

ROYCE FOCUS TRUST INC
Form N-CSR
March 05, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
— Washington, D.C. 20549
FORM N-CSR

CERTIFIED SHAREHOLDER REPORT
OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-05379

Name of Registrant: Royce Focus Trust, Inc.

Address of Registrant: 1414 Avenue of the Americas
New York, NY 10019

Name and address of agent for service:

John E. Denneen, Esquire
1414 Avenue of the Americas
New York, NY 10019

Registrant's telephone number, including area code: (212) 486-1445

Date of fiscal year end: December 31

Date of reporting period: January 1, 2007 □ December 31, 2007

Item 1: Reports to Shareholders

Royce Value Trust

Royce Micro-Cap Trust

Royce Focus Trust

**ANNUAL
REVIEW AND
REPORT
TO STOCKHOLDERS**

www.roycefunds.com

A Few Words on Closed-End Funds

Royce & Associates, LLC manages three closed-end funds: Royce Value Trust, the first small-cap value closed-end fund offering; Royce Micro-Cap Trust, the only micro-cap closed-end fund; and Royce Focus Trust, a closed-end fund that invests in a limited number of primarily small-cap companies.

A closed-end fund is an investment company whose shares are listed and traded on a stock exchange. Like all investment companies, including open-end mutual funds, the assets of a closed-end fund are professionally managed in accordance with the investment objectives and policies approved by the fund's Board of Directors. A closed-end fund raises cash for investment by issuing a fixed number of shares through initial and other public offerings that may include shelf offerings and periodic rights offerings. Proceeds from the offerings are invested in an actively managed portfolio of securities. Investors wanting to buy or sell shares of a publicly traded closed-end fund after the offerings must do so on a stock exchange, as with any publicly traded stock. This is in contrast to open-end mutual funds, in which the fund sells and redeems its shares on a continuous basis.

A Closed-End Fund Offers Several Distinct Advantages Not Available From An Open-End Fund Structure

- Since a closed-end fund does not issue redeemable securities or offer its securities on a continuous basis, it does not need to liquidate securities or hold uninvested assets to meet investor demands for cash redemptions, as an open-end fund must.
- In a closed-end fund, not having to meet investor redemption requests or invest at inopportune times is ideal for value managers who attempt to buy stocks when prices are depressed and sell securities when prices are high.
- A closed-end fund may invest more freely in less liquid portfolio securities because it is not subject to potential stockholder redemption demands. This is particularly beneficial for Royce-managed closed-end funds, which invest in small- and micro-cap securities.
- The fixed capital structure allows permanent leverage to be employed as a means to enhance capital appreciation potential.
- Unlike Royce's open-end funds, our closed-end funds are able to distribute capital gains on a quarterly basis. Each of the Funds has adopted a quarterly distribution policy for its common stock.

We believe that the closed-end fund structure is very suitable for the long-term investor who understands the benefits of a stable pool of capital.

Why Dividend Reinvestment Is Important

A very important component of an investor's total return comes from the reinvestment of distributions. By reinvesting distributions, our investors can maintain an undiluted investment in a Fund. To get a fair idea of the impact of reinvested distributions, please see the charts on pages 13, 15 and 17. For additional information on the Funds' Distribution Reinvestment and Cash Purchase Options and the benefits for stockholders, please see page 19 or visit our website at www.roycefunds.com.

This page is not part of the 2007 Annual Report to Stockholders

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For more than 30 years, we have used a value approach to invest in smaller-cap securities. We focus primarily on the quality of a company's balance sheet, its ability to generate free cash flow and other measures of profitability or sound financial condition. At times, we may also look at other factors, such as a company's unrecognized asset values, its future growth prospects or its turnaround potential following an earnings disappointment or other business difficulties. We then use these factors to assess the company's current worth, basing the assessment on either what we believe a knowledgeable buyer might pay to acquire the entire company, or what we think the value of the company should be in the stock market.

Performance Table

Average Annual NAV Total Returns Through December 31,
2007

	Royce Value Trust	Royce Micro-Cap Trust	Royce Focus Trust	Russell 2000
Fourth Quarter 2007*	-2.62%	-4.47%	-3.64%	-4.58%
July–December 2007*	-4.36	-7.86	-3.21	-7.53
One-Year	5.04	0.64	12.22	-1.57
Three-Year	10.81	9.58	13.90	6.80
Five-Year	18.40	19.42	24.15	16.25
10-Year	11.77	11.97	13.28	7.08
15-Year	13.17	n/a	n/a	10.10
20-Year	13.78	n/a	n/a	11.34
Since Inception	12.60	13.53	14.15	□
Inception Date	11/26/86	12/14/93	11/1/96**	□

Important Performance and Risk Information

All performance information in this *Review and Report* reflects past performance, is presented on a total return basis and reflects the reinvestment of distributions. Past performance is no guarantee of future results. Investment return and principal value of an investment will fluctuate, so that shares may be worth more or less than their original cost when sold. Current performance may be higher or lower than performance quoted. Current month-end performance may be obtained at www.roycefunds.com. The Royce Funds invest primarily in securities of small-cap and/or micro-cap companies, which may involve considerably more risk than investments in securities of larger-cap companies.

The thoughts expressed in this *Review and Report to Stockholders* concerning recent market movements and future prospects for small-company stocks are solely the opinion of Royce at December 31, 2007, and, of course, historical market trends are not necessarily indicative of future market movements. Statements regarding the future prospects for particular securities held in the Funds' portfolios and Royce's investment intentions with respect to those securities reflect Royce's opinions as of December 31, 2007 and are subject to change at any time without notice. There can be no assurance that securities mentioned in this *Review and Report to Stockholders* will be included in any Royce-managed portfolio in the future.

*Not annualized.

**Date Royce & Associates, LLC assumed investment management responsibility for the Fund.

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Letter to Our Stockholders

Are We Bear Yet?

When the subprime mortgage implosion first became headline news in July 2007, the event was treated in some quarters as the locomotive leading a potentially long train of financial calamities. Seemingly overnight, a rash of stories broke about imminent recession, possible inflation, recurrent stagflation, contracting credit, devalued currency and declining equities. We were somewhat nonplussed by the high anxiety, not out of any sense that the subprime mess was not serious, but more because our experience in the asset management business has seen us through a variety of markets (and economies) that tested our patience, commitment and discipline. It seemed clear that the subprime crisis was all too real even before the share prices of many financial companies began to tumble in the spring and summer months. However, the market as a whole did not follow suit in earnest until November, and the substantial small-cap market correction – that is, a fall-off for the Russell 2000 of 15% or more from previous market high – had to wait until January 4, 2008 to become a reality. What we did see in the second half of 2007 was considerable volatility. During the third quarter, the Russell 2000 saw 24 out of 63 trading days in which it moved 2.0% or more intra-day, that is, 38% of the time; in the fourth quarter there were 28 out of 64 such trading days, or 44% of the time. **Even as all signs pointed toward an end to the small-cap rally that began in October 2002, the second half of 2007 was more of a wildly volatile period, not a seriously bearish one.**

Still, the idea that stocks were headed for a bear market was remarkably persistent in the second half of 2007. And although equity returns through the end of December remained well shy of the bear necessity – a decline of 20% or more from the market's previous peak

Long ago we accepted that we are powerless over when or if a bear market comes. We can only resolve to maintain our discipline and keep scouring the small-cap market for potential opportunity... We have always believed that uncovering opportunity in poor market conditions is one of the most effective ways to build strong absolute long-term performance.

Letter to Our Stockholders

For most of our portfolio managers, the security selection process begins with an examination of a company's balance sheet. As our analysis proceeds, other important measures quickly follow, such as a company's earnings history (particularly if the firm is not posting positive earnings at the time of our review) and its ability to generate free cash flow. Additional factors come into play as well, with each of our portfolio managers and analysts emphasizing different metrics as they evaluate businesses. Of course, regardless of where the emphasis on particular metrics falls, our managers are looking for indicators of strong absolute value. One company's financial profile may look terrific relative to its industry peers or to other companies in the stock market, but that does not necessarily make it a compelling value. Similarly, its stock price may be attractively low when compared to others in the same or a similar

the fatalism was more than understandable. As the market crept toward the end of the year, it seemed to be just a matter of time before reality caught up with the bearish perceptions. **We were not surprised, therefore, by the 15% correction from the small-cap peak on 7/13/07 that occurred on January 4th and were not too panicked by the official arrival of the small-cap bear on January 17th.** In fact, few of the concerns about the market or the economy look groundless to us, even if our collective stoicism leads us to exchange worry for more work on finding attractively valued smaller companies. Long ago we accepted that we are powerless over when or if a bear market comes. We can only resolve to maintain our discipline and keep scouring the small-cap market for potential opportunity.

In this context of pessimism, then, we find ourselves in the contrarian position of feeling fairly sanguine about the state of equities, particularly over the long term, and also confident – however guardedly – about the next three to five years. In that spirit, we would like to advance the idea that the worst of the market's decline is behind us as of this writing. Our optimism about the next few years is based in part on the speed with which information moves. Because bad news travels so quickly, the effects hit stocks hard and fast. We believe that the market has thus worked through the bulk of the distress caused by subprime woes, the credit crunch and the prospect of recession. While we are always focused on downside risk, we are just as excited about promising long-term opportunities that we see in certain smaller stocks in the current market. We understand that no investor enjoys these periods in which so many companies seem to be struggling and returns are falling further into negative territory. At the same time, declines, corrections and even the occasional bear market are part of the price of doing business in the stock market, especially if one is in it for the long haul, as we are. And it is precisely at such risky moments that we seek opportunity as so many others are avoiding it. As the saying goes, Pain is inevitable, but misery is optional. We have always believed that uncovering opportunity in poor market conditions is one of the most effective ways to build strong absolute long-term performance.

Does Papa Bear Look Small?

The market leadership issue needs no reality check, being clear to all who take time to look. Large-cap stocks, as measured by the S&P 500, outperformed their small-cap counterparts, as measured by the Russell 2000, for the calendar year. The large-cap index posted a gain of 5.5% versus a loss of 1.6% for the small-cap index in 2007. The S&P 500 built its lead with three consecutive quarters of relatively higher returns between the end of March and the end of December, including the difficult second half of 2007, during which the S&P 500 fell only 1.4% while the Russell 2000 lost 7.5%. Meanwhile, the Nasdaq Composite fared best of all three indices for the calendar year, gaining 9.9%, a noteworthy absolute and relative showing. However, the Nasdaq Composite also remained 47.5% shy of its March 2000 high as of 12/31/07, while the Russell 2000 and S&P 500 both finished 2007 ahead of their respective March 2000 highs. **The Russell 2000 also held an edge over the S&P 500 for**

***business or to other
stocks in the
market as a whole, but
that alone
will not make the stock a
potential
purchase candidate. In
our security
analysis process, a
company must
stand or fall on its own
merits.***

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the five- and 10-year periods ended 12/31/07, while the large-cap index outperformed for the corresponding one- and three-year periods.

That the U.S. economy is struggling, regardless of whether one uses the r-word to describe the struggle, helps to explain the recent relative strength of larger and more growth-oriented companies in the stock market. As volatility and economic uncertainty became more and more familiar features of the financial landscape, investors began to favor some combination of size, stability and the potential to grow quickly. In the beginning of 2006, before the current difficulties of the domestic economy, we called for a stint of large-cap leadership. At that time, our conviction was based on the less dramatic factors of cyclical and reversion to the mean. It simply seemed to us that the small-cap rally would soon run its course and that large-cap would regain a market leadership role in an overall low-return environment for equities. As it happens, the subprime implosion was the catalyst for the reversion.

We suspect that large-cap stocks will hang on to market leadership for a while. After a nearly five-year rally in which small-cap, especially small-cap value, dominated returns, this seems uncontroversial. However, we understand that for small-cap mutual fund investors, it may sound a bit odd for us to flatly assert that we don't see our chosen asset class in the lead any time soon as we enter 2008. Investors can take some comfort in the following: Our longer-term outlook for smaller stocks is positive; we continue to see the likelihood of frequent leadership rotation and narrow performance spreads in the intermediate term; and we believe that active small-cap management focused on quality should do fine in a market in which we expect that trait to be rewarded across capitalization ranges.

Our longer-term outlook for smaller stocks is positive; we continue to see the likelihood of frequent leadership rotation and narrow performance spreads in the intermediate term; and we believe that active small-cap management focused on quality should do fine in a market in which we expect that trait to be rewarded across capitalization ranges.

Polar Opposites

For anyone focused on the performance of the Russell 2000 Value index in 2007, it must have felt as if it was just a matter of time before the bear emerged from hibernation and grabbed hold of the market as a whole. Small-cap growth investors, on the other hand, may have reached a different conclusion about the state of the stock market. After a long period of outperforming its small-cap growth sibling, often dramatically, the small-cap value index fell behind in 2007. It was subtle at first, with the Russell 2000 Value index narrowly underperforming the Russell 2000 Growth index in the first quarter (+1.5% versus +2.5%), before falling further behind in the second (+2.3% versus +6.7%). Things grew stranger in the third quarter, when small-cap value fell 6.3% while small-cap growth eked out a marginal gain. (Historically, the Russell 2000 Value index has outperformed in most down market periods.) Finally, during the similarly volatile fourth quarter, the Russell 2000 Value index was down 7.3% versus a loss of 2.1% for the Russell 2000 Growth index, completing its clean quarterly sweep for the calendar year, while also notching another short-term outperformance in a period of falling share prices.

We have always believed that the best way to pick stocks is to act as if we were buying a business.

Another important metric in determining a company's absolute value is capitalization rate, or cap rate. Most commonly used in real estate asset analysis, cap rate measures the ratio between the cash flow an asset yields and that asset's purchase price. Our managers calculate cap rate in a couple of different ways: One looks at a company's EBIT (earnings before interest and taxes) divided by the business's enterprise value; another uses operating income (a close cousin of EBIT) divided by the enterprise value. In both cases, enterprise value is derived by taking a company's current market value, subtracting cash and adding in debt.

Our use of operating income is based on the belief that it is the purest way of understanding normalized income. It is similar to cash flow, but also includes amortization and depreciation, which is critical

to us
 as long-term investors. When
 calculating cap rate, we have
 to
 decide how best to compute
 operating
 income. It is closely related
 to a
 firm's earnings, which helps
 to
 explain why cap rate for us is
 synonymous with earnings
 yield.

When a company is posting
 positive
 earnings or is in a
 traditionally
 cyclical business, we look
 back
 historically in an attempt to
 put
 together a pattern of
 normalized
 operating income. If a
 business is

Continued on page 8...

Letter to Our Stockholders

When one adjusts one's perspective to reach beyond 2007, the picture begins to make sense. Although small-cap stocks as a whole began an impressive rally following the small-cap market trough on 10/9/02, the roots of strong performance for the Russell 2000 Value index actually reach back to the Russell 2000's peak on 3/9/00. Although most equity indices large and small suffered dramatic declines from their respective March 2000 peaks through 10/9/02, the Russell 2000 Value index managed a cumulative gain of 2.0% during the same period. Once the wider small-cap rally

kicked off, the small-cap value index held its performance edge through the new small-cap high on 7/13/07 (see table).

Our belief in cyclicity and reversion to the mean permeates the way that we view all market categories, so the Russell 2000 Value index's underperformance in 2007 was hardly a shock, especially since we had seen a fair amount of promising opportunities in

INDEX PERFORMANCE IN POST-BUBBLE PERIOD		
Cumulative Total Returns During Small-Cap Decline and Subsequent Rally		
	3/9/00-10/9/02	10/9/02-7/13/07
Russell 2000	-44.1 %	177.1 %
Russell 2000	2.0	183.9

small-cap growth stocks in the years prior to 2007.

Current anxieties seem to have led as many investors into growth stocks ample liquidity and the potential for growth in a depressed economy are a seductive combination as they have into large-cap stocks. However, the Russell 2000 Value index held on to its long-term advantage, beating the Russell 2000 Growth index for the 10-, 15-, 20- and 25-year periods ended 12/31/07.

Value

Russell 2000 Growth	-68.4	169.7
S&P 500	-42.6	117.9
Nasdaq Composite	-77.9	143.0

Bear with Us

We were very pleased that on a net asset value basis (NAV) each of our three closed end funds outperformed the Russell 2000 in 2007 (see the bar chart on page 7), and that Royce Value Trust also outpaced its other small-cap benchmark, the S&P SmallCap 600 for the same period. We were also struck by the wide disparity between the Fund's calendar-year NAV and market price performances. Only Royce Focus Trust stayed ahead of the Russell 2000 on a market price basis, while Royce Value Trust and Royce Micro-Cap Trust lost considerably more on a market price basis than did the small-cap index. This was to some degree unsurprising in that the Fund's were trading at healthy premiums at the end of 2006 that had become discounts by the end of 2007. Each portfolio's market price results for the calendar year are perhaps best seen as a major shift in sentiment against smaller company stocks. All the more reason, in our view, to see the Fund's respective NAV returns in a positive light. We were even more pleased with their longer-term performances. **Each of our closed-end Funds**

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outperformed the Russell 2000 on an NAV basis for the one-, three-, five- and 10-year periods ended 12/31/07.

Two thousand seven was a difficult year, at least in its second half. Owing to our belief that down market performance is a key indicator of a portfolio's strength, we were generally satisfied with the year's results. **Our confidence as we look forward is also high, as we are now seeing plentiful opportunities in both the domestic and international markets.** We've been involved in overseas investing to one degree or another for many years. American companies with substantial global business have also been included in several portfolios for just as long, so a more global outlook is not really new for us. The most important lesson we learned from buying non-U.S. companies over the years is that a good business looks the same in Italy or England as it does here in the States. The business models and metrics are similar, and today nearly all publicly traded companies publish their relevant information in English. As large as the domestic smaller stock market is, it is dwarfed by the size of the international small-cap marketplace. To us, this really represents the best of two worlds—a domestic universe that we still feel great about and an international arena that we think is a source of enormous potential.

Bearing Down

Having said that, we understand that the issues facing small-cap investors in the current market are difficult. Economic uncertainty is pervasive. People continue to hold their breath, nervously waiting to see if the Federal Reserve Board's moves might stave off a recession, or if a slowdown is already a forgone conclusion, as some economists are suggesting. More pertinently, many investors fear that small-caps will continue to lag if and when recession becomes a reality.

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*experiencing earnings trouble,
we
look back in an effort to project
what its normalized operating
income may be over the next
year.
The result of these efforts
allows us
to come up with a figure that
reflects a longer-term measure
than
the operating income line that
is
found on a company's income
statement. This in turn
provides us
with a cap rate estimate that's
also
in line with our long-term
investment
horizon of two to five years.*

*Generally, the higher the cap
rate,
the lower the valuation risk,
which is
why we seek cap rates
beginning in
the double digits. Conversely,
cap
rates in the mid-single digits or
lower mean that we generally
will
look elsewhere. They represent
little
more return potential than
owning
risk-free U.S. treasuries, and
we
expect more compensation for
taking
the risk of equity ownership. A
high
cap rate is ultimately important
because it offers us more
potential
upside, i.e., a more attractive*

Letter to Our Stockholders

Our view is that both the severity and span of a recession are likely to be fairly benign. **More importantly, the reasoning behind our confidence in the long-term prospects for stocks, particularly smaller companies, has to do with the extremity of the sell-off that began in 2007's second half and picked up steam in January 2008, which showed many equity investors behaving as if the recession were already well under way.** Still, with the likelihood of recession strong (regardless of how bad one thinks it may be), we thought it would be useful to look at the performance of smaller companies in recent periods of economic slowdown. Looking at the four recessions that have occurred since the Russell 2000's inception in 1979 shows two interesting trends: First, the performance records for small- and large-cap stocks are mixed, most likely because shifts in equity returns began prior to the official recognition of each recession's start. Second, the recessions have in general been short-lived (*see the table below*).

risk-reward scenario, and that is critical in our search for strong absolute value.

SMALL-CAP VERSUS LARGE-CAP PERFORMANCE DURING RECESSIONS				
Cumulative Total Returns During Small-Cap Decline and Subsequent Rally				
Recession Begin Date	Recession End Date	Length in Months	S&P 500	Russell 2000
1/31/80	7/31/80	6	9.6%	7.5%
7/31/81	11/30/82	16	14.2	14.8
7/31/90	3/31/91	8	8.0	7.7
3/31/01	11/30/01	8	-0.9	3.2

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□Exit, Pursued by a Bear□

What, then, does all of this portend for small-cap investors? Within our selection universe, it seems reasonable to expect growth to provide near-term outperformance. However, over longer-term periods, we believe that value will eventually resume its historical dominance. The Russell 2000 Value index outperformed the Russell 2000 Growth index more than 93% of the time when viewed over five-year time horizons through 12/31/07. In any case, we populate our portfolios with what we deem to be attractively priced companies drawn from the entire asset class regardless of whether they are classified as value or growth. Of greater significance to us since we do not attach value or growth labels to the stocks that we own is the idea that smaller companies retain two unique features: historical outperformance during normal- and low-return periods for equities and a more broad-based acceptance by all types of investors, something that was not the case at the beginning of this decade.

Down markets and recessions are each as inevitable as they are unpleasant. They are also finite. We think that the fourth quarter of 2007 and the events of January 2008 represented an overreaction to a slowdown in consumer spending and the economy as a whole. The market, in other words, has in many ways already responded to the recession and in our view has overestimated its severity which is why we suspect that equity returns should improve before the economy does. In the meantime, we are looking ahead and seeing opportunities that look very promising to us. Several discrete areas of our marketplace look attractively oversold in our eyes, so we are working to capture what we see as compelling values today in the hopes of a profitable long-term experience in the years to come.

Sincerely,

Charles M. Royce
President

W. Whitney George
Vice President

Jack E. Fockler, Jr.
Vice President

January 31, 2008

Of great significance to us is the idea that that smaller companies retain two unique features: historical outperformance during normal- and low-return periods for equities and a more broad-based acceptance by all types of investors, something that was not the case at the beginning of this decade.

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Directors and Officers

All Directors and Officers may be reached c/o The Royce Funds, 1414 Avenue of the Americas, New York, NY 10019

Charles M. Royce, Director*, President

Age: 68 | Number of Funds Overseen: 27 | Tenure:
Since 1986

Non-Royce Directorships: Director of Technology
Investment Capital Corp.

Principal Occupation(s) During Past Five Years:
President, Chief Investment Officer and Member of Board
of Managers of Royce & Associates, LLC (□Royce□), the
Trust□s investment adviser.

Mark R. Fetting, Director*

Age: 53 | Number of Funds Overseen: 41 | Tenure:
Since 2001

Non-Royce Directorships: Director/Trustee of registered
investment companies constituting the 14 Legg Mason
Funds.

Principal Occupation(s) During Past Five Years: President
and Chief Executive Officer of Legg Mason, Inc.; Member
of Board of Managers of Royce. Mr. Fetting□s prior
business experience includes having served as Senior
Executive Vice President of Legg Mason, Inc.; Division
President and Senior Officer, Prudential Financial Group,
Inc. and related companies; Partner, Greenwich
Associates and Vice President, T. Rowe Price Group, Inc.

Donald R. Dwight, Director

Age: 76 | Number of Funds Overseen: 27 | Tenure:
Since 1998

Non-Royce Directorships: None

Principal Occupation(s) During Past Five Years: President
of Dwight Partners, Inc., corporate communications
consultant; Chairman (from 1982 to March 1998) and
Chairman Emeritus (since March 1998) of Newspapers of
New England, Inc. Mr. Dwight□s prior experience includes
having served as Lieutenant Governor of the
Commonwealth of Massachusetts, as President and
Publisher of Minneapolis Star and Tribune Company and
as a Trustee of the registered investment companies
constituting the Eaton Vance Funds.

Richard M. Galkin, Director

Age: 69 | Number of Funds Overseen: 27 | Tenure:
Since 1986

Non-Royce Directorships: None

Principal Occupation(s) During Past Five Years: Private
investor. Mr. Galkin□s prior business experience includes
having served as President of Richard M. Galkin
Associates, Inc., telecommunications consultants,
President of Manhattan Cable Television (a subsidiary of

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Time, Inc.), President of Haverhills Inc. (another Time, Inc. subsidiary), President of Rhode Island Cable Television and Senior Vice President of Satellite Television Corp. (a subsidiary of Comsat).

Stephen L. Isaacs, Director

Age: 68 | Number of Funds Overseen: 27 | Tenure: Since 1989

Non-Royce Directorships: None

Principal Occupation(s) During Past Five Years: President of The Center for Health and Social Policy (since September 1996); Attorney and President of Health Policy Associates, Inc., consultants. Mr. Isaacs's prior business experience includes having served as Director of Columbia University Development Law and Policy Program and Professor at Columbia University (until August 1996).

William L. Koke, Director

Age: 73 | Number of Funds Overseen: 27 | Tenure: Since 1996

Non-Royce Directorships: None

Principal Occupation(s) During Past Five Years: Private investor. Mr. Koke's prior business experience includes having served as President of Shoreline Financial Consultants, Director of Financial Relations of SONAT, Inc., Treasurer of Ward Foods, Inc. and President of CFC, Inc.

Arthur S. Mehlman, Director

Age: 65 | Number of Funds Overseen: 41 | Tenure: Since 2004

Non-Royce Directorships: Director/Trustee of registered investment companies constituting the 14 Legg Mason Funds and Director of Municipal Mortgage & Equity, LLC.

Principal Occupation(s) During Past Five Years: Director of The League for People with Disabilities, Inc.; Director of University of Maryland Foundation (non-profits). Formerly: Director of University of Maryland College Park Foundation (non-profit) (from 1998 to 2005); Partner, KPMG LLP (international accounting firm) (from 1972 to 2002); Director of Maryland Business Roundtable for Education (from July 1984 to June 2002).

David L. Meister, Director

Age: 68 | Number of Funds Overseen: 27 | Tenure: Since 1986

Non-Royce Directorships: None

Principal Occupation(s) During Past Five Years: Consultant. Chairman and Chief Executive Officer of The Tennis Channel (from June 2000 to March 2005). Mr. Meister's prior business experience includes having served as Chief Executive Officer of Seniorlife.com, a consultant to the communications industry, President of Financial News Network, Senior Vice President of HBO, President of Time-Life Films and Head of Broadcasting for Major League Baseball.

G. Peter O'Brien, Director

Age: 62 | Number of Funds Overseen: 41 | Tenure: Since 2001

Non-Royce Directorships: Director/Trustee of registered investment companies constituting the 14 Legg Mason Funds; Director of Technology Investment Capital Corp.

Principal Occupation(s) During Past Five Years: Trustee Emeritus of Colgate University (since 2005); Board Member of Hill House, Inc. (since 1999); Formerly: Trustee of Colgate University (from 1996 to 2005), President of Hill House, Inc. (from 2001 to 2005) and Managing Director/Equity Capital Markets Group of Merrill Lynch & Co. (from 1971 to 1999).

