *See Note 8 – Subsequent Event.*

NOTE 5 – TAXES AND NET OPERATING LOSS CARRY FORWARDS:

The Federal Net Operating Loss Carry forwards are as follows:

Year	Amount	Year of Expiration
2002	$460,401	2017
2003	258,213	2018
2004	35,802	2019
2006	48,524	2021
2008	710	2023
	$803,650	

The New York State Net Operating Loss Carry forwards are as follows:

Year	Amount	Year of Expiration
2002	$432,797	2017
2003	257,316	2018
2004	34,380	2019
2006	48,524	2021
	$773,017	

As of March 31, 2009 and December 31, 2008, the components of deferred tax assets were as follows:

	March 31, 2009	December 31, 2008
Accounts receivable allowance	$ 1,800	$ 1,800
Net operating loss-carry-forward	348,400	326,400
Total gross deferred tax assets (at 34% statutory rate)	350,200	328,200
Less: Valuation allowance	(350,200)	(328,200)
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 6 – 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 there are no insurance policies.

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.

NOTE 7 – SUBSEQUENT EVENT

Pursuant to an agreement entered into on May 1, 2009 between the Company and the chief executive officer, the executive officer has agreed to sell, transfer and assign to the Company his remaining interest in the deferred compensation agreement in exchange for which the Company will pay the executive $75,000 in cash and issue the executive officer a convertible promissory note in the principal amount of $225,000 which shall be due and payable in three years with 5% annual interest payable quarterly. The principal shall at the option of the executive officer be convertible into shares of the Company's common stock at a conversion price of $0.09 per share if converted during the first year, $0.14 per share if converted during the second year, and $0.19 per share if converted during the third year.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following should be read in conjunction with the financial statements of the Company included elsewhere herein.

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.

Liquidity and Capital Resources

During the year 2008, the Company's strong financial performance resulted in its accumulating a year-end Cash position of $300,000. At December 31, 2008 the Company held a five-year-old Deferred Compensation debt of $301,000 payable to its CEO on May 18, 2009. In the First Quarter of 2009, while dealing with the global economic slowdown, the Company saw its end-of-quarter Cash position reduced to $210,800 and it became clear that the Company could not possibly make full payment of the Deferred Compensation debt when due. This led to a new agreement, entered into on May 1, 2009, in which the CEO has consented to sell back to the Company his remaining interest in the earlier Deferred Compensation agreement. In exchange, the Company will pay him $75,000 in cash and will issue to him a new three-year convertible promissory note in the principal amount of $225,000. Among the terms of the note, the CEO is provided the right to convert the debt into common shares of the Company's stock, at gradually rising prices during the three-year period. The net effect of the above transaction is to leave the Company with sufficient operating capital for the near-term foreseeable future.

Our primary source of funds is cash flow from operations in the normal course of business. On March 31, 2009, we had working capital of $115,000, a debt to equity ratio of 2.5 to 1 and stockholders' equity of $136,400 compared to working capital of $179,600, a debt to equity ratio of 1.9 to 1 and stockholders' equity of $201,100 at December 31, 2008. Total assets were $476,900 and total liabilities were $340,500 at March 31, 2009 compared to total assets of $554,000 and total liabilities of $374,400 at December 31, 2008.

Net cash used for operating activities for the three months ended March 31, 2009 was $89,200 which was primarily the result of a net loss of $64,700, plus a decrease in accounts payable of $24,800 and accrued expenses of $9,100 offset by an increase in accounts receivable of $6.800 and prepaid expenses of $2,500, This compares to net cash provided by operating activities for the three months ended March 31, 2008 of $33,600, which was primarily the result of net income of $24,600, plus an increase in accounts receivable of $10,000 and accrued expenses of $6,000, offset by a decrease in prepaid expenses of $4,800 and accounts payable of $2,400. For the three months ended March 31, 2009 and 2008, there was no cash flow provided by (used for) investing activities as well as financing activities.

Results of Operations

Toward the end of 2008, it became obvious that a world-wide economic slowdown was in motion. New order bookings began to drop off and that trend has continued into 2009. First Quarter 2009 financial performance showed the effects clearly.

Sales volume in the First Quarter of 2009 fell 32.6 percent to $169,600 as compared to $251,600 in the same period last year. This was a direct result of reduced customer ordering.

Cost of Sales was $148,500 as compared to $156,300 in the First Quarter of 2008, reflecting higher profit “life-time buys” in the year-earlier product mix.

A “life-time buy” is a phrase that describes the action of a customer who, for any number of different reasons, decides to order a large quantity of units for near-term delivery rather than ordering smaller quantities for periodic deliveries well into the future. The customer assesses its total needs for an item over the life-time of the project it is using such units in, and then buys them all at once. Although the customer’s project may still run for several years, the customer has bought all the units it believes it will ever need over the life-time of that project; hence the term “life-time buy”. During the quarter ended March 31, 2009, there were no sales attributable to a life-time buy, the order having been completed during 2008. In the quarter March 31, 2008, approximately 20% of total sales were attributable to a life time buy.

Gross Profits in the First Quarter of 2009 were $21,100 as compared to $95,300, again showing the benefit of “life-time buys” in the prior year’s product mix.

Selling, General and Administrative expenses reached $85,800 in the First Quarter of 2009, as compared to $70,900, largely due to certain continued and overlapping payments against the year-end auditing and legal activities.

Net Income (Loss) After Taxes showed a Loss of $64,700 in the First Quarter of 2009, as compared to a Profit of $24,600 in the same period last year. The major causes for the change were the lower sales volume, the resulting manufacturing inefficiencies and the overlap of certain professional fees into the new year.

At the time of this writing, the outlook is a mixed one. Undeniably, business is at a low point, yet there are certain pockets of activity in both new and older products that give rise to optimism. Our primary technology thrust remains focused on the large future market potential for our optically-isolated, photovoltaic (PV) MOSFET-Drivers. We are using this slower period to both enhance our product performance and also to explore a variety of other growth opportunities. Confidence in the future remains high and Management reminds the reader that Dionics, Inc. has frequently proven capable, even in the toughest times, of finding yet another “rabbit in the 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.

Item 3. 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 4T. 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 has concluded that, as of March 31, 2009, 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 fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. 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 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits.

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)
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DIONICS, INC.
(Registrant)

Dated: May 14, 2009	By: /s/ Bernard Kravitz Bernard Kravitz, President
Dated: May 14, 2009	By: /s/ Bernard Kravitz Bernard Kravitz, Principal Financial Officer

Exhibit 31.1

CERTIFICATION

I, Bernard Kravitz, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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) (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: May 14, 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 quarterly report on Form 10-Q 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) (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: May 14, 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 Quarterly Report of Dionics, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2009, 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: May 14, 2009

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

Dated: May 14, 2009

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