[John D. Diederich, Vice President and Treasurer](#)

Age: 56 | Tenure: Since 2001

Principal Occupation(s) During Past Five Years: Chief Operating Officer, Managing Director and member of the Board of Managers of Royce; Chief Financial Officer of Royce; Director of Administration of the Trust; and President of RFS, having been employed by Royce since April 1993.

[Jack E. Fockler, Jr., Vice President](#)

Age: 49 | Tenure: Since 1995

Principal Occupation(s) During Past Five Years: Managing Director and Vice President of Royce, and Vice President of RFS, having been employed by Royce since October 1989.

[W. Whitney George, Vice President](#)

Age: 49 | Tenure: Since 1995

Principal Occupation(s) During Past Five Years: Managing Director and Vice President of Royce, having been employed by Royce since October 1991.

[Daniel A. O'Byrne, Vice President and Assistant Secretary](#)

Age: 45 | Tenure: Since 1994

Principal Occupation(s) During Past Five Years: Principal and Vice President of Royce, having been employed by Royce since October 1986.

[John E. Denneen, Secretary and Chief Legal Officer](#)

Age: 40 | Tenure: 1996-2001 and Since April 2002

Principal Occupation(s) During Past Five Years: General Counsel (Deputy General Counsel prior to 2003), Principal, Chief Legal and Compliance Officer and Secretary of Royce; Secretary and Chief Legal Officer of The Royce Funds.

[Lisa Curcio, Chief Compliance Officer](#)

Age: 48 | Tenure: Since 2004

Principal Occupation(s) During Past Five Years: Chief Compliance Officer of The Royce Funds (since October 2004); Compliance Officer of Royce (since June 2004);

Vice President, The Bank of New York (from February 2001 to June 2004).

* Interested Director.

AVERAGE ANNUAL NAV TOTAL RETURNS

Through 12/31/07

Fourth Quarter 2007*	-2.62%
July-December 2007*	-4.36
One-Year	5.04
Three-Year	10.81
Five-Year	18.40
10-Year	11.77
15-Year	13.17
20-Year	13.78
Since Inception (11/26/86)	12.60

* Not annualized.

CALENDAR YEAR NAV TOTAL RETURNS

Year	RVT	Year	RVT
2007	5.0%	1998	3.3%
2006	19.5	1997	27.5
2005	8.4	1996	15.5
2004	21.4	1995	21.6
2003	40.8	1994	0.1
2002	-15.6	1993	17.3
2001	15.2	1992	19.3
2000	16.6	1991	38.4
1999	11.7	1990	-13.8

TOP 10 POSITIONS% of Net Assets Applicable
to Common Stockholders

AllianceBernstein Holding L.P.	2.1%
Ritchie Bros. Auctioneers	2.0
PAREXEL International	1.3
Sotheby's	1.2
SEACOR Holdings	1.2
Lincoln Electric Holdings	1.1
Advent Software	1.1
Exterran Holdings	1.1
Ash Grove Cement Cl. B	1.1
Rofin-Sinar Technologies	1.0

**PORTFOLIO SECTOR
BREAKDOWN**% of Net Assets Applicable
to Common Stockholders

Technology	23.3%
Industrial Products	19.3
Industrial Services	15.2
Financial Services	13.7
Financial Intermediaries	11.7
Natural Resources	9.9
Health	7.6
Consumer Products	4.9
Consumer Services	3.7
Diversified Investment Companies	0.2
Utilities	0.2

Miscellaneous	3.7
Bond and Preferred Stock	0.3
Cash and Cash Equivalents	4.9

Royce Value Trust

Manager's Discussion

Royce Value Trust's (RVT) diversified portfolio of small- and micro-cap stocks posted solid results during 2007, though many investors seemed not to notice. **For the calendar year, the Fund was up 5.0% on a net asset value (NAV) basis and down 8.2% on a market price basis versus a 1.6% loss for the Russell 2000 and a 0.2% loss for the S&P SmallCap 600.** We were very pleased with RVT's calendar-year NAV result, though we were obviously disappointed by its market price showing. Much of the disparity between the Fund's NAV and market price results in 2007 can be traced back to the sizeable premium at which the Fund traded at the end of 2006 versus the discount at which its shares traded at the end of 2007. Certainly market sentiment began to turn against smaller stocks as 2007 wore on, even as our efforts in RVT's portfolio told a different story.

On an NAV basis, the Fund was ahead of both of its small-cap benchmarks in the first half, although its market price return trailed. Down 1.8% on an NAV basis in the third quarter, RVT bested the Russell 2000, which lost 3.1%, and tied the S&P 600, while its market price loss of 7.6% trailed. The year's final quarter saw a reversal of this performance pattern. RVT lost 2.6% on an NAV basis, but only 1.3% on a market price basis, both results better than the Russell 2000's 4.6% loss and the S&P 600's decline of 6.5%. We place considerable emphasis on down-market performance, so the Fund's relative edge on an NAV basis in the second half was especially gratifying to us, as was its relative strength from the small-cap peak on 7/13/07 through 12/31/07, a period in which RVT was down 7.0% versus losses of 9.9% for the Russell 2000 and 10.8% for the S&P 600. (The Fund was down 10.4% on a market price basis during this same period.)

RVT again provided strong absolute and relative results over market-cycle and other long-term periods. From the previous small-cap market peak on 3/9/00 through 12/31/07, the Fund was up 143.1% on an NAV

GOOD IDEAS THAT WORKED
2007 Net Realized and Unrealized
Investment Return*

Ritchie Bros.
Auctioneers \$9,318,969

basis, versus 39.5% for the Russell 2000 and 89.6% for the S&P 600. During the mostly bullish phase from the small-cap market trough on 10/9/02 through 12/31/07, the Fund gained 176.8% compared to a gain of 149.5% for the Russell 2000 and 143.1% for the S&P 600. In addition, on an NAV basis RVT held a performance advantage over each of its benchmarks for the one-, three-, five-, 10-, 15-, 20-year and since inception (11/26/86) periods ended 12/31/07. In all but the one- and three-year periods,	Peerless Manufacturing	8,449,137
	PAREXEL International	6,063,821
	Exterran Holdings	5,862,255
	GAMCO Investors Cl. A	5,052,996

*Includes dividends

Important Performance and Risk Information

All performance information reflects past performance, is presented on a total return basis and reflects the reinvestment of distributions. Past performance is no guarantee of future results. Current performance may be higher or lower than performance quoted. Returns as of the recent month-end may be obtained at www.roycefunds.com. The market price of the Fund's shares will fluctuate, so that shares may be worth more or less than their original cost when sold. The Fund invests primarily in securities of small- and micro-cap companies that may involve considerably more risk than investing in a more diversified portfolio of larger-cap companies. Standard deviation is a statistical measure within which a fund's total returns have varied over time. The greater the standard deviation, the greater a fund's volatility.

Performance and Portfolio Review

the Fund's market price returns also outpaced those of its benchmarks. **RVT's NAV average annual total return since inception was 12.6%.**

The Industrial Products sector led the Fund in dollar-based net gains that nearly doubled those of Industrial Services, the Fund's next best-performing sector on a dollar basis. The worldwide boom in large-scale infrastructure construction, particularly in China, continued to give many industrial companies a boost. We enjoyed success with industrial auctioneer Ritchie Bros. Auctioneers, which we have owned in the Fund's portfolio since 1998. Its growing business had many investors bidding for shares, so we reduced our stake in December. Peerless Manufacturing makes filtration and air pollution abatement products. Growing earnings in a more environmentally conscious world seemed to draw investors to the stock. We trimmed our position in November.

Impressive net gains also came from holdings in other sectors. PAREXEL International is a bio-pharmaceutical services company that provides contract research, medical marketing, consulting, informatics, and advanced technology products and services to the pharmaceutical, biotechnology, and medical device industries worldwide. Its growing business and strong earnings helped its stock price stay healthy for most of 2007, including the volatile second half. GAMCO Investors was another strong second-half performer. The firm offers an array of asset management services to a variety of clients. We think that it's a well-managed firm, and also like its steady, positive earnings and dividend payout.

GOOD IDEAS AT THE TIME 2007 Net Realized and Unrealized Investment Loss*

Bimini Capital Management Cl. A	\$6,168,275
Newport Corporation	4,832,352
Jazz Technologies (Units)	3,658,750
BearingPoint	3,526,363
Adaptec	3,307,648

*Net of dividends

Bimini Capital Management is a real estate investment trust (REIT) that invests primarily in residential mortgage-related securities. Its stock price predictably fell during the subprime crisis. We sold our shares in October. Newport Corporation, which makes laser-based and photonic products, saw its price slide throughout the year amidst lower-than-expected profits in its fiscal first, second and third quarters in 2007. The departure of some veteran executives did little to help.

¹Reflects the cumulative total return of an investment made by a stockholder who purchased one share at inception (\$10.00 IPO), reinvested all annual distributions as indicated and fully participated in primary subscriptions of the Fund's rights offerings.

²Reflects the actual market price of one share as it traded on the NYSE.

FUND INFORMATION AND PORTFOLIO DIAGNOSTICS			
Fund Net Assets	1,185 million		
Symbol	RVT		
Market Price	XRVTX		
NAV			
Net Leverage [□]	14%		
Turnover Rate	26%		
Average Market Capitalization*	\$1,184 million		
Weighted Average P/E Ratio**	18.1x		
Weighted Average P/B Ratio	2.2x		
Weighted Average Portfolio Yield	1.2%		
<p>□Net leverage is the percentage, in excess of 100%, of the total value of equity type investments, divided by net assets, excluding preferred stock.</p> <p>*Geometrically calculated</p> <p>**The Fund's P/E ratio calculation excludes companies with zero or negative earnings (9% of portfolio holdings as of 12/31/07).</p>			
CAPITAL STRUCTURE			
Publicly Traded Securities Outstanding at 12/31/07 at NAV or Liquidation Value			
60.0 million shares of Common Stock	\$1,185 million		
5.90% Cumulative Preferred Stock	\$220 million		
RISK/RETURN COMPARISON			
Five-Year Period Ended 12/31/07			
	Average Annual Total Return	Standard Deviation	Return Efficiency*
RTV (NAV)	18.40%	13.58	1.35
Russell 2000	16.25	14.44	1.13

*Return Efficiency is the average annual total return divided by the annualized standard deviation over a designated time period.

AVERAGE ANNUAL NAV TOTAL RETURNS
Through 12/31/07

Fourth Quarter 2007*	-4.47%
July-December 2007*	-7.86
One-Year	0.64
Three-Year	9.58
Five-Year	19.42
10-Year	11.97
Since Inception (12/14/93)	13.53

* Not annualized.

CALENDAR YEAR NAV TOTAL RETURNS

Year	RMT	Year	RMT
2007	0.6%	2000	10.9%
2006	22.5	1999	12.7
2005	6.8	1998	-4.1
2004	18.7	1997	27.1
2003	55.5	1996	16.6
2002	-13.8	1995	22.9
2001	23.4	1994	5.0

TOP 10 POSITIONS
% of Net Assets Applicable
to Common Stockholders

Sapient Corporation	1.3%
Seneca Foods Cl. B	1.3
Pegasystems	1.2

PAREXEL International	1.2
Tennant Company	1.2
ASA	1.1
MVC Capital	1.1
Exponent	1.1
Peerless Manufacturing	1.1
Weyco Group	1.0
PORTFOLIO SECTOR BREAKDOWN	
% of Net Assets Applicable to Common Stockholders	
Technology	23.2%
Industrial Products	16.2
Health	14.9
Industrial Services	14.7
Natural Resources	10.6
Financial Intermediaries	9.1
Financial Services	6.7
Consumer Products	5.5
Consumer Services	4.3
Diversified Investment Companies	1.8
Miscellaneous	4.9
Preferred Stock	0.5
Cash and Cash Equivalents	5.7

Royce Micro-Cap Trust

Manager's Discussion

The miserable 2007 that most micro-cap stocks endured could be seen in the year's market price performance of Royce Micro-Cap Trust (RMT). However, little of this misery could be seen in the Fund's calendar-year net asset value (NAV) performance. **RMT more than held its own on a net asset value (NAV) basis, up 0.6% versus a decline of 1.6% for its small-cap benchmark, the Russell 2000.** Although we were certainly disappointed that the Fund was down 20.1% on a market basis for the same period, we were pleased with the Fund's NAV results during 2007. It's worth noting that at the end of 2006, RMT was trading at a good-sized premium that became a discount before the end of 2007. Market sentiment turned against smaller stocks, especially micro-caps, as 2007 turned more bearish, even as our work in RMT's portfolio showed that not all micro-caps capitulated to the bear during latter half of the year. A strong first half—up 9.2% on an NAV basis, though down 2.9% on a market basis—certainly helped the Fund to establish ground versus the Russell 2000 for the calendar year.

The Fund's showings over market cycle and other long-term performance periods remained strong. From the previous small-cap market peak on 3/9/00 through 12/31/07, RMC gained 148.8% on an NAV basis, and 164.3% on a market price basis versus a gain of 39.5% for the Russell 2000. During the generally more positive period from the small-cap market trough on 10/9/02 through 12/31/07, RMT was up an impressive 188.0%, on an NAV basis and 180.9% on a market price basis, while the Russell 2000 gained 149.5%. RMT outpaced the Russell 2000 on an NAV basis for the one-, three-, five-, 10-year and since inception (12/14/93) periods, and on a market price basis for the 5-, 10-year, and since-inception periods ended 12/31/07. **The Fund's NAV average annual total return since inception was 13.5%.**

During the first half of 2007, we noted a performance disparity within the micro-cap sector, which helped the Fund's performance. In general, higher returns came from larger, more established micro-cap companies. As the credit crunch reared its head in the second half, those micro-caps with better creditworthiness drew favor from investors. This development also benefited calendar-year results. It seemed clear to us by the end of 2007

GOOD IDEAS THAT WORKED 2007 Net Realized and Unrealized Investment Return*

OneSource Services	\$2,806,923
Peerless Manufacturing	2,434,940
PAREXEL International	2,046,123
Green Mountain Coffee Roasters	1,865,472
Sapient Corporation	1,660,000

*Includes dividends

Important Performance and Risk Information

All performance information reflects past performance, is presented on a total return basis and reflects the reinvestment of distributions. Past performance is no guarantee of future results. Current performance may be higher or lower than performance quoted. Returns as of the recent month-end may be obtained at www.roycefunds.com. The market price of the Fund's shares will fluctuate, so that shares may be worth more or less than their original cost when sold. The Fund normally invests in micro-cap companies, which may involve considerably more risk than investing in a more diversified portfolio of larger-cap companies. Standard deviation is a statistical measure within which a fund's total returns have varied over time. The greater the standard deviation, the greater a fund's volatility.

Performance and Portfolio Review

that our preference for conservatively capitalized, quality micro-cap businesses was a sound strategy, both in an absolute sense and in the context of a market that bestowed little favor on micro-cap stocks.

We also benefited by having little exposure to financial and real estate companies and only modest exposure to consumer businesses that suffered most during 2007, although that modest exposure could not prevent Consumer Services from posting the most significant net dollar-based losses in the portfolio during 2007. The bulk of sector's declines came from retail stores. Stein Mart's stores offer fashion merchandise in the United States. Weak sales and disappointing earnings were the story throughout 2007, particularly in the second half when we added to our position. Financial Intermediaries also disappointed. First Acceptance Corporation is a regional automobile insurer specializing in policies for drivers with poor payment and/or driving histories. Higher-than-anticipated accident rates led to a loss in the firm's fiscal fourth quarter, which caused its share price to crash in September. Bimini Capital Management is a real estate investment trust (REIT) that invests primarily in residential mortgage-related securities. Its stock price predictably fell during the subprime crisis. We sold our shares in October.

GOOD IDEAS AT THE TIME 2007 Net Realized and Unrealized Investment Loss¹

First Acceptance	\$1,679,633
Jupitermedia Corporation	1,458,780
Bimini Capital Management Cl. A	1,425,007
Stein Mart	1,359,206
InPhonic	1,342,542

*Net of dividends

The Fund's best-performing sectors on a dollar basis were areas that we have long believed house quality micro-cap companies, and that belief was validated in 2007—Industrial Products, Natural Resources and Industrial Services. Cleaning and maintenance company OneSource Services drew the attention of a larger company that acquired it at an attractive premium in November. Peerless Manufacturing manufactures filtration and air pollution abatement products. Growing earnings in a more environmentally conscious world seemed to draw investors to the stock. We trimmed our position between July and December.

¹Reflects the cumulative total return of an investment made by a stockholder who purchased one share at inception (\$7.50 IPO), reinvested distributions as indicated and fully participated in the primary subscription of the 1994 rights offering.

²Reflects the actual market price of one share as it traded on Nasdaq and, beginning 12/1/03, on the NYSE.

**FUND INFORMATION AND
PORTFOLIO DIAGNOSTICS**

Fund Net Assets	\$331 million
Symbol	RMT
Market Price	XOTCX
NAV	
Net Leverage [□]	12%
Turnover Rate	41%
Average Market Capitalization*	\$293 million
Weighted Average P/E Ratio**	17.4x
Weighted Average P/B Ratio	1.7x
Weighted Average Portfolio Yield	0.9%

□Net leverage is the percentage, in excess of 100%, of the total value of equity type investments, divided by net assets, excluding preferred stock.

*Geometrically calculated

**The Fund's P/E ratio calculation excludes companies with zero or negative earnings (3% of portfolio holdings as of 12/31/07).

CAPITAL STRUCTURE

Publicly Traded Securities Outstanding
at 12/31/07 at NAV or Liquidation Value

24.6 million shares of Common Stock	\$331 million
6.00% Cumulative Preferred Stock	\$60 million

RISK/RETURN COMPARISON

Five-Year Period Ended 12/31/07

	Average Annual Total Return	Standard Deviation	Return Efficiency*
RMT (NAV)	19.42%	14.37	1.35
Russell 2000	16.25	14.44	1.13

*Return Efficiency is the average annual total return divided by the annualized standard deviation over a designated time period.

AVERAGE ANNUAL NAV TOTAL RETURNS

Through 12/31/07

Fourth Quarter 2007*	-3.64%
July-December 2007*	-3.21
One-Year	12.22
Three-Year	13.90
Five-Year	24.15
10-Year	13.28
Since Inception (11/1/96) [□]	14.15

* Not annualized.

□ Royce & Associates assumed investment management responsibility for the Fund on 11/1/96.

CALENDAR YEAR NAV TOTAL RETURNS

Year	FUND	Year	FUND
2007	12.2%	2001	10.0%
2006	16.3	2000	20.9
2005	13.3	1999	8.7
2004	29.2	1998	-6.8
2003	54.3	1997	20.5
2002	-12.5		

TOP 10 POSITIONS

% of Net Assets Applicable to Common Stockholders

Australian Government 7.5% Bond	5.4%
New Zealand Government 6.00% Bond	4.6
	3.5

South Africa Government 10.00% Bond	
Unit Corporation	3.4
Metal Management	3.3
Trican Well Service	3.3
Reliance Steel & Aluminum	3.3
Thor Industries	3.2
Schnitzer Steel Industries Cl. A	3.1
Lincoln Electric Holdings	3.0

**PORTFOLIO SECTOR
BREAKDOWN**

% of Net Assets Applicable
to Common Stockholders

Natural Resources	26.7%
Industrial Products	21.6
Consumer Products	13.1
Industrial Services	9.7
Technology	6.2
Financial Intermediaries	4.7
Health	4.7
Financial Services	1.5
Bonds	13.5
Cash and Cash Equivalents	13.4

Royce Focus Trust

Manager's Discussion

A dynamic first half and relatively stable second half added up to a very successful year for Royce Focus Trust (FUND) on both an absolute and relative basis. **For the calendar year, FUND gained 12.2% on a net asset value (NAV) basis and 3.0% on a market price basis, both results well ahead of its small-cap benchmark, the Russell 2000, which lost 1.6% in 2007.** After posting impressive first-half returns up 15.9% on a net asset value (NAV) basis and 8.6% on a market price basis, versus the Russell 2000's gain of 6.5%, for the same period the Fund managed well amid the third quarter's volatility. FUND was up 0.4% on an NAV basis and down 5.3% on a market price basis while its benchmark declined 3.1%.

The fourth quarter saw more widespread losses in the market as a whole, though small-cap stocks continued to be among the hardest hit. The Russell 2000 lost 4.6% between October and December, while the Fund was down 3.6% on an NAV basis and up 0.1% on a market price basis. The portfolio's down-market strength can best be seen in its performance from the small-cap peak on 7/13/07 through 12/31/07, when it lost 7.4% on an NAV basis and 7.8% on a market price basis while the Russell 2000 fell 9.9%.

From the previous small-cap market peak on 3/9/00 through 12/31/07, FUND returned 237.2% on an NAV basis and 305.2% on a market price basis, versus a 39.5% result for the small-cap index. The Fund also handily outpaced the Russell 2000 during the bullish phase from the small-cap market trough on 10/9/02 through 12/31/07, gaining 254.5% on an NAV basis and 277.9% on a market price basis, while the Russell 2000 was up 149.5% for the same period. These strong market cycle results played a major role in FUND's outperformance of the benchmark over calendar-based periods. On both an NAV and market price basis, the Fund's limited portfolio of primarily small-cap stocks beat the index for the one-, three-, five-, 10- year and since-inception of our management (11/1/96) periods ended 12/31/07. **FUND's NAV average annual total return since the inception of our management was 14.2%.**

Although five sectors posted net losses, declines on a dollar

GOOD IDEAS THAT WORKED 2007 Net Realized and Unrealized Investment Return*

Schnitzer Steel Industries Cl. A	\$3,691,814
IPSCO	3,396,454
Florida Rock Industries	2,290,728
Chaparral Steel	2,085,186
Woodward Governor	2,075,208

*Includes
dividends

basis were small. At the individual holding level, KKR Financial disappointed. The firm is run by experienced investment bankers whose business plan appealed to our contrarian nature when we first heard it in spring 2007. KKR Financial was ready for the calamitous collapse of the subprime

Important Performance and Risk Information

All performance information reflects past performance, is presented on a total return basis and reflects the reinvestment of distributions. Past performance is no guarantee of future results. Current performance may be higher or lower than performance quoted. Returns as of the recent month-end may be obtained at www.roycefunds.com. The market price of the Fund's shares will fluctuate, so that shares may be worth more or less than their original cost when sold. The Fund normally invests primarily in small-cap companies, which may involve considerably more risk than investing in a more diversified portfolio of larger-cap companies. Standard deviation is a statistical measure within which a fund's total returns have varied over time. The greater the standard deviation, the greater a fund's volatility.

Performance and Portfolio Review

market and related credit crunch. They held ample highest-grade mortgage paper with which to weather the predicted storm. What the firm—and we—failed to account for was how difficult life would be even for parties holding high-quality debt in the current environment. Their mortgage holdings were suddenly devalued and the company’s levered positions only exacerbated its difficulties. In the otherwise-profitable precious metals and mining industry within the Natural Resources sector, Gammon Gold also showed net losses for the year. Lower-than-expected production at this early stage producer seemed to keep investors away in 2007. We sold some shares in October before purchasing more shares in November, mostly content to wait for operational improvements.

The Fund’s strongest dollar-based net gains came from the Industrial Products sector, which more than tripled the net gain of the next best-performing sector, Natural Resources. Each of the Fund’s top five performers—and seven of its top ten—were Industrial Products holdings. After posting stronger-than-expected fiscal third-quarter earnings in July, the share price of recycling and scrap metal business Schnitzer Steel Industries began to soar, though it moved a little

GOOD IDEAS AT THE TIME 2007 Net Realized and Unrealized Investment Loss*

KKR Financial	\$2,108,348
Gammon Gold	1,823,204
Knight Capital Group Cl. A	1,346,523
Arkansas Best	1,137,072
Winnebago Industries	1,098,220

*Net of dividends

closer to earth in the fourth quarter. We trimmed our position from September through December. Canadian steel production and fabrication company IPSCO first attracted our attention in 2004 with its pristine balance sheet, strong history of earnings and high returns on capital. It was also the target of the urge to merge. Earlier this year, several larger firms began looking at the firm as a potential acquisition, with Swedish business SSAB finally closing the deal in May. We sold our shares between April and May. We first began to buy shares of construction aggregates company Florida Rock Industries in other Royce-managed portfolios more than 20 years ago and have had a position in FUND’s portfolio since 1998. In February 2007, the company was acquired by a larger competitor at a substantial premium. We finished selling our stake in April.

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¹Royce & Associates assumed investment management responsibility for the Fund on 11/1/96.

²Reflects the cumulative total return experience of a continuous common stockholder who reinvested all distributions as indicated and fully participated in the primary subscription of the 2005 rights offering.

³Reflects the actual market price of one share as it traded on Nasdaq.

FUND INFORMATION AND PORTFOLIO DIAGNOSTICS	
Fund Net Assets	\$166 million
Symbol Market Price NAV	FUND XFUNX
Net Leverage [□]	2%
Turnover Rate	62%
Average Market Capitalization [*]	\$1,290 million
Weighted Average P/E Ratio ^{**}	12.4x
Weighted Average P/B Ratio	2.4x
Weighted Average Portfolio Yield	4.0%
<p>[□]Net leverage is the percentage, in excess of 100%, of the total value of equity type investments, divided by net assets, excluding preferred stock.</p> <p>[*]Geometrically calculated</p> <p>^{**}The Fund's P/E ratio calculation excludes companies with zero or negative earnings (10% of portfolio holdings as of 12/31/07).</p>	
CAPITAL STRUCTURE	
Publicly Traded Securities Outstanding at 12/31/07 at NAV or Liquidation Value	
18.6 million shares of Common Stock	\$166 million
6.00% Cumulative Preferred Stock	\$25 million
RISK/RETURN COMPARISON	
Five-Year Period Ended 12/31/07	

	Average Annual Total Return	Standard Deviation	Return Efficiency*
FUND (NAV)	24.15%	15.56	1.55
Russell 2000	16.25	14.44	1.13

*Return Efficiency is the average annual total return divided by the annualized standard deviation over a designated time period.

History Since Inception

The following table details the share accumulations by an initial investor in the Funds who reinvested all distributions (including fractional shares) and participated fully in primary subscriptions for each of the rights offerings. Full participation in distribution reinvestments and rights offerings can maximize the returns available to a long-term investor. This table should be read in conjunction with the Performance and Portfolio Reviews of the Funds.

History	Amount Invested	Purchase Price*	Shares	NAV Value**	Market Value**
Royce Value Trust					
11/26/86 Initial Purchase	\$ 10,000	\$ 10.000	1,000	\$ 9,280	\$ 10,000
10/15/87 Distribution \$0.30		7.000	42		
12/31/87 Distribution \$0.22		7.125	32	8,578	7,250
12/27/88 Distribution \$0.51		8.625	63	10,529	9,238
9/22/89 Rights Offering	405	9.000	45		
12/29/89 Distribution \$0.52		9.125	67	12,942	11,866
9/24/90 Rights Offering	457	7.375	62		
12/31/90 Distribution \$0.32		8.000	52	11,713	11,074
9/23/91 Rights Offering	638	9.375	68		
12/31/91 Distribution \$0.61		10.625	82	17,919	15,697
9/25/92 Rights Offering	825	11.000	75		
12/31/92 Distribution \$0.90		12.500	114	21,999	20,874
9/27/93 Rights Offering	1,469	13.000	113		
12/31/93 Distribution \$1.15		13.000	160	26,603	25,428
10/28/94 Rights Offering	1,103	11.250	98		
12/19/94 Distribution \$1.05		11.375	191	27,939	24,905
11/3/95 Rights Offering	1,425	12.500	114		
12/7/95 Distribution \$1.29		12.125	253	35,676	31,243
12/6/96 Distribution \$1.15		12.250	247	41,213	36,335
1997 Annual distribution total \$1.21		15.374	230	52,556	46,814
1998 Annual distribution total \$1.54		14.311	347	54,313	47,506
1999 Annual distribution total \$1.37		12.616	391	60,653	50,239
2000 Annual distribution total \$1.48		13.972	424	70,711	61,648
2001 Annual distribution total \$1.49		15.072	437	81,478	73,994
2002 Annual distribution total \$1.51		14.903	494	68,770	68,927
1/28/03 Rights Offering	5,600	10.770	520		
2003 Annual distribution total \$1.30		14.582	516	106,216	107,339
2004 Annual distribution total \$1.55		17.604	568	128,955	139,094
2005 Annual distribution total \$1.61		18.739	604	139,808	148,773
2006 Annual distribution total \$1.78		19.696	693	167,063	179,945
2007 Annual distribution total \$1.85		19.687	787		
12/31/07	\$ 21,922		8,889	\$ 175,469	\$ 165,158

Royce Micro-Cap Trust

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12/14/93	Initial Purchase	\$ 7,500	\$ 7,500	1,000	\$ 7,250	\$ 7,500
10/28/94	Rights Offering	1,400	7,000	200		
12/19/94	Distribution \$0.05		6,750	9	9,163	8,462
12/7/95	Distribution \$0.36		7,500	58	11,264	10,136
12/6/96	Distribution \$0.80		7,625	133	13,132	11,550
12/5/97	Distribution \$1.00		10,000	140	16,694	15,593
12/7/98	Distribution \$0.29		8,625	52	16,016	14,129
12/6/99	Distribution \$0.27		8,781	49	18,051	14,769
12/6/00	Distribution \$1.72		8,469	333	20,016	17,026
12/6/01	Distribution \$0.57		9,880	114	24,701	21,924
2002	Annual distribution total \$0.80		9,518	180	21,297	19,142
2003	Annual distribution total \$0.92		10,004	217	33,125	31,311
2004	Annual distribution total \$1.33		13,350	257	39,320	41,788
2005	Annual distribution total \$1.85		13,848	383	41,969	45,500
2006	Annual distribution total \$1.55		14,246	354	51,385	57,647
2007	Annual distribution total \$1.35		13,584	357		

12/31/07		\$ 8,900		3,836	\$ 51,709	\$ 45,802
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Royce Focus Trust

10/31/96	Initial Purchase	\$ 4,375	\$ 4,375	1,000	\$ 5,280	\$ 4,375
12/31/96					5,520	4,594
12/5/97	Distribution \$0.53		5,250	101	6,650	5,574
12/31/98					6,199	5,367
12/6/99	Distribution \$0.145		4,750	34	6,742	5,356
12/6/00	Distribution \$0.34		5,563	69	8,151	6,848
12/6/01	Distribution \$0.14		6,010	28	8,969	8,193
12/6/02	Distribution \$0.09		5,640	19	7,844	6,956
12/8/03	Distribution \$0.62		8,250	94	12,105	11,406
2004	Annual distribution total \$1.74		9,325	259	15,639	16,794
5/6/05	Rights offering	2,669	8,340	320		
2005	Annual distribution total \$1.21		9,470	249	21,208	20,709
2006	Annual distribution total \$1.57		9,860	357	24,668	27,020
2007	Annual distribution total \$2.01		9,159	573		

12/31/07		\$ 7,044		3,103	\$ 27,679	\$ 27,834
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Beginning with the 1997 (RVT), 2002 (RMT) and 2004 (FUND) distributions, the purchase price of distributions is * a weighted average of the distribution reinvestment prices for the year.

Other than for initial purchase, values are stated as of December 31 of the year indicated, after reinvestment of ** distributions.

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Distribution Reinvestment and Cash Purchase Options

Why should I reinvest my distributions?

By reinvesting distributions, a stockholder can maintain an undiluted investment in the Fund. The regular reinvestment of distributions has a significant impact on stockholder returns. In contrast, the stockholder who takes distributions in cash is penalized when shares are issued below net asset value to other stockholders.

How does the reinvestment of distributions from the Royce closed-end funds work?

The Funds automatically issue shares in payment of distributions unless you indicate otherwise. The shares are generally issued at the lower of the market price or net asset value on the valuation date.

How does this apply to registered stockholders?

If your shares are registered directly with a Fund, your distributions are automatically reinvested unless you have otherwise instructed the Funds' transfer agent, Computershare, in writing. A registered stockholder also has the option to receive the distribution in the form of a stock certificate or in cash if Computershare is properly notified.

What if my shares are held by a brokerage firm or a bank?

If your shares are held by a brokerage firm, bank, or other intermediary as the stockholder of record, you should contact your brokerage firm or bank to be certain that it is automatically reinvesting distributions on your behalf. If they are unable to reinvest distributions on your behalf, you should have your shares registered in your name in order to participate.

What other features are available for registered stockholders?

The Distribution Reinvestment and Cash Purchase Plans also allow registered stockholders to make optional cash purchases of shares of a Fund's common stock directly through Computershare on a monthly basis, and to deposit certificates representing your Fund shares with Computershare for safekeeping. The Funds' investment adviser is absorbing all commissions on optional cash purchases under the Plans through December 31, 2008.

How do the Plans work for registered stockholders?

Computershare maintains the accounts for registered stockholders in the Plans and sends written confirmation of all transactions in the account. Shares in the account of each participant will be held by Computershare in non-certificated form in the name of the participant, and each participant will be able to vote those shares at a stockholder meeting or by proxy. A participant may also send other stock

certificates held by them to Computershare to be held in non-certificated form. There is no service fee charged to participants for reinvesting distributions. If a participant elects to sell shares from a Plan account, Computershare will deduct a \$2.50 fee plus brokerage commissions from the sale transaction. If a nominee is the registered owner of your shares, the nominee will maintain the accounts on your behalf.

How can I get more information on the Plans?

You can call an Investor Services Representative at (800) 221-4268 or you can request a copy of the Plan for your Fund from Computershare. All correspondence (including notifications) should be directed to: [Name of Fund] Distribution Reinvestment and Cash Purchase Plan, c/o Computershare, PO Box 43010, Providence, RI 02940-3010, telephone (800) 426-5523.

Royce Value Trust

Schedule of Investments

	SHARES	VALUE
COMMON STOCKS □		
113.4%		
Consumer Products □		
4.9%		
Apparel, Shoes and Accessories - 1.8%		
Brown Shoe Company	15,600	\$ 236,652
Kenneth Cole Productions Cl. A	35,000	612,150
Columbia Sportswear	34,600	1,525,514
Delta Apparel ^b	580,760	4,152,434
Jos. A. Bank Clothiers ^{a,c}	5,800	165,010
K-Swiss Cl. A	110,000	1,991,000
Lazare Kaplan International ^a	103,600	842,268
Polo Ralph Lauren Cl. A	12,500	772,375
Quiksilver ^{a,c}	19,000	163,020
Skechers U.S.A. Cl. A ^{a,c}	5,500	107,305
Tandy Brands Accessories	13,200	128,700
Timberland Company Cl. A ^{a,c}	5,000	90,400
Tod's	30,000	2,091,909
Warnaco Group (The) ^{a,c}	4,900	170,520
Weyco Group	307,992	8,469,780
		21,519,037
Collectibles - 0.6%		
Leapfrog Enterprises Cl. A ^{a,c}	175,000	1,177,750
RC2 Corporation ^a	132,600	3,722,082
Russ Berrie & Company ^a	124,300	2,033,548
		6,933,380
Food/Beverage/Tobacco - 0.2%		
Hain Celestial Group ^{a,c}	37,800	1,209,600
Hershey Creamery	709	1,471,175
		2,680,775
Health, Beauty and Nutrition - 0.1%		
NutriSystem ^{a,c}	5,000	134,900
Sally Beauty Holdings ^{a,c}	194,600	1,761,130
		1,896,030

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Home Furnishing and Appliances - 1.5%

Aaron Rents	4,500	86,580
DTS ^{a,c}	64,100	1,639,037
Ekornes	110,000	1,933,701
Ethan Allen Interiors	50,800	1,447,800
Hunter Douglas	23,300	1,718,519
Kimball International Cl. B	286,180	3,920,666
La-Z-Boy ^c	68,200	540,826
Lewis Group	425,000	2,849,445
Rational	14,900	3,048,318
Universal Electronics ^{a,c}	10,000	334,400

17,519,292

Household Products/Wares - 0.1%

Blyth	14,700	322,518
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Sports and Recreation - 0.6%

Beneteau	100,000	2,547,785
Coachmen Industries ^c	47,700	283,815
Monaco Coach	166,650	1,479,852
Sturm, Ruger & Company ^a	272,900	2,259,612
Thor Industries	26,100	992,061

7,563,125

Total (Cost \$49,543,275)

58,434,157

Consumer Services [□]

3.7%

Direct Marketing - 0.1%

Takkt	115,000	1,998,743
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	SHARES	VALUE
Leisure and Entertainment - 0.1%		
Shuffle Master ^{a,c}	15,000	\$ 179,850
Media and Broadcasting - 0.1%		
Cox Radio Cl. A ^{a,c}	23,000	279,450
Discovery Holding Company Cl. B ^{a,c}	36,600	931,470
		1,210,920
Online Commerce - 0.1%		
FTD Group	55,000	708,400
Restaurants and Lodgings - 0.9%		
Benihana Cl. A ^{a,c}	6,600	84,150
CEC Entertainment ^{a,c}	184,300	4,784,428
Jamba ^{a,c}	18,600	68,820
Krispy Kreme Doughnuts ^{a,c}	26,400	83,424
Morgans Hotel Group ^{a,c}	90,000	1,735,200

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Steak n Shake ^a	198,000	2,158,200
Tim Hortons	65,000	2,400,450
		11,314,672
Retail Stores - 2.3%		
America's Car-Mart ^{a,c}	95,400	1,197,270
BJ's Wholesale Club ^{a,c}	4,300	145,469
Blockbuster Cl. A ^{a,c}	27,000	105,300
Build-A-Bear Workshop ^{a,c}	10,000	139,500
Bulgari	300,000	4,174,010
CarMax ^{a,c}	50,000	987,500
Charlotte Russe Holding ^a	8,100	130,815
Children's Place Retail Stores ^a	13,670	354,463
DSW Cl. A ^{a,c}	8,700	163,212
Dress Barn (The) ^{a,c}	287,280	3,593,873
Fielmann	27,533	1,808,645
Fred's Cl. A	50,000	481,500
Gander Mountain ^{a,c}	53,300	262,769
Gymboree Corporation ^{a,c}	5,300	161,438
Hot Topic ^{a,c}	29,000	168,780
99 Cents Only Stores ^{a,c}	95,000	756,200
Pier 1 Imports ^{a,c}	1,000,000	5,230,000
Stein Mart	182,800	866,472
Tiffany & Co.	125,000	5,753,750
Urban Outfitters ^{a,c}	27,000	736,020
West Marine ^a	131,100	1,177,278
Wet Seal (The) Cl. A ^{a,c}	162,000	377,460
		28,771,724
Other Consumer Services - 0.1%		
Knot (The) ^{a,c}	15,000	239,100
Total (Cost \$44,883,463)		44,423,409
Diversified Investment Companies - 0.2%		
Closed-End Funds - 0.2%		
Central Fund of Canada Cl. A	181,500	1,967,460
Total (Cost \$1,297,400)		1,967,460
Financial Intermediaries - 11.7%		
Banking - 4.4%		
Ameriana Bancorp	40,000	343,200
BB Holdings ^a	289,400	1,382,312
BOK Financial	164,227	8,490,536
Banca Finnat Euramerica	210,630	268,762
Bank of N.T. Butterfield & Son	371,250	6,775,313
Bank Sarasin & Cie Cl. B	125	589,217

December 31, 2007

	SHARES	VALUE
Financial Intermediaries		
(continued)		
Banking (continued)		
Banque Privee Edmond de Rothschild	17	\$ 653,364
CFS Bancorp	265,000	3,879,600
Cadence Financial	40,300	587,977
Commercial National Financial	54,900	1,033,218
Farmers & Merchants Bank of Long Beach	1,266	8,355,600
Hawthorn Bancshares	44,400	1,110,000
Heritage Financial	12,915	257,008
HopFed Bancorp	112,500	1,658,250
Jefferson Bancshares	32,226	325,483
Mechanics Bank	200	3,610,000
Nexity Financial ^{a,c}	147,599	980,057
Old Point Financial	25,000	508,750
Timberland Bancorp ^b	469,200	5,714,856
Tompkins Financial	17,545	680,746
Vontobel Holding	12,000	581,341
W Holding Company	935,400	1,131,834
Whitney Holding	40,500	1,059,075
Wilber Corporation	103,900	909,125
Wilmington Trust	31,000	1,091,200
Yadkin Valley Financial	3,800	58,026
		52,034,850
Insurance - 3.8%		
Alleghany Corporation ^a	15,318	6,157,836
Aspen Insurance Holdings	64,000	1,845,760
Erie Indemnity Cl. A	139,900	7,259,411
Greenlight Capital Re Cl. A ^{a,c}	80,500	1,673,595
IPC Holdings	27,000	779,490
Leucadia National	44,940	2,116,674
MBIA	69,200	1,289,196
Markel Corporation ^a	7,200	3,535,920
Montpelier Re Holdings	66,000	1,122,660
NYMAGIC	85,200	1,970,676
ProAssurance Corporation ^{a,c}	38,070	2,090,804
RLI	99,724	5,663,326
Security Capital Assurance	30,000	116,700
Stewart Information Services	103,800	2,708,142
Wesco Financial	4,750	1,933,250
White Mountains Insurance Group	9,000	4,626,450
Zenith National Insurance	2,000	89,460

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44,979,350

Real Estate Investment

Trusts - 0.1%

Gladstone Commercial	34,700	608,638
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Securities Brokers - 2.2%

Broadpoint Securities Group a,c	200,100	236,118
Cowen Group a,c	32,000	304,320
Duff & Phelps Cl. A a,c	5,000	98,400
DundeeWealth	33,300	606,988
E*TRADE Financial a,c	75,000	266,250
FBR Capital Markets a,c	290,600	2,783,948
HQ AB	24,000	638,989
Interactive Brokers Group Cl. A a,c	79,400	2,566,208
Investment Technology Group a,c	30,400	1,446,736
KBW a,c	50,000	1,279,500
Knight Capital Group Cl. A a,c	229,700	3,307,680
LaBranche & Co a	137,000	690,480
Lazard Cl. A	176,700	7,188,156

	SHARES	VALUE
optionsXpress Holdings	53,000	\$ 1,792,460
Phatra Securities	575,000	583,832
Piper Jaffray a,c	10,000	463,200
Shinko Securities	464,300	1,924,747

26,178,012

Other Financial Intermediaries - 1.2%

AP Alternative Assets L.P.	298,600	4,463,068
KKR Financial	401,404	5,639,726
KKR Private Equity		
Investors LLP	105,000	1,910,503
Kohlberg Capital	179,900	2,158,800

14,172,097

Total (Cost \$111,770,228)

137,972,947

Financial Services □

13.7%

Diversified Financial

Services - 1.3%

AmeriCredit Corporation a,c	18,870	241,347
Centerline Holding Company	59,600	454,152
Close Brothers Group	15,000	281,921
CompuCredit Corporation a,c	12,200	121,756
Encore Capital Group a	30,000	290,400
FCStone Group a	950	43,728
MarketAxess Holdings a	67,000	859,610
MoneyGram International	387,300	5,952,801
Municipal Mortgage & Equity	40,300	598,052
Ocwen Financial a,c	173,600	961,744
	69,100	2,741,197

Portfolio Recovery Associates		
World Acceptance ^{a,c}	121,700	3,283,466
		<hr/>
		15,830,174
		<hr/>
Information and Processing - 1.8%		
Deluxe Corporation	3,500	115,115
FactSet Research Systems	35,350	1,968,995
Global Payments	68,500	3,186,620
Interactive Data	134,300	4,433,243
MSCI Cl. A ^{a,c}	55,000	2,112,000
PRG-Schultz International ^{a,c}	14,420	123,579
SEI Investments	282,400	9,084,808
		<hr/>
		21,024,360
		<hr/>
Insurance Brokers - 1.3%		
Brown & Brown	115,000	2,702,500
Crawford & Company Cl. A ^a	289,200	1,012,200
Crawford & Company Cl. B ^a	162,300	673,545
eHealth ^a	25,000	802,750
Enstar Group ^{a,c}	7,000	856,940
Gallagher (Arthur J.) & Co.	111,200	2,689,928
Hilb Rogal & Hobbs	155,050	6,290,379
National Financial Partners	22,000	1,003,420
		<hr/>
		16,031,662
		<hr/>
Investment Management - 8.7%		
Aberdeen Asset Management	855,000	2,850,593
ADDENDA Capital	150,900	3,440,144
Affiliated Managers Group ^{a,c}	15,600	1,832,376
AllianceBernstein Holding L.P.	333,100	25,065,775
Anima	700,000	2,172,692
Ashmore Group	80,000	424,532
Australian Wealth Management	231,000	508,802
Azimut Holding	40,000	512,870
BKF Capital Group ^{a,c}	227,050	504,051

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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Stockholders | 21

Royce Value Trust

Schedule of Investments

	SHARES	VALUE
Financial Services		
(continued)		
Investment Management		
(continued)		
Calamos Asset Management Cl. A	45,000	\$ 1,340,100
Candover Investments	21,000	744,702
CapMan Cl. B	550,000	2,607,310
Coronation Fund Managers	250,000	297,436
Deutsche Beteiligungs	90,000	2,815,084
Eaton Vance	150,200	6,820,582
Equity Trustees	19,392	536,693
Evercore Partners Cl. A	283,100	6,100,805
F&C Asset Management	150,000	571,697
Federated Investors Cl. B	161,900	6,663,804
Fiducian Portfolio Services	150,000	363,039
GAMCO Investors Cl. A	158,600	10,975,120
GP Investments BDR	85,000	3,824,908
Gimv	12,200	829,317
Highbury Financial ^{a,c}	333,350	1,500,075
JAFCO	37,300	1,221,810
MVC Capital	473,200	7,637,448
New Star Asset Management Group	93,000	327,155
Onex Corporation	50,000	1,772,633
Perpetual	10,000	582,339
RHJ International ^a	177,500	2,899,795
Rathbone Brothers	24,500	510,301
SPARX Group	6,900	3,281,794
Schroders	21,000	540,357
Trust Company	55,000	564,806
		102,640,945
Specialty Finance - 0.6%		
Credit Acceptance ^{a,c}	216,601	4,477,143
MCG Capital	138,000	1,599,420
NGP Capital Resources	50,000	781,500
		6,858,063
Total (Cost \$131,055,254)		162,385,204
Health ^a 7.6%		
Commercial Services - 1.3%		
PAREXEL International		
^{a,c}	313,700	15,151,710

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Drugs and Biotech - 2.0%

Adolor Corporation <u>a,c</u>	172,000	791,200
Affymetrix <u>a,c</u>	10,000	231,400
Biovail Corporation	41,200	554,552
Endo Pharmaceuticals Holdings <u>a,c</u>	155,000	4,133,850
Gene Logic <u>a,c</u>	589,900	483,718
Genitope Corporation <u>a,c</u>	150,000	111,000
Human Genome Sciences <u>a,c</u>	90,000	939,600
K-V Pharmaceutical Cl. A <u>a,c</u>	51,500	1,469,810
Medicines Company (The) <u>a,c</u>	20,000	383,200
Millennium Pharmaceuticals <u>a,c</u>	100,000	1,498,000
Mylan Laboratories <u>c</u>	52,200	733,932
Myriad Genetics <u>a,c</u>	50,000	2,321,000
Origin Agritech <u>a</u>	28,600	189,046
Perrigo Company	191,950	6,720,170
Pharmacyclics <u>a,c</u>	383,000	555,350
Pharmanet Development Group <u>a,c</u>	10,000	392,100
QLT <u>a</u>	114,070	504,189
Sinovac Biotech <u>a,c</u>	27,200	139,264
Sunesis Pharmaceuticals <u>a,c</u>	582,000	1,146,540
VIVUS <u>a,c</u>	163,300	845,894
		24,143,815

	SHARES	VALUE
Health Services - 1.1%		
Albany Molecular Research <u>a</u>	85,000	\$ 1,222,300
Cross Country Healthcare <u>a</u>	30,000	427,200
Eclipsys Corporation <u>a,c</u>	20,000	506,200
Gentiva Health Services <u>a</u>	30,150	574,056
HMS Holdings <u>a,c</u>	50,000	1,660,500
Lincare Holdings <u>a</u>	52,562	1,848,080
MedQuist <u>a</u>	73,893	694,594
On Assignment <u>a,c</u>	375,400	2,631,554
Paramount Acquisition (Units) <u>a</u>	280,000	2,142,000
Res-Care <u>a,c</u>	65,460	1,646,974
		13,353,458

Medical Products and Devices - 3.0%

Allied Healthcare Products <u>a,c</u>	201,112	1,458,062
ArthroCare Corporation <u>a,c</u>	10,000	480,500
Atrion Corporation	15,750	2,008,125
Bruker BioSciences <u>a</u>	370,200	4,923,660
Coloplast Cl. B	17,000	1,459,196
CONMED Corporation <u>a,c</u>	81,500	1,883,465
Golden Meditech	113,600	50,339
IDEXX Laboratories <u>a</u>	158,000	9,263,540
Invacare Corporation	103,100	2,598,120
STERIS Corporation	98,600	2,843,624
Urologix <u>a,c</u>	445,500	516,780
Waters Corporation <u>a</u>	75,990	6,008,529
Young Innovations	62,550	1,495,571
Zoll Medical <u>a,c</u>	40,400	1,079,488

		36,068,999
Personal Care - 0.2%		
Nutraceutical International ^a	22,800	302,100
USANA Health Sciences ^{a,c}	38,900	1,442,412
		1,744,512
Total (Cost \$54,659,716)		90,462,494
Industrial Products □		
19.3%		
Automotive - 1.6%		
Copart ^{a,c}	158,100	6,727,155
ElringKlinger	20,000	2,485,463
Fuel Systems Solutions ^{a,c}	22,500	321,525
International Textile Group ^a	85,000	255,000
LKQ Corporation ^{a,c}	375,000	7,882,500
Quantam Fuel Systems Technologies Worldwide ^{a,c}	15,500	7,440
SOORL Auto Parts ^{a,c}	26,700	195,444
Superior Industries International	52,000	944,840
		18,819,367
Building Systems and Components - 1.3%		
Armstrong World Industries ^{a,c}	4,100	164,451
Decker Manufacturing	6,022	207,759
Heywood Williams Group ^a	958,837	873,550
NCI Building Systems ^a	10,000	287,900
Preformed Line Products	91,600	5,450,200
Simpson Manufacturing	250,800	6,668,772
Somfy	6,000	1,756,197
		15,408,829
Construction Materials - 1.5%		
Ash Grove Cement Cl. B	50,518	12,680,018
Duratex	61,000	1,476,542
Nice	200,000	1,066,144

December 31, 2007

	SHARES	VALUE
Industrial Products		
(continued)		
Construction Materials		
(continued)		
Pretoria Portland Cement Company	300,000	\$ 1,916,049
USG Corporation ^{a,c}	25,000	894,750
		18,033,503
Industrial Components -		
1.4%		
Barnes Group	20,000	667,800
CLARCOR	83,500	3,170,495
Donaldson Company	92,800	4,304,064
GrafTech International ^{a,c}	64,790	1,150,022
PerkinElmer	135,000	3,512,700
Powell Industries ^a	92,400	4,072,068
II-VI ^a	13,500	412,425
		17,289,574
Machinery - 6.8%		
Astec Industries ^a	3,900	145,041
Baldor Electric	62,900	2,117,214
Bell Equipment	160,000	1,236,260
Burnham Holdings Cl. B	36,000	520,200
Coherent ^{a,c}	243,500	6,104,545
Diebold	73,600	2,132,928
Exco Technologies	91,000	363,281
Federal Signal	58,600	657,492
Franklin Electric	104,800	4,010,696
Graco	106,825	3,980,299
Hardinge	26,193	439,519
Haulotte Group	20,000	593,769
IDEX Corporation	54,000	1,951,020
Intermec ^{a,c}	23,000	467,130
Lincoln Electric Holdings	188,680	13,430,242
Manitou BF	65,000	2,972,798
Mueller Water Products Cl. A	72,500	690,200
Nordson Corporation	172,200	9,980,712
OSG Corporation	20,000	218,780
Pfeiffer Vacuum Technology	49,000	3,925,300
Rofin-Sinar Technologies	256,000	12,316,160
Takatori Corporation	40,000	188,640
Vacon	50,000	2,026,232
Williams Controls ^{a,c}	37,499	641,608
Woodward Governor	144,800	9,839,160

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80,949,226

Metal Fabrication and Distribution - 1.7%

Commercial Metals	36,600	1,077,870
CompX International Cl. A	292,300	4,273,426
Gerdau Ameristeel	61,100	868,842
Kaydon Corporation	150,800	8,224,632
Metal Management	3,500	159,355
NN	197,100	1,856,682
RBC Bearings ^{a,c}	45,000	1,955,700
Reliance Steel & Aluminum	25,920	1,404,864
§ims Group	860	20,155

19,841,526

Miscellaneous Manufacturing - 3.0%

Brady Corporation Cl. A	228,400	8,014,556
Matthews International Cl. A	100,000	4,687,000
Mettler-Toledo International ^{a,c}	28,700	3,266,060
Myers Industries	30,499	441,321
Peerless Manufacturing ^a	252,600	10,404,594

	SHARES	VALUE
Raven Industries	86,200	\$ 3,309,218
§emperit AG Holding	46,275	1,688,800
Solar Integrated Technologies ^a	75,000	149,279
§ynalloy Corporation	198,800	3,417,372
		<u>35,378,200</u>

Paper and Packaging - 0.5%

§uala Closures	300,000	1,811,654
Mayr-Melnhof Karton	36,000	3,892,304
Peak International ^a	408,400	906,648
		<u>6,610,606</u>

Specialty Chemicals and Materials - 1.3%

Aceto Corporation	119,710	957,680
American Vanguard	26,666	462,655
Cabot Corporation	207,500	6,918,050
Calgon Carbon ^{a,c}	6,400	101,696
Fuel Tech ^{a,c}	10,000	226,500
Hawkins	206,878	3,103,170
Lydall ^a	35,500	373,460
Schulman (A.)	143,100	3,083,805
Sensient Technologies	22,000	622,160
Spartech Corporation	5,000	70,500
		<u>15,919,676</u>

Textiles - 0.1%

Unifi ^a	145,100	351,142
--------------------	---------	---------

Other Industrial Products - 0.1%		
Distributed Energy Systems a	32,000	12,800
		<hr/>
Total (Cost \$118,482,732)		228,614,449
		<hr/>
Industrial Services □ 15.2%		
Advertising and Publishing - 1.5%		
Focus Media Holding ADR a,c	71,900	4,084,639
Interpublic Group of Companies a,c	510,000	4,136,100
Lamar Advertising Cl. A	38,000	1,826,660
MDC Partners Cl. A a,c	60,000	584,400
Scholastic Corporation a,c	130,000	4,535,700
ValueClick a,c	45,000	985,500
Voyager Learning a,c	150,000	1,050,000
		<hr/>
		17,202,999
		<hr/>
Commercial Services - 5.7%		
Allied Waste Industries a	188,800	2,080,576
Anacomp Cl. A a	24,000	56,400
Animal Health International a,c	30,000	369,000
Canadian Solar a,c	50,000	1,407,500
ChinaCast Education a,c	5,000	34,200
Convergys Corporation a,c	121,000	1,991,660
Corinthian Colleges a,c	106,500	1,640,100
Diamond Management & Technology Consultants	80,400	584,508
First Advantage Cl. A a,c	5,000	82,350
Forrester Research a	40,300	1,129,206
Headwaters a,c	13,100	153,794
Hewitt Associates Cl. A a	208,720	7,991,889
ITT Educational Services a	72,000	6,139,440
Iron Mountain a,c	234,262	8,672,379
Landauer	117,900	6,113,115
Learning Tree International a	53,400	1,226,064
MPS Group a	564,600	6,176,724

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
FINANCIAL STATEMENTS.**

2007 Annual Report to
Stockholders | 23

Royce Value Trust

Schedule of Investments

	SHARES	VALUE
Industrial Services		
(continued)		
Commercial Services		
(continued)		
MAXIMUS	127,900	\$ 4,938,219
Monster Worldwide ^a	24,800	803,520
New Horizons		
Worldwide ^a	228,600	365,760
Sotheby's	367,200	13,990,320
Spherion Corporation		
^{a,c}	53,000	385,840
Steiner Leisure ^{a,c}	2,100	92,736
TRC Companies ^a	3,600	28,800
TeleTech Holdings ^{a,c}	8,200	174,414
Travelcenters of		
America ^{a,c}	2,500	31,250
Viad Corporation	9,025	285,010
Wright Express ^{a,c}	30,000	1,064,700
		68,009,474
Engineering and		
Construction - 1.6%		
Boskalis Westminster	40,000	2,429,948
Comstock		
Homebuilding Cl. A ^{a,c}	15,000	9,900
Desarrolladora Homex		
SAB de CV ^{a,c}	9,800	484,610
Dycom Industries ^{a,c}	35,500	946,075
EMCOR Group ^{a,c}	6,500	153,595
Fleetwood Enterprises		
^a	234,300	1,401,114
Insituform		
Technologies Cl. A ^{a,c}	137,000	2,027,600
Integrated Electrical		
Services ^{a,c}	340,400	6,396,116
KBR ^a	140,000	5,432,000
		19,280,958
Food and Tobacco		
Processors - 0.4%		
Astral Foods	10,000	222,251
MGP Ingredients	127,400	1,200,108
Performance Food		
Group ^{a,c}	10,000	268,700
Seneca Foods Cl. A ^{a,c}	80,000	1,900,000
Seneca Foods Cl. B ^{a,c}	13,251	293,642

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		3,884,701
<hr/>		
Industrial Distribution - 2.6%		
Central Steel & Wire	6,062	3,788,750
MSC Industrial Direct Cl. A	74,300	3,006,921
Manutan International	6,445	546,249
Ritchie Bros. Auctioneers	286,400	23,685,280
<hr/>		
		31,027,200
<hr/>		
Printing - 0.1%		
Bowne & Co.	68,100	1,198,560
<hr/>		
Transportation and Logistics - 3.3%		
Alexander & Baldwin	60,000	3,099,600
American Commercial Lines ^{a,c}	9,900	160,776
Atlas Air Worldwide Holdings ^{a,c}	20,100	1,089,822
C. H. Robinson Worldwide	80,000	4,329,600
Forward Air	269,750	8,408,107
Frozen Food Express Industries	286,635	1,691,146
Global Oceanic Carriers ^a	10,000	22,582
Hub Group Cl. A ^{a,c}	174,400	4,635,552
Landstar System	96,200	4,054,830
Patriot Transportation Holding ^a	80,300	7,406,069
UTI Worldwide	112,900	2,212,840
Universal Truckload Services ^a	115,100	2,205,316
<hr/>		
		39,316,240
<hr/>		
Total (Cost \$103,117,245)		179,920,132
<hr/>		

	SHARES	VALUE
Natural Resources □		
9.9%		
Energy Services - 5.1%		
Atwood Oceanics ^{a,c}	29,400	\$ 2,947,056
Cal Dive International ^{a,c}	50,000	662,000
Carbo Ceramics	155,200	5,773,440
Core Laboratories ^{a,c}	10,000	1,247,200
Ensign Energy Services	126,300	1,951,543
Environmental Power ^{a,c}	326,000	1,489,820
Exterran Holdings ^{a,c}	157,500	12,883,500
Global Industries ^a	54,500	1,167,390
Helix Energy Solutions Group ^{a,c}	34,226	1,420,379
Helmerich & Payne	80,600	3,229,642
ION Geophysical ^{a,c}	464,500	7,329,810
National Fuel Gas	32,500	1,517,100

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Particle Drilling Technologies ^a	61,500	158,670
Pioneer Drilling ^a	6,000	71,280
SEACOR Holdings ^{a,c}	147,000	13,632,780
Superior Offshore International ^{a,c}	10,000	50,200
TETRA Technologies ^{a,c}	68,000	1,058,760
Trico Marine Services ^{a,c}	3,600	133,272
Willbros Group ^{a,c}	103,800	3,974,502
		<hr/>
		60,698,344
		<hr/>
Oil and Gas - 1.1%		
Bill Barrett ^a	50,000	2,093,500
Carrizo Oil & Gas ^{a,c}	41,700	2,283,075
Cimarex Energy	145,490	6,187,690
Falcon Oil & Gas ^a	360,000	125,842
Penn Virginia	32,880	1,434,554
PetroCorp ^{a,d}	61,400	0
PetroQuest Energy ^{a,c}	5,000	71,500
Storm Cat Energy ^{a,c}	330,800	241,484
W&T Offshore	25,000	749,000
		<hr/>
		13,186,645
		<hr/>
Precious Metals and Mining - 2.5%		
Agnico-Eagle Mines	34,000	1,857,420
Centerra Gold ^a	30,000	382,086
Etruscan Resources ^a	745,900	1,677,793
Gammon Gold ^{a,c}	198,300	1,588,383
Golden Star Resources ^{a,c}	175,000	553,000
Hecla Mining ^a	490,500	4,586,175
IAMGOLD Corporation	335,620	2,718,522
International Coal Group ^{a,c}	189,000	1,013,040
Ivanhoe Mines ^{a,c}	140,000	1,502,200
Kinross Gold ^{a,c}	110,286	2,029,262
Metorex ^a	650,000	2,065,541
Northam Platinum	500,000	2,928,081
Northgate Minerals ^a	100,000	303,000
NovaGold Resources ^a	40,000	326,400
Pan American Silver ^{a,c}	41,000	1,432,130
Randgold Resources		
ADR	53,000	1,967,890
Royal Gold	34,400	1,049,888
Yamana Gold	171,635	2,220,957
		<hr/>
		30,201,768
		<hr/>
Real Estate - 1.2%		
Alico	27,000	985,500
Consolidated-Tomoka Land	13,564	850,192
PICO Holdings ^{a,c}	75,200	2,528,224

December 31, 2007

	SHARES	VALUE
Natural Resources		
(continued)		
Real Estate		
(continued)		
The St. Joe Company ^c	180,100	\$ 6,395,351
Tejon Ranch Company ^{a,c}	70,000	2,859,500
		13,618,767
		117,705,524
Total (Cost \$68,303,929)		
 Technology □ 23.3%		
Aerospace and Defense - 0.9%		
AerCap Holdings ^{a,c}	45,000	939,150
Aerovironment ^a	2,400	58,080
Astronics Corporation ^a	52,400	2,227,000
Axsys Technologies ^{a,c}	10,000	366,500
Ducommun ^a	117,200	4,453,600
Hexcel Corporation ^{a,c}	47,500	1,153,300
Integral Systems	39,876	927,516
		10,125,146
 Components and Systems - 5.8%		
Analogic Corporation	40,135	2,717,942
Belden	57,800	2,572,100
Benchmark Electronics ^{a,c}	208,200	3,691,386
Checkpoint Systems ^a	56,060	1,456,439
China Security & Surveillance Technology ^{a,c}	2,000	43,680
Dionex Corporation ^a	81,000	6,711,660
Electronics for Imaging ^{a,c}	25,000	562,000
Energy Conversion Devices ^{a,c}	105,500	3,550,075
Excel Technology ^{a,c}	168,500	4,566,350
Hutchinson Technology ^{a,c}	47,500	1,250,200
Imation Corporation	15,700	329,700
InFocus Corporation ^a	228,100	415,142
KEMET Corporation ^a	95,600	633,828

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Methode Electronics	50,000	822,000
Nam Tai Electronics	16,500	185,955
Newport Corporation a,c	592,200	7,574,238
On Track Innovations a,c	40,000	144,000
Perceptron a,c	397,400	4,200,518
Plexus Corporation a	325,700	8,552,882
Radiant Systems a,c	32,500	559,975
Richardson Electronics Smart Modular Technologies (WWH) a,c	13,200	134,376
TTM Technologies a,c	221,400	2,581,524
Technitrol	311,200	8,894,096
Teradata Corporation a,c	35,000	959,350
Vishay Intertechnology a,c	186,000	2,122,260
Zebra Technologies Cl. A a	76,525	2,655,418
		68,705,161

Distribution - 0.8%

Agilysys	165,125	2,496,690
Anixter International a	61,795	3,847,975
Tech Data a,c	86,500	3,262,780
		9,607,445

Internet Software and Services - 1.3%

Arbinet-thexchange a,c	87,200	527,560
CDK Corporation Cl. A a,c	12,000	58,440
CMGI a,c	173,500	2,271,115
CNET Networks a,c	155,400	1,420,356
CryptoLogic	68,500	1,202,175

	SHARES	VALUE
CyberSource Corporation a,c	10,000	\$ 177,700
EarthLink a,c	55,200	390,264
Internap Network Services a,c	144,890	1,206,934
iPass a,c	268,400	1,089,704
j2 Global Communications a,c	43,420	919,201
Jupitermedia Corporation a,c	525,000	2,005,500
Kongzhong Corporation ADR a,c	8,300	50,547
Lionbridge Technologies a	37,500	133,125
Perficient a,c	10,000	157,400
RealNetworks a,c	256,900	1,564,521
SkyTerra Communications a	62,200	422,960
Stamps.com a	12,400	151,032
SupportSoft a	220,000	979,000
VeriSign a,c	24,800	932,728

		15,660,262
IT Services - 3.2%		
Alten ^a	64,000	2,444,611
answerthink ^a	655,000	3,170,200
BearingPoint ^{a,c}	529,100	1,497,353
Black Box	47,000	1,699,990
CACI International Cl. A ^{a,c}	10,000	447,700
CIBER ^a	10,000	61,100
Cogent		
Communications Group ^{a,c}	204,200	4,841,582
Computer Task Group ^{a,c}	101,100	559,083
Gartner ^a	213,000	3,740,280
Metavante Technologies ^{a,c}	20,000	466,400
Perot Systems Cl. A ^{a,c}	165,100	2,228,850
Sapient Corporation ^{a,c}	806,602	7,106,164
Syntel	152,679	5,881,195
TriZetto Group (The) ^{a,c}	219,800	3,817,926
Yucheng Technologies ^{a,c}	25,900	336,441
		38,298,875
Semiconductors and Equipment - 4.6%		
Actions Semiconductor		
ADR ^{a,c}	42,200	172,176
Advanced Energy		
Industries ^a	19,500	255,060
Applied Micro Circuits ^{a,c}	8,975	78,441
Axcelis Technologies ^a	135,000	621,000
BE Semiconductor		
Industries ^{a,c}	58,000	313,200
Brooks Automation ^a	15,152	200,158
CEVA ^a	31,666	385,375
Cabot Microelectronics ^a	131,200	4,711,392
Cognex Corporation	236,200	4,759,430
DSP Group ^{a,c}	115,000	1,403,000
Diodes ^a	297,450	8,944,321
Dolby Laboratories Cl. A ^a	173,900	8,646,308
Exar Corporation ^{a,c}	232,576	1,853,631
Fairchild Semiconductor		
International ^a	51,200	738,816
Himax Technologies		
ADR	121,000	516,670
Image Sensing Systems ^{a,c}	8,310	144,428
Integrated Device		
Technology ^{a,c}	23,900	270,309
International Rectifier ^{a,c}	120,000	4,076,400
Intevac ^{a,c}	57,450	835,323
Jazz Technologies		
(Units) ^a	805,000	1,408,750
Kulicke & Soffa		
Industries ^a	105,800	725,788

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Maxwell Technologies ^a	21,500	177,805
Micrel	7,600	64,220
Novellus Systems ^{a,c}	12,000	330,840
ON Semiconductor ^{a,c}	19,200	170,496

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
FINANCIAL STATEMENTS.**

2007 Annual Report to
Stockholders | 25

Royce Value Trust

Schedule of Investments

	SHARES	VALUE
Technology		
(continued)		
Semiconductors and Equipment (continued)		
Pericom		
Semiconductor ^{a,c}	58,000	\$ 1,084,600
Power Integrations ^{a,c}	49,000	1,687,070
Sanmina-SCI Corporation ^{a,c}	200,000	364,000
Semitool ^a	50,000	434,000
Staktek Holdings ^a	184,700	356,471
Tessera Technologies ^{a,c}	7,900	328,640
Trident Microsystems ^{a,c}	17,300	113,488
TriQuint Semiconductor ^{a,c}	27,900	184,977
Vaisala Cl. A	90,000	4,676,314
Veeco Instruments ^{a,c}	65,000	1,085,500
Vimicro International ADR ^{a,c}	270,000	1,015,200
Virage Logic ^a	100,000	835,000
		53,968,597
Software - 4.2%		
ACI Worldwide ^a	233,150	4,439,176
ANSYS ^{a,c}	100,000	4,146,000
Advent Software ^{a,c}	244,300	13,216,630
Aspen Technology ^a	27,100	439,562
Avid Technology ^{a,c}	71,000	2,012,140
BEA Systems ^{a,c}	65,610	1,035,326
Borland Software ^{a,c}	280,000	842,800
Datasul	150,000	1,586,811
Epicor Software ^{a,c}	79,900	941,222
JDA Software Group ^{a,c}	99,900	2,043,954
MSC.Software ^{a,c}	50,000	649,500
ManTech International Cl. A ^{a,c}	119,400	5,232,108
Net 1 UEPS Technologies ^{a,c}	50,000	1,468,000
Pegasystems	25,000	298,250
PLATO Learning ^a	149,642	594,079
Progress Software ^{a,c}	30,500	1,027,240
Renaissance Learning	15,000	210,000
SPSS ^a	179,600	6,449,436
Sybase ^{a,c}	82,600	2,155,034
THQ ^{a,c}	25,800	727,302
Verint Systems ^{a,c}	40,000	782,000

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50,296,570

Telecommunications -
2.5%

ADTRAN	65,000	1,389,700
Adaptec ^{a,c}	2,584,100	8,734,258
Arris Group ^{a,c}	27,600	275,448
Catapult		
Communications ^a	87,100	657,605
China GrenTech ADR		
^{a,c}	3,700	32,708
Comtech Group ^{a,c}	3,500	56,385
Covad		
Communications		
Group ^{a,c}	35,000	30,100
Foundry Networks ^{a,c}	298,600	5,231,472
Globalstar ^{a,c}	50,000	400,000
Globecomm Systems ^a	233,700	2,734,290
Golden Telecom ^{a,c}	40,000	4,038,000
IDT Corporation	108,400	856,360
IDT Corporation Cl. B	95,000	802,750
Level 3		
Communications ^{a,c}	401,341	1,220,077
NMS Communications		
^{a,c}	380,000	615,600
Novatel Wireless ^{a,c}	4,300	69,660
Oplink		
Communications ^{a,c}	3,500	53,725
Sycamore Networks ^{a,c}	191,000	733,440
Tekelec ^{a,c}	8,200	102,500

	SHARES	VALUE
Tollgrade		
Communications		
^{a,c}	20,000	\$ 160,400
UTStarcom ^{a,c}	50,000	137,500
Zhone		
Technologies ^{a,c}	850,000	994,500
		<u>29,326,478</u>
Total (Cost		
\$215,679,104)		<u>275,988,534</u>
Utilities \square 0.2%		
CH Energy Group	44,500	1,982,030
Southern Union	11,576	339,871
		<u>2,321,901</u>
Miscellaneous ^e		
\square 3.7%		
Total (Cost		
\$45,763,150)	5,071,856	<u>43,453,014</u>

TOTAL COMMON STOCKS

(Cost \$946,682,909) 1,343,649,225

PREFERRED STOCKS 0.2%

Duratex	45,300	992,274
Seneca Foods		
Conv. ^{a,d}	85,000	1,816,875

TOTAL PREFERRED STOCKS

(Cost \$2,098,530) 2,809,149

PRINCIPAL AMOUNT

CORPORATE BOND 0.1%

Dixie Group 7.00%		
Conv. Sub. Deb. due 5/15/12	\$ 352,000	330,880

(Cost \$298,162) 330,880

REPURCHASE AGREEMENTS 8.0%

State Street Bank & Trust Company, 4.00% dated 12/31/07, due 1/2/08, maturity value \$24,842,519 (collateralized by obligations of various U.S. Government Agencies, valued at \$27,965,000) (Cost \$24,837,000) 24,837,000

Lehman Brothers (Tri-Party), 4.125% dated 12/31/07, due 1/2/08, maturity value \$70,016,042 (collateralized by obligations of various U.S. Government

Agencies, valued at \$71,420,955 (Cost \$70,000,000)	70,000,000
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TOTAL REPURCHASE AGREEMENTS (Cost \$94,837,000)	94,837,000
--	------------

COLLATERAL RECEIVED FOR SECURITIES LOANED □ 13.2%		
Fannie Mae-Notes 5.20%		
due 9/18/12	2,317	2,352
Federal National Mortgage Association-Bonds 3.75%-5.50%		
due 7/25/08-2/16/12	84,536	85,955
Freddie Mac-Notes 6.01%		
due 4/11/17	141,291	143,199

December 31, 2007

	PRINCIPAL AMOUNT	VALUE
COLLATERAL RECEIVED FOR SECURITIES LOANED (continued)		
U.S. Treasury Bonds 2.00%-12.00% due 8/15/13-4/15/29	\$ 47,496	\$ 47,938
U.S. Treasury Notes 0.875%-3.625% due 11/15/08-1/15/17	361,382	364,001
U.S. Treasury Strip-Principal due 11/15/18-11/15/21	7,082	7,082
Money Market Funds State Street Navigator Securities Lending Prime Portfolio (7 day yield-4.884%) (Cost \$156,754,717)		156,104,190
		<u>156,754,717</u>
TOTAL INVESTMENTS □ 134.9% (Cost \$1,200,671,318)		1,598,380,971
LIABILITIES LESS CASH AND OTHER ASSETS □ (16.3)%		(193,711,646)
PREFERRED STOCK □ (18.6)%		<u>(220,000,000)</u>
NET ASSETS APPLICABLE TO		

**COMMON
STOCKHOLDERS**

□ **100.0%**

\$ 1,184,669,325

-
- a Non-income producing.
 - b At December 31, 2007, the Fund owned 5% or more of the Company's outstanding voting securities thereby making the Company an Affiliated Company as that term is defined in the Investment Company Act of 1940. See notes to financial statements.
 - c All or a portion of these securities were on loan at December 31, 2007. Total market value of loaned securities at December 31, 2007 was \$151,159,025.
 - d Securities for which market quotations are no longer readily available represent 0.2% of net assets. These securities have been valued at their fair value under procedures established by the Fund's Board of Directors.
 - e Includes securities first acquired in 2007 and less than 1% of net assets applicable to Common Stockholders.
 - New additions in 2007.

Bold indicates the Fund's largest 20 equity holdings in terms of December 31, 2007 market value.

INCOME TAX INFORMATION: The cost of total investments for Federal income tax purposes was \$1,204,669,842. At December 31, 2007, net unrealized appreciation for all securities was \$393,711,129, consisting of aggregate gross unrealized appreciation of \$482,509,950 and aggregate gross unrealized depreciation of \$88,798,821. The primary differences in book and tax basis cost are the timing of the recognition of losses on securities sold and mark-to-market of Passive Foreign Investment Companies.

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
FINANCIAL STATEMENTS.**

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Royce Value Trust

December 31, 2007

Statement of Assets and Liabilities**ASSETS:**

Investments at value (including collateral on loaned securities)*	
Non-Affiliated Companies (cost \$1,095,966,865)	\$ 1,493,676,681
Affiliated Companies (cost \$9,867,453)	9,867,290

Total investments at value	1,503,543,971
Repurchase agreements (at cost and value)	94,837,000
Cash and foreign currency	65,126
Receivable for investments sold	4,525,804
Receivable for dividends and interest	1,159,259
Prepaid expenses and other assets	219,267

Total Assets	1,604,350,427
--------------	---------------

LIABILITIES:

Payable for collateral on loaned securities	156,754,717
Payable for investments purchased	40,867,310
Payable for investment advisory fee	1,501,323
Preferred dividends accrued but not yet declared	288,445
Accrued expenses	269,307

Total Liabilities	199,681,102
-------------------	-------------

PREFERRED STOCK:

5.90% Cumulative Preferred Stock - \$0.001 par value, \$25 liquidation value per share; 8,800,000 shares outstanding	220,000,000
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Total Preferred Stock	220,000,000
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NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS	\$ 1,184,669,325
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ANALYSIS OF NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS:

Common Stock paid-in capital - \$0.001 par value per share; 60,008,412 shares outstanding (150,000,000 shares authorized)	\$ 770,137,285
Undistributed net investment income (loss)	(156,056)
Accumulated net realized gain (loss) on investments and foreign currency	17,254,738
Net unrealized appreciation (depreciation) on investments and foreign currency	397,721,807
Preferred dividends accrued but not yet declared	(288,449)

Net Assets applicable to Common Stockholders (net asset value per share - \$19.74)	\$ 1,184,669,325
--	------------------

*Investments at identified cost (including \$156,754,717 of collateral on loaned securities)	\$ 1,105,834,318
Market value of loaned securities	151,159,025

Royce Value Trust

Year Ended December 31, 2007

Statement of Operations**INVESTMENT INCOME:**

Income:	
Dividends*	
Non-Affiliated Companies	\$ 12,758,425
Affiliated Companies	51,750
Interest	8,760,817
Securities lending	652,471
Total income	22,223,463
Expenses:	
Investment advisory fees	15,881,749
Stockholder reports	381,343
Custody and transfer agent fees	220,021
Directors' fees	119,574
Professional fees	110,879
Administrative and office facilities expenses	103,714
Other expenses	172,860
Total expenses	16,990,140
Compensating balance credits	(64,195)
Net expenses	16,925,945
Net investment income (loss)	5,297,518

REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND FOREIGN CURRENCY:

Net realized gain (loss) on investments and foreign currency	
Non-Affiliated Companies	116,339,798
Affiliated Companies	5,343,533
Net change in unrealized appreciation (depreciation) on investments and foreign currency	(56,217,996)
Net realized and unrealized gain (loss) on investments and foreign currency	65,465,335

NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM INVESTMENT OPERATIONS

70,762,853

DISTRIBUTIONS TO PREFERRED STOCKHOLDERS

(12,980,000)

NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM INVESTMENT OPERATIONS

\$ 57,782,853

* Net of foreign withholding tax of \$266,251.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.2007 Annual Report to
Stockholders | 29

Royce Value Trust

Statement of Changes in Net Assets

	Year ended 12/31/07	Year ended 12/31/06
INVESTMENT OPERATIONS:		
Net investment income (loss)	\$ 5,297,518	\$ 6,996,692
Net realized gain (loss) on investments and foreign currency	121,683,331	110,169,442
Net change in unrealized appreciation (depreciation) on investments and foreign currency	(56,217,996)	93,033,099
Net increase (decrease) in net assets resulting from investment operations	70,762,853	210,199,233
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS:		
Net investment income	(613,954)	(1,020,228)
Net realized gain on investments and foreign currency	(12,366,046)	(11,959,772)
Total distributions to Preferred Stockholders	(12,980,000)	(12,980,000)
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM INVESTMENT OPERATIONS		
	57,782,853	197,219,233
DISTRIBUTIONS TO COMMON STOCKHOLDERS:		
Net investment income	(5,095,420)	(7,788,658)
Net realized gain on investments and foreign currency	(102,630,144)	(91,303,684)
Total distributions to Common Stockholders	(107,725,564)	(99,092,342)
CAPITAL STOCK TRANSACTIONS:		
Reinvestment of distributions to Common Stockholders	54,184,473	50,180,586
Total capital stock transactions	54,184,473	50,180,586
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS		
	4,241,762	148,307,477
NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS:		
Beginning of year	1,180,427,563	1,032,120,086
End of year (including undistributed net investment income (loss) of \$(156,056) at 12/31/07 and \$(1,605,284) at 12/31/06)	\$ 1,184,669,325	\$ 1,180,427,563

Royce Value Trust

Financial Highlights

This table is presented to show selected data for a share of Common Stock outstanding throughout each period, and to assist stockholders in evaluating the Fund's performance for the periods presented.

	Years ended December 31,				
	2007	2006	2005	2004	2003
NET ASSET VALUE, BEGINNING OF PERIOD	\$20.62	\$18.87	\$18.95	\$17.03	\$13.22
INVESTMENT OPERATIONS:					
Net investment income (loss)	0.09	0.13	0.01	(0.08)	(0.05)
Net realized and unrealized gain (loss) on investments and foreign currency	1.13	3.63	1.75	3.81	5.64
Total investment operations	1.22	3.76	1.76	3.73	5.59
DISTRIBUTIONS TO PREFERRED STOCKHOLDERS:					
Net investment income	(0.01)	(0.02)	□	□	□
Net realized gain on investments and foreign currency	(0.21)	(0.21)	(0.24)	(0.26)	(0.26)
Total distributions to Preferred Stockholders	(0.22)	(0.23)	(0.24)	(0.26)	(0.26)
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM INVESTMENT OPERATIONS	1.00	3.53	1.52	3.47	5.33
DISTRIBUTIONS TO COMMON STOCKHOLDERS:					
Net investment income	(0.09)	(0.14)	□	□	□
Net realized gain on investments and foreign currency	(1.76)	(1.64)	(1.61)	(1.55)	(1.30)
Total distributions to Common Stockholders	(1.85)	(1.78)	(1.61)	(1.55)	(1.30)
CAPITAL STOCK TRANSACTIONS:					
Effect of reinvestment of distributions by Common	(0.03)	(0.00)	0.01	0.00	(0.00)

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Stockholders					
Effect of rights offering and Preferred Stock offering	□	□	□	□	(0.22)
Total capital stock transactions	(0.03)	(0.00)	0.01	0.00	(0.22)
NET ASSET VALUE, END OF PERIOD	\$19.74	\$20.62	\$18.87	\$18.95	\$17.03
MARKET VALUE, END OF PERIOD	\$18.58	\$22.21	\$20.08	\$20.44	\$17.21
TOTAL RETURN (a):					
Market Value	(8.21)%	20.96%	6.95%	29.60%	41.96%
Net Asset Value	5.04%	19.50%	8.41%	21.42%	40.80%
RATIOS BASED ON AVERAGE NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS:					
Total expenses (b,c)	1.38%	1.29%	1.49%	1.51%	1.49%
Management fee expense (d)	1.29%	1.20%	1.37%	1.39%	1.34%
Other operating expenses	0.09%	0.09%	0.12%	0.12%	0.15%
Net investment income (loss)	0.43%	0.62%	0.03%	(0.50)%	(0.36)%
SUPPLEMENTAL DATA:					
Net Assets Applicable to Common Stockholders, End of Period (in thousands)	\$1,184,669	\$1,180,428	\$1,032,120	\$993,304	\$850,773
Liquidation Value of Preferred Stock, End of Period (in thousands)	\$220,000	\$220,000	\$220,000	\$220,000	\$220,000
Portfolio Turnover Rate	26%	21%	31%	30%	23%
PREFERRED STOCK:					
Total shares outstanding	8,800,000	8,800,000	8,800,000	8,800,000	8,800,000
Asset coverage per share	\$159.62	\$159.14	\$142.29	\$137.88	\$121.68
Liquidation preference per share	\$25.00	\$25.00	\$25.00	\$25.00	\$25.00
Average market value per share (e):					
5.90% Cumulative	\$23.68	\$23.95	\$24.75	\$24.50	\$25.04
7.80% Cumulative	□	□	□	□	\$25.87
7.30% Tax-Advantaged Cumulative	□	□	□	□	\$25.53

- (a) The Market Value Total Return is calculated assuming a purchase of Common Stock on the opening of the first business day and a sale on the closing of the last business day of each period reported. Dividends and distributions are assumed for the purposes of this calculation to be reinvested at prices obtained under the Fund's Distribution Reinvestment and Cash Purchase Plan. Net Asset Value Total Return is calculated on the same basis, except that the Fund's net asset value is used on the purchase and sale dates instead of market value.
- (b) Expense ratios based on total average net assets including liquidation value of Preferred Stock were 1.17%, 1.08%, 1.22%, 1.21%, and 1.19% for the years ended December 31, 2007, 2006, 2005, 2004 and 2003, respectively.
- (c) Expense ratios based on average net assets applicable to Common Stockholders: before waiver of fees by the investment adviser would have been 1.62% for the year ended December 31, 2003; before waiver of fees and earnings credits would have been 1.38%, 1.29%, 1.49%, 1.51% and 1.62% for the years ended December 31, 2007, 2006, 2005, 2004 and 2003, respectively.
- (d) The management fee is calculated based on average net assets over a rolling 60-month basis, while the above ratios of management fee expenses are based on the average net assets applicable to Common Stockholders over a 12-month basis.
- (e) The average of month-end market values during the period that the Preferred Stock was outstanding.

**THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
FINANCIAL STATEMENTS.**

Royce Value Trust

Notes to Financial Statements

Summary of Significant Accounting Policies:

Royce Value Trust, Inc. (the Fund) was incorporated under the laws of the State of Maryland on July 1, 1986 as a diversified closed-end investment company. The Fund commenced operations on November 26, 1986.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments:

Securities are valued as of the close of trading on the New York Stock Exchange (NYSE) (generally 4:00 p.m. Eastern time) on the valuation date. Securities that trade on an exchange, and securities traded on Nasdaq's Electronic Bulletin Board, are valued at their last reported sales price or Nasdaq official closing price taken from the primary market in which each security trades or, if no sale is reported for such day, at their bid price. Other over-the-counter securities for which market quotations are readily available are valued at their highest bid price. Securities for which market quotations are not readily available are valued at their fair value under procedures established by the Fund's Board of Directors. In addition, if, between the time trading ends on a particular security and the close of the customary trading session on the NYSE, events occur that are significant and may make the closing price unreliable, the Fund may fair value the security. The Fund uses an independent pricing service to provide fair value estimates for relevant non-U.S. equity securities on days when the U.S. market volatility exceeds a certain threshold. This pricing service uses proprietary correlations it has developed between the movement of prices of non-U.S. equity securities and indices of U.S.-traded securities, futures contracts and other indications to estimate the fair value of relevant non-U.S. securities. When fair value pricing is employed, the price of securities used by the Fund may differ from quoted or published prices for the same security. Bonds and other fixed income securities may be valued by reference to other securities with comparable ratings, interest rates and maturities, using established independent pricing services. Investments in money market funds are valued at net asset value per share.

Foreign Currency:

The Fund values its non-U.S. securities in U.S. dollars daily at the prevailing foreign currency exchange rates as quoted by a major bank. The effects of changes in foreign exchange rates on investments and other assets and liabilities are included with net realized and unrealized gains and losses on investments.

Net realized foreign exchange gains or losses arise from sales and maturities of short-term securities, sales of foreign currencies, expiration of currency forward contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books, and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains

and losses arise from changes in the value of assets and liabilities, including investments in securities at the end of the reporting period, as a result of changes in foreign currency exchange rates.

Investment Transactions and Related Investment Income:

Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Non-cash dividend income is recorded at the fair market value of the securities received. Interest income is recorded on an accrual basis. Premium and discounts on debt securities are amortized using the effective yield to maturity method. Realized gains and losses from investment transactions are determined on the basis of identified cost for book and tax purposes.

Expenses:

The Fund incurs direct and indirect expenses. Expenses directly attributable to the Fund are charged to the Fund's operations, while expenses applicable to more than one of the Royce Funds are allocated equitably. Allocated personnel and occupancy costs related to The Royce Funds are included in administrative and office facilities expenses. The Fund has adopted a deferred fee agreement that allows the Directors to defer the receipt of all or a portion of Directors' Fees otherwise payable. The deferred fees are invested in certain Royce Funds until distributed in accordance with the agreement.

Compensating Balance Credits:

The Fund has an arrangement with its custodian bank, whereby a portion of the custodian's fee is paid indirectly by credits earned on the Fund's cash on deposit with the bank. This deposit arrangement is an alternative to purchasing overnight investments. Conversely, the Fund pays interest to the custodian on any cash overdrafts, to the extent they are not offset by credits earned on positive cash balances.

Taxes:

As a qualified regulated investment company under Subchapter M of the Internal Revenue Code, the Fund is not subject to income taxes to the extent that it distributes substantially all of its taxable income for its fiscal year. The Schedule of Investments includes information regarding income taxes under the caption [Income Tax Information](#).

Distributions:

The Fund currently has a policy of paying quarterly distributions on the Fund's Common Stock. Distributions are currently being made at the annual rate of 9% of the rolling average of the prior four calendar quarter-end NAVs of the Fund's Common Stock, with the fourth quarter distribution being the greater of 2.25% of the rolling average or the distribution required by IRS regulations. Distributions to Preferred Stockholders are accrued daily and paid quarterly and distributions to Common Stockholders are recorded on ex-dividend date. The Fund is required to allocate long-term capital gain distributions and other types of income proportionately to distributions made to holders of shares of Common Stock and Preferred Stock. To the extent that distributions are not paid from long-term capital gains, net investment income or net short-term capital gains, they will represent a return of capital. Distributions are determined in accordance with income tax regulations that may differ from accounting principles generally accepted in the United States of America. Permanent book and tax basis differences

Royce Value Trust

Notes to Financial Statements (continued)

relating to stockholder distributions will result in reclassifications within the capital accounts. Undistributed net investment income may include temporary book and tax basis differences, which will reverse in a subsequent period. Any taxable income or gain remaining undistributed at fiscal year end is distributed in the following year.

Repurchase Agreements:

The Fund may enter into repurchase agreements with institutions that the Fund's investment adviser has determined are creditworthy. The Fund restricts repurchase agreements to maturities of no more than seven days. Securities pledged as collateral for repurchase agreements, which are held until maturity of the repurchase agreements, are marked-to-market daily and maintained at a value at least equal to the principal amount of the repurchase agreement (including accrued interest). Repurchase agreements could involve certain risks in the event of default or insolvency of the counter-party, including possible delays or restrictions upon the ability of the Fund to dispose of the underlying securities.

Securities Lending:

The Fund loans securities to qualified institutional investors for the purpose of realizing additional income. Collateral on all securities loaned for the Fund is accepted in cash and cash equivalents and invested temporarily by the custodian. The collateral is equal to at least 100% of the current market value of the loaned securities. The market value of the loaned securities is determined at the close of business of the Fund and any additional required collateral is delivered to the Fund on the next business day.

Recent Accounting Pronouncements:

The Fund adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) on June 29, 2007. FIN 48 provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. There was no material impact to the financial statements or disclosures thereto as a result of the adoption of this pronouncement.

FASB Statement of Financial Accounting Standard No. 157, "Fair Value Measurement" (FAS 157), provides enhanced guidance for using fair value to measure assets and liabilities. The standard requires companies to provide expanded information about the assets and liabilities measured at fair value and the potential effect

of these fair valuations on an entity's financial performance. Adoption of FAS 157 is required for fiscal years beginning after November 15, 2007. The standard is not expected to materially impact the amounts reported in the Fund's financial statements, however, additional disclosures will be required in subsequent reports.

Capital Stock:

The Fund issued 2,749,591 and 2,548,023 shares of Common Stock as reinvestment of distributions by Common Stockholders for the years ended December 31, 2007 and 2006, respectively.

At December 31, 2007, 8,800,000 shares of 5.90% Cumulative Preferred Stock were outstanding. Commencing October 9, 2008 and thereafter, the Fund, at its option, may redeem the Cumulative Preferred Stock, in whole or in part, at the redemption price. The Cumulative Preferred Stock is classified outside of permanent equity (net assets

applicable to Common Stockholders) in the accompanying financial statements in accordance with Emerging Issues Task Force (EITF) Topic D-98, Classification and Measurement of Redeemable Securities, that requires preferred securities that are redeemable for cash or other assets to be classified outside of permanent equity to the extent that the redemption is at a fixed or determinable price and at the option of the holder or upon the occurrence of an event that is not solely within the control of the issuer.

The Fund is required to meet certain asset coverage tests with respect to the Cumulative Preferred Stock as required by the 1940 Act. In addition, pursuant to the Rating Agency Guidelines established by Moody's, the Fund is required to maintain a certain discounted asset coverage. If the Fund fails to meet these requirements and does not correct such failure, the Fund may be required to redeem, in part or in full, the Cumulative Preferred Stock at a redemption price of \$25.00 per share, plus an amount equal to the accumulated and unpaid dividends, whether or not declared on such shares, in order to meet these requirements. Additionally, failure to meet the foregoing asset coverage requirements could restrict the Fund's ability to pay dividends to Common Stockholders and could lead to sales of portfolio securities at inopportune times. The Fund has met these requirements since issuing the Cumulative Preferred Stock.

Investment Advisory Agreement:

As compensation for its services under the Investment Advisory Agreement, Royce & Associates, LLC ("Royce") receives a fee comprised of a Basic Fee ("Basic Fee") and an adjustment to the Basic Fee based on the investment performance of the Fund in relation to the investment record of the S&P SmallCap 600 Index ("S&P 600").

The Basic Fee is a monthly fee equal to 1/12 of 1% (1% on an annualized basis) of the average of the Fund's month-end net assets applicable to Common Stockholders, plus the liquidation value of Preferred

Stock, for the rolling 60-month period ending with such month (the "performance period"). The Basic Fee for each month is increased or decreased at the rate of 1/12 of 0.5% for each percentage point that the investment performance of the Fund exceeds, or is exceeded by, the percentage change in the investment record of the S&P 600 for the performance period by more than two percentage points. The performance period for each such month is a rolling 60-month period ending with such month. The maximum increase or decrease in the Basic Fee for any month may not exceed 1/12 of .5%. Accordingly, for each month, the maximum monthly fee rate as adjusted for performance is 1/12 of 1.5% and is payable if the investment performance of the Fund exceeds the percentage change in the investment record of the S&P 600 by 12 or more percentage points for the performance period, and the minimum monthly fee rate as adjusted for performance is 1/12 of .5% and is payable if the percentage change in the investment record of the S&P 600 exceeds the investment performance of the Fund by 12 or more percentage points for the performance period.

Notwithstanding the foregoing, Royce is not entitled to receive any fee for any month when the investment performance of the Fund for the rolling 36-month period ending with such month is negative. In the event that the Fund's investment performance for such a performance

Royce Value Trust

Notes to Financial Statements (continued)

period is less than zero, Royce will not be required to refund to the Fund any fee earned in respect of any prior performance period.

Royce has voluntarily committed to waive the portion of its investment advisory fee attributable to an issue of the Fund's Preferred Stock for any month in which the Fund's average annual NAV total return since issuance of the Preferred Stock fails to exceed the applicable Preferred Stock's dividend rate

For the twelve rolling 60-month periods ended December 2007, the investment performance of the Fund exceeded the investment performance of the S&P 600 by 4% to 26%. Accordingly, the investment advisory fee consisted of a Basic Fee of \$11,381,315 and an upward adjustment of \$4,500,434 for performance of the Fund above that of the S&P 600. For the year ended December 31, 2007, the Fund accrued and paid Royce advisory fees totaling \$15,881,749.

Distributions to

Stockholders:

The tax character of distributions paid to stockholders during 2007 and 2006 was as follows:

Distributions paid from:	2007	2006
Ordinary income	\$ 18,081,695	\$ 24,577,545
Long-term capital gain	102,623,869	87,494,797
	<u>\$ 120,705,564</u>	<u>\$ 112,072,342</u>

As of December 31, 2007, the tax basis components of distributable earnings included in stockholders' equity were as follows:

Undistributed net investment income	\$ 2,699,239
Undistributed long-term capital gain	18,405,497
Unrealized appreciation	393,723,283
Post October currency loss*	(7,530)
Accrued preferred distributions	(288,449)
	<u>\$ 414,532,040</u>

*Under current tax law, capital and currency losses realized after October 31, and prior to the Fund's fiscal year end, may be deferred as occurring on the first day of the following year.

The difference between book basis and tax basis unrealized appreciation is attributable primarily to the tax deferral on wash sales and the unrealized gains on investments in Passive Foreign Investment Companies.

For financial reporting purposes, capital accounts and distributions to stockholders are adjusted to reflect the

tax character of permanent book / tax differences. These differences are primarily due to differing treatments of income and gains on various investment securities and foreign currency transactions held by the Fund, timing differences and different characterization of distributions made by the Fund. For the year ended December 31, 2007, the Fund recorded the following permanent reclassifications, which relate primarily to the current net operating losses. Results of operations and net assets were not affected by these reclassifications.

Undistributed Net Investment Income	Accumulated Net Realized Gain (Loss)	Paid-in Capital
\$1,861,084	\$(2,778,414)	\$917,330

Purchases and Sales of Investment Securities:

For the year ended December 31, 2007, the cost of purchases and proceeds from sales of investment securities, other than short-term securities and collateral received for securities loaned, amounted to \$342,412,126 and \$336,738,969, respectively.

Transactions in Shares of Affiliated Companies:

An "Affiliated Company," as defined in the Investment Company Act of 1940, is a company in which a Fund owns 5% or more of the company's outstanding voting securities at any time during the period. The Fund effected the following transactions in shares of such companies during the year ended December 31, 2007:

Affiliated Company	Shares 12/31/06	Market Value 12/31/06	Cost of Purchases	Cost of Sales	Realized Gain (Loss)	Dividend Income	Shares 12/31/07	Market Value 12/31/07
Delta Apparel	0	0	\$4,129,137	0	0	0	580,760	\$ 4,152,434
Highbury Financial*	0	0	2,579,878	\$1,098,137	\$ 26,215	0		
Synalloy Corporation*	345,000	\$ 6,361,800	0	761,702	5,317,318	\$ 51,750		
Timberland Bancorp	0	0	5,738,316	0	0	0	469,200	5,714,856
		\$ 6,361,800			\$5,343,533	\$ 51,750		\$ 9,867,290

* Not an Affiliated Company at December 31, 2007.

Royce Value Trust

Report of Independent Registered Public Accounting Firm

**To the Board of Directors and Stockholders of
Royce Value Trust, Inc.
New York, New York**

We have audited the accompanying statement of assets and liabilities of Royce Value Trust, Inc. ("Fund") including the schedule of investments, as of December 31, 2007, and the related statement of operations for the year then ended, the statement of changes in net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits 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 effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2007 by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Royce Value Trust, Inc. as of December 31, 2007, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

TAIT, WELLER & BAKER LLP

**Philadelphia, Pennsylvania
February 22, 2008**

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Royce Micro-Cap Trust

Schedule of Investments

	SHARES	VALUE
COMMON STOCKS □ 111.9%		
Consumer Products □ 5.5%		
Apparel, Shoes and Accessories - 2.0%		
ELiA*s a,c	42,900	\$ 116,259
Hartmarx Corporation a	70,000	238,700
Kleinert's a,d	14,200	0
Lazare Kaplan International a	151,700	1,233,321
Steven Madden a	21,750	435,000
Mothers Work a,c	17,400	302,760
Movie Star a	192,100	309,281
True Religion Apparel a,c	14,400	307,440
Weyco Group	120,000	3,300,000
Yamato International	40,000	275,768
		6,518,529
Food/Beverage/Tobacco - 0.9%		
Green Mountain Coffee Roasters a,c	76,800	3,125,760
		3,125,760
Home Furnishing and Appliances - 1.6%		
American Technology a,c	50,000	126,500
Cobra Electronics	10,000	47,800
DTS a,c	7,000	178,990
Flexsteel Industries	213,500	2,562,000
Lifetime Brands	42,054	545,861
Natuzzi ADR a	387,800	1,822,660
U.S. Home Systems a,c	10,000	53,500
		5,337,311
Household Products/Wares - 0.3%		
A.T. Cross Company Cl. A a,c	100,000	998,000
		998,000
Sports and Recreation - 0.6%		
Cybox International a,c	51,600	235,296
Monaco Coach	142,400	1,264,512
Sturm, Ruger & Company a	45,000	372,600
		1,872,408
Other Consumer Products - 0.1%		
NexCen Brands a,c	105,300	509,652
		509,652
Total (Cost \$13,301,888)		18,361,660

Consumer Services □ **4.3%**

Direct Marketing - 0.1%

Dover Saddlery ^{a,c}	10,200	42,534
-------------------------------	--------	--------

Leisure and Entertainment - 0.3%

Ambassadors Group	15,000	274,650
Ambassadors International ^c	6,100	88,938
FortuNet ^{a,c}	5,000	40,200
IMAX Corporation ^a	25,000	170,500
Premier Exhibitions ^{a,c}	28,200	308,508
TiVo ^{a,c}	20,000	166,800

1,049,596

Media and Broadcasting - 0.3%

ADDvantage Technologies

Group ^{a,c}	42,700	263,459
Ballantyne of Omaha ^a	100,000	582,000

845,459

Online Commerce - 0.3%

FTD Group	55,000	708,400
PC Mall ^{a,c}	26,000	242,060

950,460

	SHARES	VALUE
Restaurants and Lodgings - 0.1%		
Benihana Cl. A ^{a,c}	800	\$ 10,200
Cosi ^{a,c}	111,700	250,208
Jamba ^{a,c}	44,300	163,910
		<hr/> 424,318
Retail Stores - 3.1%		
A.C. Moore Arts & Crafts ^a	40,000	550,000
America's Car-Mart ^{a,c}	200,000	2,510,000
Buckle (The)	35,250	1,163,250
Build-A-Bear Workshop ^a	49,300	687,735
Cache ^a	19,200	179,328
Casual Male Retail Group ^a	28,800	149,184
Cato Corporation Cl. A	68,100	1,066,446
Charlotte Russe Holding ^a	28,800	465,120
Hot Topic ^{a,c}	35,300	205,446
New York & Company ^{a,c}	76,700	489,346
Stein Mart	198,900	942,786
West Marine ^{a,c}	142,000	1,275,160
Wet Seal (The) Cl. A ^{a,c}	301,000	701,330
		<hr/> 10,385,131
Other Consumer Services - 0.1%		
Knot (The) ^{a,c}	25,200	401,688

Total (Cost \$14,490,585)		14,099,186
<hr/>		
Diversified Investment Companies □ 1.8%		
Closed-End Funds - 1.8%		
ASA	48,900	3,675,813
Central Fund of Canada Cl. A	207,000	2,243,880
<hr/>		
Total (Cost \$2,675,077)		5,919,693
<hr/>		
Financial Intermediaries □		
9.1%		
Banking - 4.5%		
B of I Holding ^{a,c}	100,000	715,000
Bancorp (The) ^a	50,000	673,000
BB Holdings ^a	390,000	1,862,825
Chemung Financial	40,000	1,122,000
Fauquier Bankshares	160,800	2,741,640
First National Lincoln	40,200	588,528
Franklin Bank ^{a,c}	66,200	285,322
Lakeland Financial	45,000	940,500
Meta Financial Group	44,800	1,828,736
Nexity Financial ^{a,c}	34,000	225,760
Peapack-Gladstone Financial	29,000	717,750
Queen City Investments	948	953,688
Quest Capital	30,000	82,071
Sterling Bancorp	32,869	448,333
Sterling Financial	7,779	130,609
WSB Financial Group ^{a,c}	114,200	669,212
Wilber Corporation	89,550	783,563
<hr/>		
		14,768,537
<hr/>		
Insurance - 1.6%		
AmCOMP ^a	5,600	52,360
American Safety Insurance Holdings ^a	20,000	393,000
CRM Holdings ^{a,c}	124,000	970,920
First Acceptance ^a	258,405	1,090,469
Independence Holding	33,534	424,205

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	SHARES	VALUE
Financial Intermediaries (continued)		
Insurance (continued)		
NYMAGIC	65,400	\$ 1,512,702
Navigators Group ^{a,c}	15,200	988,000
		<u>5,431,656</u>
Real Estate Investment Trusts - 0.2%		
Westin Realty Mortgage II ^a	180,000	675,000
Securities Brokers - 2.8%		
Broadpoint Securities Group ^{a,c}	95,000	112,100
Cowen Group ^{a,c}	123,600	1,175,436
Diamond Hill Investment Group ^{a,c}	5,000	365,600
International Assets Holding ^a		
Sanders Morris Harris Group	113,900	3,074,161
Stifel Financial ^{a,c}	186,000	1,906,500
Thomas Weisel Partners Group ^{a,c}	38,733	2,036,194
Tradestation Group ^{a,c}	20,100	275,973
	30,000	426,300
		<u>9,372,264</u>
Total (Cost \$23,106,640)		<u>30,247,457</u>
Financial Services ^a 6.7%		
Diversified Financial Services - 0.5%		
MarketAxess Holdings ^{a,c}	123,700	1,587,071
Information and Processing - 0.1%		
PRG-Schultz International ^{a,c}	46,100	395,077
Insurance Brokers - 0.4%		
Crawford & Company Cl. A ^{a,c}	50,000	175,000
Health Benefits Direct ^{a,c}	211,265	392,953
Western Financial Group	148,000	788,773
		<u>1,356,726</u>
Investment Management - 4.2%		
ADDENDA Capital	131,700	3,002,432
BKF Capital Group ^{a,b}	406,500	902,430
Epoch Holding Corporation	211,500	3,172,500

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Hennessy Advisors	24,750	297,000
MVC Capital	226,200	3,650,868
Sceptre Investment Counsel	78,000	817,975
UTEK Corporation	50,000	660,000
Westwood Holdings Group	31,900	1,199,440

13,702,645

Special Purpose Acquisition Corporation - 1.2%

Alternative Asset Management Acquisition (Units) ^a	250,000	2,600,000
General Finance ^{a,c}	44,200	401,336
Shermen WSC Acquisition ^a	170,000	950,300

3,951,636

Specialty Finance - 0.3%

NGP Capital Resources	68,080	1,064,090
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Total (Cost \$17,965,823)

22,057,245

Health □ 14.9%

Commercial Services - 1.4%

Medifast ^{a,c}	45,200	219,220
PDI ^a	66,800	625,916
PAREXEL International ^{a,c}	80,900	3,907,470

4,752,606

Drugs and Biotech - 5.2%

Acadia Pharmaceuticals ^{a,c}	10,000	110,700
Allos Therapeutics ^{a,c}	123,600	777,444
Anadys Pharmaceuticals ^{a,c}	400,000	644,000

	SHARES	VALUE
Barrier Therapeutics ^a	31,300 \$	123,322
BioCryst Pharmaceuticals ^a	160,000	988,800
Cambrex Corporation	16,000	134,080
Caraco Pharmaceutical Laboratories ^a	14,650	251,246
Cardiome Pharma ^{a,c}	21,000	187,320
Cell Genesys ^a	58,000	133,400
Cerus Corporation ^a	179,600	1,169,196
CollaGenex Pharmaceuticals ^{a,c}	25,000	238,750
Direct Corporation ^{a,c}	44,100	283,563
DUSA Pharmaceuticals ^{a,c}	57,600	119,232
Dyax Corporation ^a	47,300	173,118
Emisphere Technologies ^{a,c}	163,200	445,536
Favrille ^{a,c}	401,000	625,560
Genitope Corporation ^{a,c}	196,700	145,558
GenVec ^{a,c}	140,000	205,800
Hi-Tech Pharmacal ^a	43,630	423,647
ImmunoGen ^{a,c}	24,000	99,600
Lexicon Pharmaceuticals ^{a,c}	40,000	121,200
Lifecore Biomedical ^{a,c}	17,900	258,655
Luminex Corporation ^{a,c}	14,575	236,698
Mannkind Corporation ^a	10,000	79,600
Momenta Pharmaceuticals ^{a,c}	73,400	524,076
Myriad Genetics ^{a,c}	25,000	1,160,500

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Nastech Pharmaceutical ^{a,c} ₋₋	2,700	10,260
Nuvelo ^{a,c} ₋₋	250,000	457,500
Oncolytics Biotech ^{a,c} ₋₋	36,000	60,840
Orchid Cellmark ^{a,c} ₋₋	78,000	390,000
Origin Agritech ^{a,c} ₋₋	184,388	1,218,805
Pharmanet Development Group ^{a,c} ₋₋	25,000	980,250
Sangamo BioSciences ^{a,c} ₋₋	10,000	130,900
Seattle Genetics ^{a,c} ₋₋	72,000	820,800
Senomyx ^{a,c} ₋₋	52,000	389,480
Sinovac Biotech ^{a,c} ₋₋	86,000	440,320
Strategic Diagnostics ^{a,c} ₋₋	57,600	309,888
SuperGen ^{a,c} ₋₋	220,000	803,000
Tapestry Pharmaceuticals ^{a,c} ₋₋	815,600	244,680
Theragenics Corporation ^{a,c} ₋₋	145,800	521,964
Trimeris ^{a,c} ₋₋	128,000	893,440
		<hr/>
		17,332,728
		<hr/>
Health Services - 2.2%		
Albany Molecular Research ^a	30,000	431,400
Alliance Imaging ^{a,c} ₋₋	53,900	518,518
BML	30,000	479,328
Bio-Imaging Technologies ^a	19,100	154,901
CorVel Corporation ^{a,c} ₋₋	40,125	923,677
Gentiva Health Services ^a	23,000	437,920
HMS Holdings ^{a,c} ₋₋	11,900	395,199
Hooper Holmes ^{a,c} ₋₋	88,600	152,392
MedCath Corporation ^{a,c} ₋₋	18,000	442,080
Mediware Information Systems ^{a,c} ₋₋	38,900	261,797
On Assignment ^{a,c} ₋₋	61,100	428,311
PharMerica Corporation ^{a,c} ₋₋	100,000	1,388,000
RehabCare Group ^{a,c} ₋₋	22,000	496,320
Sun Healthcare Group ^{a,c} ₋₋	41,000	703,970
U.S. Physical Therapy ^a	10,000	143,700
		<hr/>
		7,357,513
		<hr/>
Medical Products and Devices - 5.9%		
Abiomed ^{a,c} ₋₋	15,000	233,100
Allied Healthcare Products ^a	273,500	1,982,875

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

2007 Annual Report to Stockholders | 37

Royce Micro-Cap Trust

Schedule of Investments

	SHARES	VALUE
Health (continued)		
Medical Products and Devices (continued)		
AngioDynamics ^{a,c}	14,000	\$ 266,560
Anika Therapeutics ^a	17,000	246,840
Atrion Corporation	4,000	510,000
CAS Medical Systems ^{a,c}	79,400	436,700
Caliper Life Sciences ^a	50,000	276,500
Cardiac Science ^a	26,243	212,306
CONMED Corporation ^{a,c}	3,900	90,129
Cutera ^{a,c}	18,700	293,590
Del Global Technologies ^a	461,301	1,337,773
EPIX Pharmaceuticals ^{a,c}	24,666	97,184
Exactech ^{a,c}	113,100	2,346,825
Golden Meditech	24,100	10,679
HealthTronics ^a	64,400	295,596
Kensey Nash ^a	26,650	797,368
Medical Action Industries ^{a,c}	125,250	2,611,463
Merit Medical Systems ^a	8,700	120,930
NMT Medical ^{a,c}	17,000	95,540
Neurometrix ^{a,c}	21,500	197,800
Orthofix International ^{a,c}	28,000	1,623,160
OrthoLogic Corporation ^{a,c}	65,000	87,750
PLC Systems ^a	105,200	45,236
Possis Medical ^a	28,600	416,988
Shamir Optical Industry	7,500	75,000
Synovis Life Technologies ^a	20,000	391,000
Thermage ^a	132,000	762,960
Tutogen Medical ^{a,c}	20,000	206,400
Utah Medical Products	42,300	1,257,156
Vital Images ^{a,c}	29,100	525,837
Young Innovations	66,050	1,579,256
		19,430,501
Personal Care - 0.2%		
Helen of Troy ^{a,c}	20,000	342,800
Nutraceutical International ^a	15,000	198,750
		541,550
Total (Cost \$39,693,480)		49,414,898
Industrial Products □ 16.2%		
Automotive - 0.8%		
Commerical Vehicle Group ^{a,c}	7,600	110,200
LKQ Corporation ^{a,c}	22,800	479,256
Noble International	24,000	391,440
SORL Auto Parts ^{a,c}	50,600	370,392
Spartan Motors	6,300	48,132
Strattec Security	28,300	1,172,469
Wecast Industries Cl. A	12,900	114,458

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2,686,347

Building Systems and Components - 1.0%

AAON	94,500	1,872,990
Bunka Shutter Company	90,000	386,273
LSI Industries	65,412	1,190,498

3,449,761

Construction Materials - 1.7%

Ash Grove Cement	8,000	2,008,000
Monarch Cement	50,410	1,524,903
Trex Company ^a	250,000	2,127,500

5,660,403

	SHARES	VALUE
Industrial Components - 2.2%		
C&D Technologies ^{a,c}	53,000	\$ 350,330
Deswell Industries	105,300	637,065
Gerber Scientific ^{a,c}	50,500	545,400
Ladish Company ^a	10,000	431,900
Planar Systems ^a	142,000	908,800
Powell Industries ^a	46,800	2,062,476
Tech/Ops Sevcon	76,200	571,500
II-VI ^a	20,000	611,000
Zygo Corporation ^{a,c}	105,200	1,310,792
		<u>7,429,263</u>
Machinery - 4.7%		
A.S.V. ^{a,c}	84,800	1,174,480
Active Power ^{a,c}	187,500	412,500
Alamo Group	38,600	699,432
Astec Industries ^{a,c}	40,200	1,495,038
Basin Water ^{a,c}	23,200	191,864
Burnham Holdings Cl. A	95,000	1,372,750
Capstone Turbine ^{a,c}	200,000	326,000
Eagle Test Systems ^{a,c}	1,500	19,170
Eastern Company (The)	39,750	729,015
Gehl Company ^a	20,000	320,800
Gorman-Rupp Company	5,273	164,502
Hurco Companies ^a	14,900	650,385
K-Tron International ^a	5,800	691,650
Kadant ^{a,c}	14,100	418,347
Keithley Instruments	14,000	135,520
LeCroy Corporation ^a	2,000	19,220
MTS Systems	10,000	426,700
Mueller (Paul) Company	9,650	468,025
Sun Hydraulics	58,425	1,474,063
T-3 Energy Services ^a	2,000	94,020
Tennant Company	88,200	3,906,378
Titan Machinery ^{a,c}	25,000	327,500
		<u>15,517,359</u>

Metal Fabrication and Distribution - 0.8%		
Encore Wire	15,000	238,800
Insteel Industries	400	4,692
NN	114,300	1,076,706
Olympic Steel	11,000	348,810
Samuel Manu-Tech	2,500	26,825
Universal Stainless & Alloy Products ^{a,c}	26,997	960,283
		<hr/>
		2,656,116
		<hr/>
Miscellaneous Manufacturing - 2.5%		
GP Strategies ^a	35,000	372,750
Peerless Manufacturing ^a	84,400	3,476,436
Quixote Corporation	33,300	632,367
Raven Industries	73,000	2,802,470
Synalloy Corporation	58,200	1,000,458
		<hr/>
		8,284,481
		<hr/>
Paper and Packaging - 0.1%		
Mod-Pac Corporation ^{a,c}	23,200	173,768
		<hr/>
Pumps, Valves and Bearings - 0.4%		
CIRCOR International	28,000	1,298,080
		<hr/>
Specialty Chemicals and Materials - 1.9%		
Aceto Corporation	323,619	2,588,952
American Vanguard	9,333	161,928
Balchem Corporation	33,750	755,325

December 31, 2007

	SHARES	VALUE
Industrial Products		
(continued)		
Specialty Chemicals and Materials (continued)		
Hawkins	118,167	\$ 1,772,505
Metabolix ^{a,c}	3,000	71,400
NuCo2 ^{a,c}	20,000	498,000
Park Electrochemical	10,000	282,400
		6,130,510
Textiles - 0.1%		
Unifi ^a	100,000	242,000
		53,528,088
Total (Cost \$33,190,211)		
Industrial Services □ 14.7%		
Advertising and Publishing - 0.6%		
DG Fastchannel ^{a,c}	21,200	543,568
Greenfield Online ^{a,c}	20,000	292,200
Journal Register	105,600	185,856
LiveDeal ^{a,c}	28,200	121,260
Voyager Learning ^a	125,000	875,000
		2,017,884
Commercial Services - 5.4%		
Animal Health International ^{a,c}	50,000	615,000
CBIZ ^{a,c}	87,000	853,470
Canadian Solar ^{a,c}	25,000	703,750
Carlisle Group ^a	188,800	475,445
ClearPoint Business Resources ^a	120,000	253,200
Collectors Universe	23,200	286,288
Diamond Management & Technology Consultants	138,100	1,003,987
Telecare Global Solutions ADR ^a	21,000	174,090
Forrester Research ^a	101,500	2,844,030
Geo Group (The) ^{a,c}	102,400	2,867,200
Gevity HR	63,400	487,546
Home Solutions of America ^{a,c}	60,000	60,000
Hudson Highland Group ^{a,c}	113,200	952,012
Kforce ^{a,c}	55,000	536,250
Landauer	21,300	1,104,405
Metalico ^a	12,700	137,668
PeopleSupport ^{a,c}	43,300	592,344
SM&A ^{a,c}	31,300	182,479
Team ^a	4,400	160,952
Volt Information Sciences ^{a,c}	89,400	1,632,444

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Waste Services ^{a,c}	26,300	225,391
Westaff ^a	362,500	1,450,000
Willdan Group ^a	40,100	275,888
		<hr/>
		17,873,839
		<hr/>

Engineering and Construction - 3.7%

Cavco Industries ^a	9,400	318,096
Exponent ^a	130,600	3,531,424
HLS Systems International ^{a,c}	222,400	1,983,808
Hanfeng Evergreen ^a	17,900	264,796
Hill International ^{a,c}	35,500	503,035
Insituform Technologies Cl. A ^{a,c}	56,400	834,720
Integrated Electrical Services ^{a,c}	122,000	2,292,380
Modtech Holdings ^a	71,800	63,902
Nobility Homes	13,800	251,850
SYS ^{a,c}	480,000	960,000
Skyline Corporation	32,100	942,135
Sterling Construction ^{a,c}	12,300	268,386
		<hr/>
		12,214,532
		<hr/>

	SHARES	VALUE
Food and Tobacco Processors - 1.7%		
Cal-Maine Foods	50,000	\$ 1,326,500
Farmer Bros.	42,400	974,776
Galaxy Nutritional Foods ^a	432,600	112,476
HQ Sustainable Maritime Industries ^{a,c}	10,000	97,500
ML Macadamia Orchards L.P.	120,200	418,296
Seneca Foods Cl. A ^a	62,500	1,484,375
Seneca Foods Cl. B ^{a,c}	42,500	941,800
Sunopta ^{a,c}	8,580	114,543
		<hr/>
		5,470,266
		<hr/>
Industrial Distribution - 0.5%		
Central Steel & Wire	1,088	680,000
Lawson Products	19,500	739,440
Toshin Group Company	14,200	294,484
		<hr/>
		1,713,924
		<hr/>
Printing - 1.1%		
American Bank Note Holographics ^{a,c}	121,200	716,292
Bowne & Co.	66,500	1,170,400
Champion Industries	23,500	106,220
Courier Corporation	27,950	922,629
Ennis	9,700	174,600
Schawk	38,900	603,728
		<hr/>
		3,693,869
		<hr/>
Transportation and Logistics - 1.7%		

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ABX Air ^{a,c}	100,000	418,000
Forward Air	50,700	1,580,319
Frozen Food Express Industries	92,000	542,800
MAIR Holdings ^a	8,600	39,818
Marten Transport ^{a,c}	21,450	299,228
Patriot Transportation Holding ^a	3,000	276,690
Universal Truckload Services ^a	134,200	2,571,272
Velocity Express ^{a,c}	22,321	68,079
		5,796,206
Total (Cost \$33,225,666)		48,780,520
Natural Resources □ 10.6%		
Energy Services - 4.4%		
CE Franklin ^{a,c}	38,650	251,225
Dril-Quip ^{a,c}	55,000	3,061,300
Environmental Power ^{a,c}	115,000	525,550
Flotek Industries ^{a,c}	2,400	86,496
Green Plains Renewable Energy ^{a,c}	16,400	217,956
Gulf Island Fabrication	34,016	1,078,647
GulfMark Offshore ^{a,c}	55,400	2,592,166
ION Geophysical ^{a,c}	43,500	686,430
Particle Drilling Technologies ^a	40,000	103,200
Pason Systems	209,200	2,647,457
Pioneer Drilling ^a	7,500	89,100
Willbros Group ^{a,c}	67,600	2,588,404
World Energy Solutions ^a	869,400	704,717
		14,632,648
Oil and Gas - 1.3%		
Bonavista Energy Trust	44,600	1,287,907
Bronco Drilling ^a	33,200	493,020
Cano Petroleum ^a	45,200	311,428
Gran Tierra Energy ^{a,c}	124,900	327,238
Nuvista Energy ^a	121,000	1,606,059
PetroCorp ^{a,d}	104,200	0

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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Royce Micro-Cap Trust

Schedule of Investments

	SHARES	VALUE
Natural Resources (continued)		
Oil and Gas (continued)		
Storm Cat Energy ^{a,c}	291,200	\$ 212,576
		4,238,228
Precious Metals and Mining - 3.5%		
Allied Nevada Gold		
	134,250	836,377
Aurizon Mines ^{a,c}	197,000	766,330
Brush Engineered Materials ^{a,c}		
	15,500	573,810
Central African Gold ^a		
	89,790	50,066
Chesapeake Gold ^a		
	20,000	166,979
Duluth Metals ^a	87,500	265,971
Endeavour Mining Capital		
Endeavour Silver ^a	337,000	3,018,471
	50,000	198,500
Entree Gold ^a	177,900	444,750
Gammon Gold ^{a,c}	83,836	671,526
Golden Star Resources ^{a,c}		
	168,100	531,196
Metallica Resources ^{a,c}		
	186,300	1,015,335
Midway Gold ^a	227,500	885,151
Minefinders Corporation ^a		
	36,000	406,800
New Gold ^a		
	141,200	718,708
Northgate Minerals ^a		
	270,000	818,100
Uranium Resources ^{a,c}		
	11,100	138,528
Vista Gold ^{a,c}	50,000	251,000
		11,757,598
Real Estate - 1.4%		
HFF Cl. A ^{a,c}		
	16,500	127,710
HomeFed Corporation ^a		
	11,352	683,958
Kennedy-Wilson ^a		
	21,500	907,300

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PICO Holdings ^a Pope Resources L.P.	45,700	1,536,434
	33,000	1,410,750
		<u>4,666,152</u>
Total (Cost \$17,912,562)		<u>35,294,626</u>

Technology □
23.2%

Aerospace and
Defense - 2.8%

Aerovironment ^a Astronics Corporation ^a	13,800	333,960
Ducommun ^a	26,400	1,122,000
HEICO Corporation HEICO Corporation Cl. A	72,100	2,739,800
Integral Systems	41,600	2,266,368
SIFCO Industries ^{a,c}	24,160	1,029,216
	48,310	1,123,691
	45,800	770,814
		<u>9,385,849</u>

Components and
Systems - 2.7%

Acacia Research-Acacia Technologies ^{a,c}	99,350	892,163
CSP ^{a,c}	122,581	817,615
Excel Technology ^a	91,900	2,490,490
	5,000	

Common shares
issued in lieu of
payment of
accounts payable
- All Sciences

39,625 40 31,660 31,700

Common shares
issued for
consulting and
legal services
valued at \$2.087
per share, April
30, 2010

2,396 2 4,998 5,000

Series B
Preferred Shares
issued to SeaSide
88, LP, May 12,
2010

500,000 500 4,999,500 5,000,000
(400,000) (400,000)

Placement Agents Fees related to sale of Convertible Preferred shares, May 12, 2010				
Legal Fees related to Sale of Convertible Preferred Stock, May 12, 2010			(50,000)	(50,000)
Derivative Liability - Issuance of Series B Preferred Shares			(1,787,379)	(1,787,379)
Common shares issued for conversion of Series B Preferred Shares at \$1.88 per share, May 12, 2010	319,331	319		319
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 12, 2010			(60,000) (60)	(60)
Derivative Liability - Retirement of Series B Preferred Shares, May 12, 2010			128,053	128,053
Warrants issued to Scientific Advisory Board, May 15, 2010			82,800	82,800
Common shares issued for conversion of Series B Preferred Shares at \$1.51 per share, May 26, 2010	398,189	398		398
			(60,000) (60)	(60)

Retirement of
Series B
Preferred Shares
converted into
common stock by
SeaSide 88, LP,
May 26, 2010

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Paid-in Capital	Subscriptions Receivable	Development Stage	Deficit Accumulated	Total Stockholders' Equity
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount					
Dividend paid to Seaside 88, LP, May 26, 2010							(16,877)				(16,877)
Common shares issued as Dividend to Seaside 88, LP at \$1.64, May 26, 2010					10,300	10	16,867				16,877
Derivative Liability - Retirement of Series B Preferred Shares, May 26, 2010							151,852				151,852
Common shares issued for consulting and legal services valued at \$2.083 per share, May 31, 2010					2,400	2	4,998				5,000
Common shares issued for conversion of warrants to Common Stock at \$1.00 per					195,000	195	194,805				195,000

share, June 9, 2010				
Common shares issued for conversion of Series B Preferred Shares at \$1.41 per share, June 9, 2010	426,721	427		427
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 9, 2010	(60,000)	(60)		(60)
Dividend paid to Seaside 88, LP, June 9, 2010			(14,575)	(14,575)
Common shares issued as Dividend to Seaside 88, LP at \$1.41, June 9, 2010	10,366	10	14,565	14,575
Derivative Liability - Retirement of Series B Preferred Shares, June 9, 2010			149,364	149,364
Common shares issued for consulting and legal services	11,300	11	19,989	20,000

valued at \$1.77 per share, June 9, 2010				
Common shares issued for consulting and legal services valued at \$1.77 per share, June 9, 2010	2,000	2	3,538	3,540
Common shares issued for conversion of Series B Preferred Shares at \$1.59 per share, June 23, 2010	377,905	378		378
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 23, 2010	(60,000)	(60)		(60)
Dividend paid to Seaside 88, LP, June 23, 2010			(12,274)	(12,274)
Common shares issued as Dividend to Seaside 88, LP at \$1.59, June 23, 2010	7,731	7	12,268	12,275
Derivative Liability -			120,254	120,254

Retirement of Series B Preferred Shares, June 23, 2010											
Common shares issued for consulting and legal services valued at \$1.043 per share, June 30, 2010					2,738	2	4,998				5,000
Net loss									(4,744,208)		(4,744,208)
Balance, June 30, 2010	7,593,750	7,594	260,000	260	133,980,471	133,981	23,116,612	-	(16,739,743)		6,518,704
Common shares issued for conversion of Series B Preferred Shares at \$1.51 per share, July 7, 2010					397,088	397					397
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 7, 2010										(60,000)	(60)
Dividend paid to Seaside 88, LP, July 7, 2010									(9,973)		(9,973)

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Paid-in Capital	Subscriptions Receivable	During the Development Stage	Total Stockholders' Equity	Deficit Accumulated
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount					
Common shares issued as dividend to Seaside 88, LP at \$1.65 per share, July 7, 2010					6,061	6	9,967			9,973	
Derivative liability - retirement of Series B Preferred Shares, July 7, 2010							116,715			116,715	
Common shares issued for conversion of Series B Preferred Shares at \$1.30 per share, July 21, 2010					463,177	463				463	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 21, 2010			(60,000)	(60)							(60)
Dividend paid to Seaside 88, LP, July 21, 2010							(7,671)			(7,671)	
Common shares issued as dividend to					5,794	6	7,665			7,671	

Seaside 88, LP at \$1.32 per share, July 21, 2010				
Derivative liability - retirement of Series B Preferred Shares, July 21, 2010			113,700	113,700
Common shares issued for consulting and legal services valued at \$2.087 per share, July 31, 2010	3,086	3	4,997	5,000
Common shares issued for conversion of Series B Preferred Shares at \$1.14 per share, August 4, 2010	526,916	527		527
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 4, 2010	(60,000)	(60)		(60)
Dividend paid to Seaside 88, LP, August 4, 2010			(5,370)	(5,370)
Common shares issued as dividend to Seaside 88, LP, at \$1.14 per share, August 4, 2010	4,716	5	5,365	5,370
Derivative liability - retirement of			104,480	104,480

Series B Preferred Shares, August 4, 2010				
Warrants issued to Scientific Advisory Board, August 15, 2010			45,000	45,000
Common shares issued in conversion of Series B Preferred Shares at \$0.99 per share, August 18, 2010	606,367	606		606
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 18, 2010	(60,000)	(60)		(60)
Dividend paid to Seaside 88, LP, August 18, 2010			(3,068)	(3,068)
Common shares issued as dividend to Seaside 88, LP at \$0.99 per share, August 18, 2010	3,101	3	3,065	3,068
Derivative liability - retirement of Series B Preferred Shares, August 18, 2010			104,795	104,795
Common shares issued for consulting and legal	4,032	4	4,996	5,000

services valued at \$1.24 per share, August 31, 2010				
Common shares issued for conversion of Series B Preferred Shares at \$0.93 per share, September 1, 2010	215,332	215		215
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 1, 2010	(20,000)	(20)		(20)
Dividend paid to Seaside 88, LP, September 1, 2010			(767)	(767)
Common shares issued as dividend to Seaside 88, LP at \$1.00 per share, September 1, 2010	766	1	766	767

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	Series A		Series B Preferred		Common Stock:		Additional	Deficit Accumulated	
	Preferred Stock: Par \$0.001	Number of Shares	Stock: Par \$0.001	Number of Shares	Par \$0.001	Number of Shares		Paid-in	During
	Amount		Amount		Amount	Amount	Subsidiary	the	Stockholders'
							Capital	Stage	Equity
							Receivable		
Derivative liability - retirement of Series B Preferred Shares, September 1, 2010							34,841		34,841
Series B Preferred Shares issued to SeaSide 88, LP, September 21, 2010		250,000	250			2,499,750			2,500,000
Placement Agents fees related to sale of Convertible Preferred shares, September 21, 2010							(195,000)		(195,000)
Legal fees related to sale of Convertible Preferred Stock, September 21, 2010							(10,000)		(10,000)
Derivative liability - issuance of Series B Preferred Shares							(328,086)		(328,086)
Common shares issued for conversion of Series B Preferred Shares at \$0.93 per share, September 21, 2010					430,015	430			430

Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 21, 2010	(40,000)	(40)		(40)
Derivative liability - retirement of Series B Preferred Shares, September 21, 2010			103,012	103,012
Common shares issued for consulting and legal services valued at \$1.07 per share, September 30, 2010		4,673	5	4,995
Common shares issued for conversion of Series B Preferred Shares at \$0.87 per share, October 5, 2010		460,246	460	460
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, October 5, 2010	(40,000)	(40)		(40)
Dividend paid to Seaside 88, LP, on October 5, 2010			(8,055)	(8,055)
Common shares issued as dividend to Seaside 88, LP at \$0.87 per share, October 5, 2010		9,268	9	8,046
Derivative liability -			103,330	103,330

Retirement of Series B Preferred Shares, October 5, 2010					
Common shares issued for conversion of Series B Preferred Shares at \$0.88 per share, October 19, 2010			452,965	453	453
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, October 19, 2010	(40,000)	(40)			(40)
Dividend paid to Seaside 88, LP, October 19, 2010				(6,521)	(6,521)
Common shares issued as dividend to Seaside 88, LP at \$0.88 per share, October 19, 2010			7,384	7	6,514
Derivative liability - Retirement of Series B Preferred Shares, October 19, 2010				69,635	69,635
Common shares issued for consulting and legal services valued at \$1.03 per share, October 31, 2010			4,854	5	4,995
Series A Preferred Shares issued for employee stock compensation, November 1, 2010	30,000	30		53,903	53,933
Common shares issued for			461,313	461	461

conversion of
Series B
Preferred Shares
at \$0.87 per
share, November
2, 2010

Retirement of
Series B
Preferred Shares
converted into
common stock by
SeaSide 88, LP,
August 4, 2010

(40,000)	(40)	(40)
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Dividend paid to
Seaside 88, LP,
November 2,
2010

(4,986)	(4,986)
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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Paid-in Capital	Subscriptions Receivable	Development Stage	Deficit Accumulated	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount				During the Period	Total Stockholders' Equity
Common shares issued as dividend to Seaside 88, LP at \$0.87 per share, November 2, 2010					5,751	6	4,980				4,986
Derivative liability - retirement of Series B Preferred Shares, November 2, 2010							69,104				69,104
Warrants issued to Scientific Advisory Board, November 15, 2010							55,800				55,800
Common shares issued for conversion of Series B Preferred Shares at \$1.16 per share, November 16, 2010					345,817	346					346
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, November 16, 2010			(40,000)	(40)							(40)
Dividend paid to Seaside 88, LP,							(3,452)				(3,452)

November 16, 2010				
Common shares issued as dividend to Seaside 88, LP at \$1.16 per share, November 16, 2010	2,984	3	3,449	3,452
Derivative liability - Retirement of Series B Preferred Shares, November 16, 2010			69,187	69,187
Common shares issued for conversion of Series B Preferred Shares at \$1.35 per share, November 30, 2010	310,566	311		311
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, November 30, 2010	(40,000)	(40)		(40)
Dividend paid to Seaside 88, LP, November 30, 2010			(1,918)	(1,918)
Common shares issued as dividend to Seaside 88, LP at \$1.35 per share, November 30, 2010	1,417	1	1,917	1,918
Derivative liability - Retirement of Series B Preferred Shares,			69,449	69,449

November 30, 2010				
Common shares issued for consulting and legal services valued at \$1.46 per share, November 30, 2010	3,425	3	4,997	5,000
Common shares issued for conversion of warrants to Common Stock at \$1.00 per share, December 10, 2010	25,000	25	24,975	25,000
Common shares issued as compensation pursuant to S-8 at \$1.28 per share, December 10, 2010	50,000	50	63,950	64,000
Common shares issued for conversion of Series B Preferred Shares at \$1.10 per share, December 14, 2010	90,840	91		91
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, December 14, 2010	(10,000)	(10)		(10)
Dividend paid to Seaside 88, LP, December 14 2010			(384)	(384)
Common shares issued as Dividend to Seaside 88, LP, at \$1.10 per	348	-	384	384

share, December 14, 2010					
Derivative liability - retirement of Series B Preferred Shares, December 14, 2010				17,438	17,438
Series B Preferred Shares issued to SeaSide 88, LP, December 21, 2010	250,000	250		2,499,750	2,500,000
Placement Agents fees related to sale of Convertible Preferred shares, December 21, 2010				(200,000)	(200,000)
Common shares issued for consulting and legal services valued at \$1.32 per share, December 31, 2010		4,545	5	5,995	6,000

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Stock Paid-in Capital	During the Development Stage	Total Stockholders' Equity	Deficit Accumulated
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount				
Adjustment						33			33	
Common shares issued for conversion of Series B Preferred Shares at \$1.16 per share, January 3, 2011					343,796	344				344
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, January 3, 2011			(40,000)	(40)						(40)
Dividend paid to Seaside 88, LP, January 3, 2011							(8,904)			(8,904)
Common shares issued as dividend to Seaside 88, LP at \$1.16 per share, January 3, 2011					7,653	8	8,896			8,904
Derivative liability - retirement of Series B Preferred Shares, January 3, 2011							73,532			73,532
					317,965	318				318

Common shares issued for conversion of Series B Preferred Shares at \$1.26 per share, January 17, 2011					
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, January 17, 2011	(40,000)	(40)			(40)
Dividend paid to Seaside 88, LP, January 17, 2011				(8,055)	(8,055)
Common shares issued as dividend to Seaside 88, LP at \$1.26 per share, January 17, 2011			6,403	6	8,049
Derivative liability - retirement of Series B Preferred Shares, January 17, 2011					8,055
Common shares issued for conversion of Series B Preferred Shares at \$1.12 per share, January 31, 2011			356,422	356	356
Retirement of Series B Preferred Shares converted into	(40,000)	(40)			(40)

common stock by SeaSide 88, LP, January 31, 2011				
Dividend paid to Seaside 88, LP, January 31, 2011			(6,521)	(6,521)
Common shares issued as dividend to Seaside 88, LP at \$1.24 per share, January 31, 2011	5,271	5	6,516	6,521
Derivative liability - retirement of Series B Preferred Shares, January 31, 2011			72,432	72,432
Common shares issued for consulting and legal services valued at \$1.47 per share, January 31, 2011	4,087	4	5,996	6,000
Common shares issued for conversion of warrants at \$1.00 per share, February 4, 2011	25,000	25	24,975	25,000
Common shares issued for conversion of Series B Preferred Shares at \$1.08 per share, February 14, 2011	370,017	370		370
Retirement of Series B Preferred Shares	(40,000)	(40)		(40)

converted into common stock by SeaSide 88, LP, February 14, 2011					
Dividend paid to Seaside 88, LP, February 14, 2011				(4,986)	(4,986)
Common shares issued as dividend to Seaside 88, LP, at \$1.08 per share, February 14, 2011	4,613	5	4,981		4,986
Derivative liability - retirement of Series B Preferred Shares, February 14, 2011				71,699	71,699
Warrants issued to Scientific Advisory Board, February 15, 2011				54,000	54,000

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Stock			Deficit Accumulated During	Total
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Paid-in Capital	Subsidiary Receivable	Development Stock	Share	Stockholders' Equity
Common shares issued for conversion of Series B Preferred Shares at \$0.99 per share, February 28, 2011					405,610	406					406
Derivative liability - retirement of Series B Preferred Shares, February 28, 2011							71,490				71,490
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, February 28, 2011			(40,000)	(40)							(40)
Dividend paid to Seaside 88, LP, February 28, 2011							(3,452)				(3,452)
Common shares issued as dividend to Seaside 88, LP at \$0.99 per shares, February 28, 2011					3,500	4	3,448				3,452
Common shares issued for consulting and legal services valued at \$1.22 per share, February 28, 2011					4,902	5	5,995				6,000
Common shares issued for employee stock compensation at					125,000	125	158,000				158,125

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\$1.32 per share, March 3, 2011 Common shares issued for employee stock compensation at \$1.32 per share, March 3, 2011			125,000	125	158,000	158,125
Series A Preferred Shares issued for employee stock compensation, March 3, 2011	250,000	250			574,331	574,581
Series A Preferred Shares issued for employee stock compensation, March 3, 2011	250,000	250			574,331	574,581
Series A Preferred Shares issued for employee stock compensation, March 3, 2011	93,750	94			215,374	215,468
Common shares issued for conversion of Series B Preferred Shares at \$1.09 per share, March 14, 2011			367,274	367		367
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, March 14, 2011		(40,000)	(40)			(40)
Dividend paid to Seaside 88, LP, March 14, 2011					(1,918)	(1,918)
Common shares issued as Dividend to Seaside 88, LP at \$1.09 per shares, March 14, 2011			1,761	2	1,916	1,918
Derivative Liability - Retirement of Series B Preferred					70,566	70,566

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Shares, March 14, 2011				
Common shares issued for conversion of Series B Preferred Shares at \$1.11 per share, March 28, 2011	89,986	90		90
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, March 28, 2011	(10,000)	(10)		(10)
Dividend paid to Seaside 88, LP, March 28, 2011			(384)	(384)
Common shares issued as dividend to Seaside 88, LP, at \$1.11 per share, March 28, 2011	345	-	384	384
Derivative liability - retirement of Series B Preferred Shares, March 28, 2011			17,525	17,525
Common shares issued for consulting and legal services valued at \$1.28 per share, March 31, 2011	4,680	5	5,995	6,000
Common shares issued for conversion of warrants to common stock at \$1.00 per share, April 10, 2011	10,000	10	9,990	10,000
Series B Preferred Shares issued to SeaSide 88, LP, April 18, 2011	250,000	250	2,499,750	2,500,000

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Paid-in Capital	Subscriptions Receivable	During the Development Stage	Total Stockholders' Equity	Deficit Accumulated
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount					
Placement Agents fees related to sale of Convertible Preferred shares, April 18, 2011							(160,000)			(160,000)	
Legal fees related to Sale of Convertible Preferred Stock, April 18, 2011							(25,000)			(25,000)	
Derivative liability - issuance of Series B Preferred Shares							(429,725)			(429,725)	
Common shares issued for conversion of Series B Preferred Shares at \$1.28 per share, April 18, 2011					312,163	312	(272)			40	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, April 18, 2011			(40,000)	(40)						(40)	
Derivative liability -							68,756			68,756	

retirement of Series B Preferred Shares, April 18, 2011					
Common shares issued for consulting and legal services valued at \$1.47 per share, April 30, 2011	4,087	4	5,996		6,000
Common shares issued for conversion of Series B Preferred Shares at \$1.18 per share, May 2, 2011	339,726	340	(300)		40
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 2, 2011		(40,000)	(40)		(40)
Derivative liability - retirement of Series B Preferred Shares, May 2, 2011			68,941		68,941
Dividend paid to Seaside 88, LP, May 2, 2011			(8,055)		(8,055)
Common shares issued as dividend to Seaside 88, LP at \$1.18 per shares, May 2, 2011	6,841	7	8,048		8,055
Warrants issued to Scientific			50,400		50,400

Advisory Board, May 15, 2011					
Common shares issued for conversion of Series B Preferred Shares at \$1.19 per share, May 16, 2011		336,501	337	(297)	40
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, May 16, 2011	(40,000)	(40)			(40)
Derivative liability - retirement of Series B Preferred Shares, May 16, 2011				69,194	69,194
Dividend paid to Seaside 88, LP, May 16, 2011				(6,521)	(6,521)
Common shares issued as dividend to Seaside 88, LP at \$1.20 per shares, May 16, 2011		5,438	5	6,516	6,521
Common shares issued for conversion of Series B Preferred Shares at \$1.23 per share, May 30, 2011		326,480	326	(286)	40
Retirement of Series B Preferred Shares	(40,000)	(40)			(40)

converted into common stock by SeaSide 88, LP, May 30, 2011				
Derivative liability - retirement of Series B Preferred Shares, May 30, 2011			69,464	69,464
Dividend paid to Seaside 88, LP, May 30, 2011			(4,986)	(4,986)
Common shares issued as Dividend to Seaside 88, LP at \$1.23 per share, May 30, 2011	4,070	4	4,982	4,986
Common shares issued for consulting and legal services valued at \$1.47 per share, May 31, 2011	4,087	4	5,996	6,000

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Stock During the		Deficit Accumulated	Total	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Paid-in Capital	Subscription Receivable	Development Stage	Stockholders' Equity	
Common shares issued for conversion of Series B Preferred Shares at \$1.18 per share, June 13, 2011					339,971	340	(300)		40	
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 13, 2011			(40,000) (40						(40)
Derivative liability - retirement of Series B Preferred Shares, June 13, 2011							69,727			69,727	
Dividend paid to Seaside 88, LP, June 13, 2011							(3,452)		(3,452)
Common shares issued as Dividend to Seaside 88,					2,934	3	3,449			3,452	

LP at \$1.18
per share,
June 13,
2011

Common shares issued for conversion of Series B Preferred Shares at \$1.02 per share, June 27, 2011	391,850	392	(352)	40
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, June 27, 2011	(40,000)	(40)		(40)
Derivative Liability - Retirement of Series B Preferred Share, June 27, 2011			69,973	69,973
Dividend paid to Seaside 88, LP, June 27, 2011			(1,918)	(1,918)
Common shares issued as Dividend to Seaside 88, LP at \$1.10 per share, June 27, 2011	1,741	2	1,916	1,918
Common shares issued for consulting	4,902	5	5,995	6,000

and legal services valued at \$1.22 per share, June 30, 2011										
Net loss									(6,477,166)	(6,477,166)
Balance, June 30, 2011	8,217,500	8,218	10,000	10	143,548,394	143,582	33,235,990	-	(23,216,909)	10,170,891
Adjustment						(33)	33			-
Common shares issued for conversion of Series B Preferred Shares at \$1.11 per share, July 11, 2011					89,986	90				90
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 11, 2011			(10,000)	(10)						(10)
Derivative liability - retirement of Series B Preferred Shares, July 11, 2011							17,880			17,880
Dividend to Seaside 88, LP, paid on July 11, 2011							(381)			(381)
Common shares issued as					345	-	381			381

dividend to Seaside 88, LP at \$1.18 per share, July 11, 2011				
Series B Preferred Shares issued to SeaSide 88, LP, on July 26, 2011	250,000	250	2,499,750	2,500,000
Placement Agents fees related to sale of Convertible Preferred shares, July 26, 2011			(150,000)	(150,000)
Derivative liability - issuance of Series B Preferred Shares			(429,768)	(429,768)
Legal Fees related to Sale of Convertible Preferred Stock, July 26, 2011			(6,250)	(6,250)
Common shares issued in conversion of Series B Preferred Shares to common stock at \$1.18 per share, July 26, 2011		377,800	378	378

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Stock	Paid-in Capital	Subscriptions Receivable	Development Stage	Deficit Accumulated	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount					During the period	Total Stockholders' Equity
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, July 26, 2011			(40,000)	(40)								(40)
Derivative liability - retirement of Series B Preferred Shares, July 26, 2011							68,425					68,425
Common shares issued for consulting and legal services valued at \$1.26 per share, July 31, 2011					4,762	5	5,995					6,000
Warrants issued to Scientific Advisory Board, August 15, 2011							56,400					56,400
Common shares issued for conversion of Series B Preferred Shares at \$0.92 per share, August 8, 2011			(40,000)	(40)	437,187	437						437
												(40)

Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 8, 2011					
Derivative liability - retirement of Series B Preferred Shares, August 8, 2011			69,193		69,193
Dividend to Seaside 88, LP, paid on August 8, 2011			(8,055)		(8,055)
Common shares issued as Dividend to Seaside 88, LP at \$0.98 per share, August 8, 2011	8,205	8	8,047		8,055
Common shares issued for conversion of Series B Preferred Shares at \$0.95 per share, August 23, 2011	419,829	420			420
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, August 23, 2011	(40,000)	(40)			(40)
Derivative liability - retirement of Series B Preferred			69,351		69,351

Shares, August 23, 2011				
Dividend paid to Seaside 88, LP, August 23, 2011			(6,521)	(6,521)
Common shares issued as Dividend to Seaside 88, LP at \$0.95 per share, August 23, 2011	6,844	7	6,514	6,521
Common shares issued for consulting and legal services valued at \$1.14 per share, August 31, 2011	5,263	5	5,995	6,000
Common shares issued for conversion of Series B Preferred Shares at \$0.95 per share, September 6, 2011	422,873	423		423
Retirement of Series B Preferred Shares converted into common stock by SeaSide 88, LP, September 6, 2011	(40,000)	(40)		(40)
Derivative liability - retirement of Series B Preferred Shares, September 6, 2011			69,887	69,887
Dividend paid to Seaside 88,			(4,986)	(4,986)

LP, September
6, 2011

Common
shares issued
as Dividend to
Seaside 88, LP
at \$0.95 per
share,
September 6,
2011

5,264 5 4,981 4,986

Common
shares issued in
conversion of
Series B
Preferred
Shares at \$0.94
per share,
September 19,
2011

427,652 428 428

Retirement of
Series B
Preferred
Shares
converted into
common stock
by SeaSide 88,
LP, September
19, 2011

(40,000) (40) (40)

Derivative
liability -
retirement of
Series B
Preferred
Share,
September 19,
2011

69,970 69,970

Dividend to
Seaside 88, LP,
paid on
September 19,
2011

(3,452) (3,452)

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	Series A Preferred Stock: Par \$0.001		Series B Preferred Stock: Par \$0.001		Common Stock: Par \$0.001		Additional Paid-in Capital	Subscriptions Receivable	Development Stage	Deficit Accumulated During the	Total Stockholders' Equity
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount					
Common shares issued as Dividend to Seaside 88, LP at \$0.94 per share, September 19, 2011					3,691	3	3,449				3,452
Common shares issued for consulting and legal services valued at \$1.07 per share, September 30, 2011					5,607	6	5,994				6,000
Net loss										(1,139,976)	(1,139,976)
Balance, September 30, 2011	8,217,500	\$8,218	50,000	\$50	145,763,702	\$145,764	\$35,588,822	\$-		\$(24,356,885)	\$11,385,969

See accompanying notes to the financial statements.

NANOVIRICIDES, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months Ending		For the Period
	September	September	From
	30,	30,	May 12, 2005
	2011	2010	(Inception)
			Through
			September 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$(1,139,976)	\$ (1,097,491)	(24,356,885)
Adjustments to reconcile net loss to net cash used in operating activities:			
Preferred shares issued for license	-	-	7,000
Preferred shares issued as compensation	-	-	1,220,330
Common shares and warrants issued for services	18,000	15,000	3,161,494
Warrants granted to scientific advisory board	56,400	45,000	910,441
Amortization of deferred compensation	-	-	121,424
Depreciation and amortization	54,913	51,115	694,281
Change in fair value of derivative liability	(8,452)	(11,860)	(139,166)
Amortization of deferred financing expenses	-	-	51,175
Non cash interest on convertible debenture	-	-	73,930
Non cash interest expense on beneficial conversion feature of convertible debentures	-	-	713,079
Changes in operating assets and liabilities:			
Prepaid expenses	10,408	14,116	(313,886)
Other current assets	-	-	(8,001)
Deferred expenses	-	-	(2,175)
Accounts payable	18,255	56,933	442,164
Accounts payable – related parties	247,433	(534,906)	710,388
Accrued expenses	66,746	13,411	93,919
Net cash used in operating activities	(676,273)	(1,448,682)	(16,620,488)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property and equipment	(23,352)	(106,686)	(1,440,717)
Purchase of trademark	(5,733)	(17,810)	(429,488)
Net cash used in investing activities	(29,085)	(124,496)	(1,870,205)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of Series B convertible Preferred Stock	2,360,654	2,295,000	14,820,654
Proceeds from issuance of common stock in connection with the private placement of common stock, net of issuing cost	-	-	11,296,748
Proceeds from exercise of stock options	-	-	90,000
Proceeds from exercise of warrants	-	-	3,162,590
Stock subscription received	-	-	20
Net cash provided by financing activities	2,360,654	2,295,000	29,370,012

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NET INCREASE IN CASH AND CASH EQUIVALENTS	1,655,296	721,821	10,879,319
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	9,224,023	6,955,733	
CASH AND CASH EQUIVALENT, ENDING OF PERIOD	\$10,879,319	\$ 7,677,554	\$ 10,879,319
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:			
INTEREST PAID	\$-	\$ -	\$ -
INCOME TAX PAID	\$-	\$ -	\$ 3,017

See accompanying notes to the financial statements.

NANOVIRICIDES, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS (CONTINUED)
(Unaudited)

	Three months ended		For the Period
	September 30,		From
	2011	2010	May 12, 2005
			(Inception) through
			September 30, 2011
NON-CASH FINANCING AND INVESTING ACTIVITIES			
Common stock issued for services	\$ 18,000	\$ 11,791	\$ 11,742,929
Preferred Stock Issued as compensation	-	-	2,638,915
Stock options issued to the officers as compensation	-	-	121,424
Stock warrants granted to scientific advisory board	56,400	45,000	910,441
Stock warrants granted to brokers	-	-	3,563
Common stock issued for interest on debentures	-	-	73,930
Shares of common stock issued in connection with debenture offering	-	-	49,000
Common stock issued upon conversion of convertible debentures	-	-	1,000,000
Common Stock issued for conversion of Series B Preferred Stock	2,175,327	300,000	14,575,327
Common Stock issued for dividends on Series B Preferred Stock	24,349	26,849	179,390
Debt discount related to beneficial conversion feature of convertible debt	-	-	713,079
Stock Warrants Issued in connection with Private Placement	-	-	7,681,578
Common stock issued for accounts payable	-	-	175,020
Common stock issued for equipment	-	-	137,500

See accompanying notes to the financial statements.

NANOVIRICIDES, INC.

(A DEVELOPMENT STAGE COMPANY)
September 30, 2011 AND 2010
NOTES TO THE FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Organization and Nature of Business

NanoViricides, Inc. was incorporated under the laws of the State of Colorado on July 25, 2000 as Edot-com.com, Inc. and was organized for the purpose of conducting internet retail sales. On April 1, 2005, Edot-com.com, Inc. was incorporated under the laws of the State of Nevada for the purpose of re-domiciling the Company as a Nevada corporation. On May 12, 2005, the corporations were merged and Edot-com.com, Inc., the Nevada corporation, became the surviving entity.

On June 1, 2005, Edot-com.com, Inc. (“ECMM”) acquired Nanoviricide, Inc., a privately owned Florida corporation (“NVI”), pursuant to an Agreement and Plan of Share Exchange (the “Exchange”). Nanoviricide, Inc. was incorporated under the laws of the State of Florida on May 12, 2005.

Pursuant to the terms of the Exchange, ECMM acquired NVI in exchange for an aggregate of 80,000,000 newly issued shares of ECMM common stock resulting in an aggregate of 100,000,000 shares of ECMM common stock issued and outstanding. NVI then became a wholly-owned subsidiary of ECMM. The ECMM shares were issued to the NVI shareholders on a pro rata basis, on the basis of 4,000 shares of the Company’s common stock for each share of NVI common stock held by such NVI shareholder at the time of the Exchange.

As a result of the Exchange transaction, the former NVI stockholders held approximately 80% of the voting capital stock of the Company immediately after the Exchange. For financial accounting purposes, this acquisition was a reverse acquisition of the Company by NVI, under the purchase method of accounting, and was treated as a recapitalization with NVI as the acquirer. Accordingly, the financial statements have been prepared to give retroactive effect to May 12, 2005 (date of inception), of the reverse acquisition completed on June 1, 2005, and represent the operations of NVI.

On June 28, 2005, NVI was merged into its parent ECMM and the separate corporate existence of NVI ceased. Effective on the same date, Edot-com.com, Inc. changed its name to NanoViricides, Inc. and its stock symbol to “NNVC”, respectively. The Company is considered a development stage company at this time.

NanoViricides, Inc. (the “Company”), is a nano-biopharmaceutical company whose business goals are to discover, develop and commercialize therapeutics to advance the care of patients suffering from life-threatening viral infections. We are a development stage company with several drugs in various stages of early development. Our drugs are based on several patents, patent applications, provisional patent applications, and other proprietary intellectual property held by TheraCour Pharma, Inc. (“TheraCour”), to which we have the necessary exclusive licenses in perpetuity. The first agreement we executed with TheraCour Pharma on September 1, 2005, gave us an exclusive, worldwide license for the treatment of the following human viral diseases: Human Immunodeficiency Virus (HIV/AIDS), Hepatitis B Virus (HBV), Hepatitis C Virus (HCV), Herpes Simplex Virus (HSV), Influenza and Asian Bird Flu Virus.

On February 15, 2010 the Company executed an Additional License Agreement with TheraCour Pharma, Inc. (“TheraCour”). Pursuant to the Additional License Agreement, the Company was granted exclusive licenses, in perpetuity, for technologies, developed by TheraCour, for the development of drug candidates for the treatment of Dengue viruses, Ebola/Marburg viruses, Japanese Encephalitis, viruses causing viral Conjunctivitis (a disease of the eye) and Ocular Herpes. As consideration for obtaining these exclusive licenses, we agreed to pay a onetime licensing

fee equal to 7,000,000 shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The Series A Preferred Stock is convertible, only upon sale or merger of the company, or the sale of or license of substantially all of the Company's intellectual property, into shares of the Company's common stock at the rate of four shares of common stock for each share of Series A Preferred Stock. The Series A Preferred Stock has a preferred voting preference at the rate of four votes per share. The Preferred Series A do not contain any rights to dividends, have no liquidation preference, and are not to be amended without the holder's approval. The 7,000,000 shares were valued at the par value of \$7,000.

We focus our research and clinical programs on specific anti-viral therapeutics. We are seeking to add to our existing portfolio of products through our internal discovery and clinical development programs and through an in-licensing strategy. The Company has recently declared a clinical candidate for all Influenza viruses in its FluCide™ program. To date, the Company does not have any commercialized products.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation – Interim Financial Information

The accompanying unaudited interim financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission for Interim Reporting. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim financial statements furnished reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, considered necessary for a fair presentation of the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year. The accompanying financial statements and the information included under the heading “Management’s Discussion and Analysis or Plan of Operation” should be read in conjunction with our company’s audited financial statements and related notes included in our company’s form 10-K for the fiscal year ended June 30, 2011 filed with the SEC on October 13, 2011.

For a summary of significant accounting policies (which have not changed from June 30, 2011), see the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2011.

Recently Issued Accounting Pronouncements

In May 2011, the FASB issued the FASB Accounting Standards Update No. 2011-04 “Fair Value Measurement” (“ASU 2011-04”). This amendment and guidance are the result of the work by the FASB and the IASB to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards (IFRSs).

This update does not modify the requirements for when fair value measurements apply; rather, they generally represent clarifications on how to measure and disclose fair value under ASC 820, Fair Value Measurement, including the following revisions:

- An entity that holds a group of financial assets and financial liabilities whose market risk (that is, interest rate risk, currency risk, or other price risk) and credit risk are managed on the basis of the entity’s net risk exposure may apply an exception to the fair value requirements in ASC 820 if certain criteria are met. The exception allows such financial instruments to be measured on the basis of the reporting entity’s net, rather than gross, exposure to those risks.
- In the absence of a Level 1 input, a reporting entity should apply premiums or discounts when market participants would do so when pricing the asset or liability consistent with the unit of account.
- Additional disclosures about fair value measurements.

The amendments in this Update are to be applied prospectively and are effective for public entity during interim and annual periods beginning after December 15, 2011.

In June 2011, the FASB issued the FASB Accounting Standards Update No. 2011-05 “Comprehensive Income” (“ASU 2011-05”), which was the result of a joint project with the IASB and amends the guidance in ASC 220, Comprehensive Income, by eliminating the option to present components of other comprehensive income (OCI) in the statement of stockholders’ equity. Instead, the new guidance now gives entities the option to present all non-owner changes in stockholders’ equity either as a single continuous statement of comprehensive income or as two separate but consecutive statements. Regardless of whether an entity chooses to present comprehensive income in a single continuous statement or in two separate but consecutive statements, the amendments require entities to present all reclassification adjustments from OCI to net income on the face of the statement of comprehensive income.

The amendments in this Update should be applied retrospectively and are effective for public entity for fiscal years, and interim periods within those years, beginning after December 15, 2011.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3 – Financial Condition

The Company's financial statements for the interim period ended September 30, 2011 have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business. The Company has a deficit accumulated during the development stage. In addition, the Company has not generated any revenues and no revenues are anticipated in the short-term. Since May 2005, the Company has been engaged exclusively in research and development activities focused on developing targeted antiviral drugs. The Company has not yet commenced any product commercialization. Such losses are expected to continue for the foreseeable future and until such time, if ever, as the Company is able to attain sales levels sufficient to support its operations. There can be no assurance that the Company will achieve or maintain profitability in the future. As of September 30, 2011 the Company had a cash and cash equivalent of \$10,879,319.

While the Company continues to incur significant operating losses and has significant capital requirements, the Company has been able to finance its business through sale of its securities (See Note 8). Additionally, subsequent to the reported period, on November 2, 2011, the Company entered into an additional Securities Purchase Agreement (the "Agreement") with Seaside 88, LP ("Seaside"), relating to the offering and sale (the "Offering") of up to 500,000 shares of the Company's Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock") at the purchase price of \$10.00 per share (the "Purchase Price"). On November 2, 2011, Seaside purchased an initial 250,000 shares of the Series B Preferred Stock for an aggregate purchase price of \$2,500,000 (the "Initial Closing"). Fourteen weeks following the Initial Closing, conditioned upon the Company's satisfaction of conditions precedent set forth in the Agreement, Seaside will purchase the remaining 250,000 shares of the Series B Preferred Stock for the purchase price of \$2,500,000 (the "Subsequent Closing"). The Company has sufficient capital to continue its business, at least, through September 30, 2013, at the current rate of expenditure. The Company therefore would not be considered to have risks relative to its ability to continue as a going concern within the applicable guidelines.

Since May 2005, the Company has been engaged exclusively in research and development activities focused on developing targeted antiviral nanomedicines. The Company has not yet commenced any product commercialization. The Company has incurred significant losses from operations since its inception, resulting in a deficit accumulated during the development stage of \$24,356,884 at September 30, 2011 and expects recurring losses from operations to continue for the foreseeable future and until such time, if ever, as the Company is able to attain sales levels sufficient to support its operations. There can be no assurance that the Company will achieve or maintain profitability in the future. Despite the Company's financings in 2011 and 2010 and a cash and cash equivalent balance of \$10,879,319 at September 30, 2011, substantial additional financing will be required in future periods. The Company may require additional capital to finance planned and currently unplanned capital costs, and additional staffing requirements during the next twenty four months. The Company believes it can adjust its priorities of drug development and its Plan of Operations as necessary, if it is unable to raise such funds.

Note 4 – Significant Alliances and Related Parties

TheraCour Pharma, Inc.

Pursuant to an Exclusive License Agreement we entered into with TheraCour Pharma, Inc., (TheraCour), the Company was granted exclusive licenses in perpetuity for technologies developed by TheraCour for the virus types:

HIV, HCV, Herpes, Asian (bird) flu, Influenza and rabies. In consideration for obtaining this exclusive license, we agreed: (1) that TheraCour can charge its costs (direct and indirect) plus no more than 30% of direct costs as a Development Fee and such development fees shall be due and payable in periodic installments as billed, (2) we will pay \$25,000 per month for usage of lab supplies and chemicals from existing stock held by TheraCour, (3) we will pay \$2,000 or actual costs, whichever is higher for other general and administrative expenses incurred by TheraCour on our behalf, (4) make royalty payments (calculated as a percentage of net sales of the licensed drugs) of 15% to TheraCour Pharma, Inc. and (5) agreed that TheraCour Pharma, Inc. retains the exclusive right to develop and manufacture the licensed drugs. TheraCour Pharma, Inc. agreed that it will manufacture the licensed drugs exclusively for NanoViricides, and unless such license is terminated, will not manufacture such product for its own sake or for others.

On February 15, 2010, the Company executed an Additional License Agreement with TheraCour Pharma, Inc. (“TheraCour”). Pursuant to the exclusive Additional License Agreement, the Company was granted exclusive licenses, in perpetuity, for technologies developed by TheraCour for the development of drug candidates for the treatment of Dengue viruses, Ebola/Marburg viruses, Japanese Encephalitis, viruses causing viral Conjunctivitis (a disease of the eye) and Ocular Herpes. As consideration for obtaining these exclusive licenses, we agreed to pay a onetime licensing fee equal to seven million shares of the Company’s Series A Convertible Preferred Stock (the “Series A Preferred Stock”). The Series A Preferred Stock is convertible, only upon sale or merger of the company, or the sale of or license of substantially all of the Company’s intellectual property, into shares of the Company’s common stock at the rate of four shares of common stock for each share of Series A Preferred Stock. The Series A Preferred Stock has a preferred voting preference at the rate of four votes per share. The Preferred Series A do not contain any rights to dividends; have no liquidation preference and are not to be amended without the holders approval. The issuance of the 7,000,000 shares was valued at their par value or \$7,000.

TheraCour Pharma, Inc. may terminate these licenses upon a material breach by us as specified in the agreement.

Development costs charged by and paid to TheraCour were \$416,679 and \$295,443 for the three months ended September 30, 2011, and 2010, respectively and \$5,319,554 since inception. As of September 30, 2011, pursuant to its license agreement, the Company has paid a security advance of \$306,160 to and held by TheraCour which is reflected in Prepaid Expenses. No royalties are due TheraCour from the Company’s inception through September 30, 2011.

TheraCour is affiliated with the Company through the common control of it and our Company by Anil Diwan, President, who is a director of each corporation, and owns approximately 70% of the common stock of TheraCour, which itself owns approximately 24.90% of the Common stock of the Company.

TheraCour owns 33,360,000 shares of the Company’s outstanding common stock as of September 30, 2011.

KARD Scientific, Inc.

In June 2005, the Company engaged KARD Scientific to conduct pre clinical animal studies and provide the Company with a full history of the study and final report with the data collected from Good Laboratory Practices (CGLP) style studies. Dr. Krishna Menon, the Company’s Consulting Chief Regulatory Officer, a non executive position, is also an officer and principal owner of KARD Scientific. Lab fees charged by KARD Scientific for services for the three months ended September 30, 2011, and 2010, were \$-0- and \$204,480 respectively and \$1,352,637 since inception.

KARD Scientific Inc. of Wilmington, Massachusetts, is currently our primary vendor for animal model study design and performance. KARD operates its own facilities in Beverly, Massachusetts.

NanoViricides has a fee for service arrangement with KARD. We do not have an exclusive arrangement with KARD; we do not have a contract with KARD; any work to be performed by KARD must be commissioned by the executive officers of NanoViricides; and we retain all intellectual property resulting from the services by KARD.

Note 5 - Prepaid Expenses

Prepaid Expenses are summarized as follows:

	September 30, 2011	June 30, 2011
TheraCour Pharma, Inc.	\$ 306,160	\$306,160

Prepaid Others	15,726	26,134
	\$ 321,886	\$332,294

Note 6 – Equity Transactions

On April 18, 2011, the Company entered into an additional Securities Purchase Agreement (the “Agreement”) with Seaside 88, LP (“Seaside”) relating to the offering and sale (the “Offering”) of up to 500,000 shares of the Company’s Series B Convertible Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”) at the purchase price of \$10.00 per share (the “Purchase Price”). On April 19, 2011, Seaside purchased an initial 250,000 shares of the Series B Preferred Stock for an aggregate purchase price of \$2,500,000 (the “Initial Closing”). The First Follow-on closing occurred on July 26, 2011 at which Seaside purchased the remaining 250,000 shares of the Series B Preferred Stock for the purchase price of \$2,500,000 (the “Subsequent Closing”). 40,000 shares of the Series B Preferred Stock automatically converted into shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) at a conversion price of \$0.782 per share

The Agreement contains representations and warranties and covenants for each party, which must be true and have been performed at each closing. Additionally, the Company has agreed to indemnify and hold harmless Seaside against certain liabilities in connection with the issuance and sale of the Series B Preferred Stock under the Agreement.

The offering was made pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-165221), which was declared effective by the Securities and Exchange Commission on April 29, 2010. The Company, pursuant to Rule 424(b) under the Securities Act of 1933, has filed with the Securities and Exchange Commission a prospectus supplement relating to the offering.

In connection with the offering, pursuant to a placement agency agreement entered into by and between Midtown Partners & Co., LLC (“Midtown”) and the Company on March 3, 2010 (the “Placement Agent Agreement”), the Company paid Midtown a cash fee representing 8% of the gross purchase price paid by Seaside for the Series B Preferred Stock.

In connection with the Offering, pursuant to a Placement Agency Agreement entered into by and between Midtown and the Company, as amended by an Underwriter Agent Agreement Amendment No. 1, dated March 28, 2011 (as amended, the “Placement Agency Agreement”), the Company will pay Midtown a cash fee representing 6% of the gross purchase price paid by Seaside for the Series B Preferred Stock.

During the three months ended September 30, 2011, Seaside converted the following amounts of Series B Preferred Stock into the Company’s Common Stock:

Date of Conversion	Number of Shares of Series B Converted	Conversion Price	Number of Shares of .001 par value Common Stock Issued Pursuant to Conversion	Dividend Conversion Price	Dividend Shares Issued	Total Shares of .001 par value Common Stock Issued to Seaside
07/11/2011	10,000	1.11129	89,986	1.11129	345	90,331
07/26/2011	40,000	1.05876	377,800	-	-	377,800
08/08/2011	40,000	0.91494	437,187	0.98167	8,205	445,392
08/23/2011	40,000	0.95277	419,829	0.95277	6,844	426,673
09/06/2011	40,000	0.94591	422,873	0.94733	5,264	428,137
09/19/2011	40,000	0.93534	427,652	0.93534	3,691	431,343

Unregistered Securities

In August, 2011, the Scientific Advisory Board (SAB) was granted warrants to purchase 60,000 shares of common stock at \$1.41 per share expiring in October, 2014. These warrants was valued at \$56,400 and recorded as consulting expense.

For the three months ended September 30, 2011, the Company's Board of Directors authorized the issuance of 15,632 shares of its common stock with a restrictive legend for consulting services. The Company recorded an expense of \$18,000.

Note 7 - Commitments and Contingencies

OPERATING LEASE

The Company's principal executive offices are located at 135 Wood Street, West Haven, Connecticut, and include approximately 7,000 square feet of office and laboratory space at a base monthly rent of \$7,311. The term of lease expired on February 28, 2011 and is now on a month-by-month basis. The lease can be cancelled by the Company upon six months written notice.

Total rent expense amounted to \$26,085 and \$25,012 for the three months ended September 30, 2011 and 2010, respectively.

Note 9 – Subsequent Events

Management has evaluated all events that occurred after the balance sheet date through the date when these financial statements were issued to determine if they must be reported. The Management of the Company has determined that there were certain reportable subsequent events to be disclosed as follows:

On November 2, 2011, the Company entered into an additional Securities Purchase Agreement (the "Agreement") with Seaside 88, LP ("Seaside"), a Florida limited partnership, relating to the offering and sale (the "Offering") of up to 500,000 shares of the Company's Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock") at the purchase price of \$10.00 per share (the "Purchase Price"). On November 2, 2011, Seaside purchased an initial 250,000 shares of the Series B Preferred Stock for an aggregate purchase price of \$2,500,000 (the "Initial Closing"). Fourteen weeks following the Initial Closing, conditioned upon the Company's satisfaction of conditions precedent set forth in the Agreement, Seaside will purchase the remaining 250,000 shares of the Series B Preferred Stock for the purchase price of \$2,500,000 (the "Subsequent Closing"). 40,000 shares of the Series B Preferred Stock shall automatically convert into shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") at each of the Initial Closing and the Subsequent Closing and every fourteenth day thereafter at a conversion price equal to the Purchase Price divided by the lower of (i) the daily volume weighted average of actual trading prices of the Common Stock on the trading market (the "VWAP") for the ten consecutive trading days immediately prior to a conversion date multiplied by 0.85 and (ii) the VWAP for the trading day immediately prior to a conversion date multiplied by 0.88. In the event that the conversion price does not equal or exceed \$0.20 (the "Floor"), as calculated with respect to any subsequent conversion date, then such conversion will not occur and the shares not converted on that date will be added to the conversion on the following conversion date.

The Agreement contains representations and warranties and covenants for each party, which must be true and have been performed at each closing. Additionally, the Company has agreed to indemnify and hold harmless Seaside against certain liabilities in connection with the issuance and sale of the Series B Preferred Stock under the Agreement.

The conversion price per share for the Initial Closing was \$0.782, and the Company raised gross proceeds from the offering of \$2,500,000, before estimated offering expenses of approximately \$180,000 which includes placement agent and attorneys' fees.

The Offering was made pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-165221), which was declared effective by the Securities and Exchange Commission on April 29, 2010. The Company, pursuant to Rule 424(b) under the Securities Act of 1933, filed with the Securities and Exchange Commission a prospectus supplement relating to the Offering.

In connection with the Offering, pursuant to a Placement Agency Agreement entered into by and between Midtown and the Company, as amended by an Underwriter Agent Agreement Amendment No. 1, dated March 28, 2011 (as amended, the "Placement Agency Agreement"), the Company will pay Midtown a cash fee representing 6% of the gross purchase price paid by Seaside for the Series B Preferred Stock.

The Company has evaluated all events that occurred after the balance sheet through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no additional reportable subsequent events to be disclosed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATION

The following discussion should be read in conjunction with the information contained in the consolidated financial statements of the Company and the notes thereto appearing elsewhere herein and in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in the Company's Annual Report on Form 10-K for the year ended June 30, 2011. Readers should carefully review the risk factors disclosed in this Form 10-K and other documents filed by the Company with the SEC.

As used in this report, the terms "Company", "we", "our", "us" and "NNVC" refer to Nanoviricides, Inc., a Nevada corporation.

PRELIMINARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains forward-looking statements within the meaning of the federal securities laws. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "we believe," "NNVC believes," "management believes" and similar language. The forward-looking statements are based on the current expectations of NNVC and are subject to certain risks, uncertainties and assumptions, including those set forth in the discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. Actual results may differ materially from results anticipated in these forward-looking statements. We base the forward-looking statements on information currently available to us, and we assume no obligation to update them.

Investors are also advised to refer to the information in our previous filings with the Securities and Exchange Commission (SEC), especially on Forms 10-K, 10-Q and 8-K, in which we discuss in more detail various important factors that could cause actual results to differ from expected or historic results. It is not possible to foresee or identify all such factors. As such, investors should not consider any list of such factors to be an exhaustive statement of all risks and uncertainties or potentially inaccurate assumptions.

Management's Plan of Operation

The Company's drug development business model was formed in May 2005 with a license to the patents and intellectual property held by TheraCour Pharma, Inc., that enabled creation of drugs engineered specifically to combat viral diseases in humans. This exclusive license from TheraCour Pharma serves as a foundation for our intellectual property. The Company was granted a worldwide exclusive perpetual license to this technology for several drugs with specific targeting mechanisms in perpetuity for the treatment of the following human viral diseases: Human Immunodeficiency Virus (HIV/AIDS), Hepatitis B Virus (HBV), Hepatitis C Virus (HCV), Rabies, Herpes Simplex Virus (HSV), Influenza and Asian Bird Flu Virus. The Company has entered into an Additional License Agreement with TheraCour granting the Company the exclusive licenses in perpetuity for technologies developed by TheraCour for the additional virus types: Dengue viruses, Japanese Encephalitis virus, West Nile Virus, Viruses causing viral Conjunctivitis (a disease of the eye) and Ocular Herpes, and Ebola/Marburg viruses. The Company may want to add further virus types to its drug pipeline. The Company would then need to negotiate with TheraCour an amendment to the Licensing Agreement to include those of such additional viruses that the Company determines it wants to follow for further development. We are seeking to add to our existing portfolio of products through our internal discovery pre-clinical development programs and through an in-licensing strategy.

The Company intends to perform the regulatory filings and own all the regulatory licenses for the drugs it is currently developing. The Company will develop these drugs in part via subcontracts to TheraCour Pharma, Inc., the exclusive source for these nanomaterials. The Company may manufacture these drugs itself, or under subcontract arrangements

with external manufacturers that carry the appropriate regulatory licenses and have appropriate capabilities. The Company intends to distribute these drugs via subcontracts with distributor companies or in partnership arrangements. The Company plans to market these drugs either on its own or in conjunction with marketing partners. The Company also plans to actively pursue co-development, as well as other licensing agreements with other Pharmaceutical companies. Such agreements may entail up-front payments, milestone payments, royalties, and/or cost sharing, profit sharing and many other instruments that may bring early revenues to the Company. Such licensing and/or co-development agreements may shape the manufacturing and development options that the company may pursue. There can be no assurance that the Company will be able to enter into co-development or other licensing agreements.

To date, we have engaged in organizational activities; developing and sourcing compounds and preparing nano-materials; and experimentation involving preclinical studies using cell cultures and animals. We have generated funding through the issuances of debt and private placement of common stock (see Item 5 Recent Sales of Unregistered Securities), and also the sale of our registered securities. The Company does not currently have any long term debt. We have not generated any revenues and we may not be able to generate revenues in the near future. We may not be successful in developing our drugs and start selling our products when planned, or we may not become profitable in the future. We have incurred net losses in each fiscal period since inception of our operations.

Collaborative Agreements and Contracts

On December 23, 2005, the Company signed a Memorandum of Understanding (MOU) with the National Institute of Hygiene and Epidemiology in Hanoi (NIHE), a unit of the Vietnamese Government's Ministry of Health. This Memorandum of Understanding calls for cooperation in the development and testing of certain nanoviricides. The parties agreed that NanoViricides will retain all intellectual property rights with respect to any resulting product and that the initial target would be the development of drugs against H5N1 (avian influenza). NIHE thereafter requested that we develop a drug for rabies, a request to which we agreed. The initial phase of this agreement called first for laboratory testing, followed by animal testing of several drug candidates developed by the Company. Preliminary laboratory testing of FluCide^(TM)-I, AviFluCide^(TM) -and AviFluCide-HP^(TM) were successfully performed at the laboratories of the National Institute of Hygiene and Epidemiology in Hanoi (NIHE), against both clade 1 and clade 2 of H5N1 virus isolated in Vietnam. Successful animal testing of RabiCide^(TM), the company's rabies drug, was performed in Vietnam during the first half of 2007, and reproducibly repeated in 2008. Rabies testing can safely be done at their BSL2 facility. The H5N1 animal testing requires a BSL3 (biological safety laboratory level 3) laboratory. NIHE has acquired a BSL3 animal testing capacity during 2008. While the MOU provides for a final agreement between the Company and NIHE, we have not yet discussed a "final agreement" with NIHE and continue to work under the existing MOU. There are no financial obligations or responsibilities for either the Company or NIHE pursuant to the provisions of the MOU.

We have finalized execution of a Materials Cooperative Research and Development Agreement (M-CRADA) with the Centers for Disease Control and Prevention (CDC), Atlanta, GA in July, 2008. This agreement was initiated based on our success against Rabies in the animal studies conducted at NIHE Vietnam. Preliminary animal studies against Rabies were expected to start in the last quarter of calendar year 2009 or first quarter of calendar year 2010. The Company has lowered the priority of this program during the recent economic crisis in order to employ our resources most effectively. Subsequent to the agreement execution, the Company has supplied certain materials to CDC for testing. This testing, if successful, is expected to expand to involve potential use of nanoviricides as (1) a post-infection therapeutic drug against rabies, possibly in conjunction with a rabies vaccine, and (2) a post-exposure prophylactic drug against rabies, to replace costly human or monoclonal antibodies, possibly in conjunction with a rabies vaccine. To date, there is no effective post-infection therapeutic against rabies. Post-exposure prophylaxis market has been estimated to be as much \$300M to \$500M worldwide.

We have finalized a Materials Transfer Agreement (MTA) with the United States Army Institute of Infectious Diseases (USAMRIID) to develop antiviral agents against Ebola, Marburg and other hemorrhagic viruses in October 2007. Preliminary studies began in February, 2008. Certain nanoviricides candidates were found to be highly successful against Ebola virus in pre-clinical cell culture studies. Ebola virus is known to produce, in vivo, a soluble decoy protein that is a portion of its surface glycoprotein. If the nanoviricides that were successful in the in vitro studies bind to the decoy protein portion of the Ebola virus envelope, then we would expect that the nanoviricides would be neutralized in vivo by the decoy protein. We are therefore developing novel ligands that would potentially bind to the Ebola virus glycoprotein portion that is known to be not a part of the decoy protein. The MTA was extended for another year in October, 2009 to continue these studies. The Company has lowered the priority of this program during the recent economic crisis in order to employ our resources most effectively.

We have finalized an agreement with a Medical Institute to perform animal studies of our eye drop formulation of nanoviricides against viral EKC (viral Epidemic Kerato-conjunctivitis) in March, 2008. The first EKC-CideTM animal study was completed in June, 2008. Biochemical testing of the samples is continuing. The study indicated that the best nanoviricide drug candidate showed excellent clearance of clinical signs of the disease, viz. redness of the eye as well as sticky exudates, in a short time after treatment.

On May 6, 2009, the Company entered into a Clinical Study Agreement with THEVAC, LLC, a company affiliated with the Emerging Technology Center of the Louisiana State University. At present, TheVac is performing biological testing of anti-herpes nanoviricides. TheVac is conducting studies on the effect of anti-herpes nanoviricide drug candidates against herpes cold sores and genital herpes in cell culture models. In addition, TheVac is also conducting studies on the effect of anti-herpes nanoviricides drug candidates in a mouse model of herpes keratitis. Professor Gus Kousoulas and his team at Louisiana State University have validated and published on this animal model extensively in peer-reviewed scientific journals.

On February 16, 2010, the Company announced that it had signed a research and development agreement with Dr. Eva Harris's laboratory at the University of California, Berkeley (UC Berkeley). Under this agreement, Dr. Harris and coworkers will evaluate the effectiveness of nanoviricides® drug candidates against various dengue viruses. Cell culture models as well as in vivo animal studies will be employed for testing the drug candidates. Dr. Eva Harris is a Professor of Infectious Diseases at UC Berkeley. She is a leading researcher in the field of dengue. Her group has developed a unique animal model for dengue virus infection and disease that effectively emulates the pathology seen in humans. In particular, the critical problem of dengue virus infection, called "Antibody-Dependent Enhancement" (ADE), is reproduced in this animal model. When a person who was previously infected with one serotype of dengue virus is later infected by a different serotype, the antibodies produced by the immune system can lead to increased severity of the second dengue infection, instead of controlling it. ADE thus can lead to severe dengue disease or dengue hemorrhagic fever (DHF).

On May 13, 2010, the Company announced that it had entered into a Research and Development Agreement with Professor Ken Rosenthal Lab at NEOUCOM (now called NEOMED). Professor Rosenthal has developed in vitro or cell culture based tests for identifying the effectiveness of antiviral agents against HSV. He has also developed a skin lesion mouse model for HSV infection. Dr. Rosenthal has been involved in the evaluation of HSV vaccines as well as anti-HSV drugs. His laboratory has developed an improved mouse model of skin-infection with HSV to follow the disease progression. This model has been shown to provide highly uniform and reproducible results. A uniform disease pattern including onset of lesions and further progression to zosteriform lesions is observed in all animals in this model. This uniformity makes it an ideal model for comparative testing of various drug candidates. Dr. Rosenthal is a professor of microbiology, immunology and biochemistry at Northeastern Ohio Universities Colleges of Medicine and Pharmacy (NEOUCOM). He is a leading researcher in the field of herpes viruses. His research interests encompass several aspects of how herpes simplex virus (HSV) interacts with the host to cause disease. His research has addressed how HSV infects skin cells and examined viral properties that facilitate its virulence and ability to cause encephalitis. In addition, Dr. Rosenthal has also been studying a viral protein that makes the HSV more virulent by helping the virus to take over the cellular machinery to make copies of its various parts, assemble these parts together into virus particles and release the virus to infect other cells. He is also researching how the human host immune response works against HSV for the development of protective and therapeutic vaccines.

On August 16, 2010, the Company reported that its anti-Herpes drug candidates demonstrated significant efficacy in the recently completed cell culture studies in Dr. Rosenthal Lab at NEOUCOM. Several of the anti-Herpes nanoviricides® demonstrated a dose-dependent maximal inhibition of Herpes virus infectivity in a cell culture model. Almost complete inhibition of the virus production was observed at clinically usable concentrations. These studies employed the H129 strain of herpes simplex virus type 1 (HSV-1). H129 is an encephalitic strain that closely resembles a clinical isolate; it is known to be more virulent than classic HSV-1 laboratory strains. The H129 strain will be used in subsequent animal testing of nanoviricides.

On May 17, 2010, the Company announced that it had signed a research and development agreement with the University of California, San Francisco (UCSF), for the testing of its anti-HIV drug candidates. Cheryl Stoddart, PhD, Assistant Professor in the UCSF Division of Experimental Medicine, will be the Principal Investigator. The Company plans to continue its anti-HIV in vitro (cell culture) testing program at the Southern Research Institute in Frederick, MD. The Company also plans to continue its anti-HIV in vivo (animal model) testing program at KARD Scientific, MA. The animal model for HIV, the SCID-hu mouse model is a complex and expensive model. Due to budgetary constraints, our anti-HIV program had to be slowed down in the last few years.

Subsequent Event.

On November 2, 2011 the Company entered into an additional Securities Purchase Agreement (the “Agreement”) with Seaside, relating to the offering and sale (the “Offering”) of up to 500,000 shares of the Company’s Series B Convertible Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”) at the purchase price of \$10.00 per share (the “Purchase Price”). On April 19, 2011, Seaside purchased an initial 250,000 shares of the Series B Preferred Stock for an aggregate purchase price of \$2,500,000 (the “Initial Closing”). Fourteen weeks following the Initial Closing, conditioned upon the Company’s satisfaction of conditions precedent set forth in the Agreement, Seaside will purchase the remaining 250,000 shares of the Series B Preferred Stock for the purchase price of \$2,500,000 (the “Subsequent Closing”). 40,000 shares of the Series B Preferred Stock shall automatically convert into shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) at each of the Initial Closing and the Subsequent Closing and every fourteenth day thereafter at a conversion price equal to the Purchase Price divided by the lower of (i) the daily volume weighted average of actual trading prices of the Common Stock on the trading market (the “VWAP”) for the ten consecutive trading days immediately prior to a conversion date multiplied by 0.85 and (ii) the VWAP for the trading day immediately prior to a conversion date multiplied by 0.88. In the event that the conversion price does not equal or exceed \$0.20 (the “Floor”), as calculated with respect to any subsequent conversion date, then such conversion will not occur and the shares not converted on that date will be added to the conversion on the following conversion date.

The Agreement contains representations and warranties and covenants for each party, which must be true and have been performed at each closing. Additionally, the Company has agreed to indemnify and hold harmless Seaside against certain liabilities in connection with the issuance and sale of the Series B Preferred Stock under the Agreement.

The conversion price per share for the Initial Closing was \$0.782, and the Company raised gross proceeds from the offering of \$2,500,000, before estimated offering expenses of approximately \$180,000 which includes placement agent and attorneys’ fees.

The Offering was made pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-165221), which was declared effective by the Securities and Exchange Commission on April 29, 2010. The Company, pursuant to Rule 424(b) under the Securities Act of 1933, filed with the Securities and Exchange Commission a prospectus supplement relating to the Offering.

In connection with the Offering, pursuant to a Placement Agency Agreement entered into by and between Midtown and the Company, as amended by an Underwriter Agent Agreement Amendment No. 1, dated March 28, 2011 (as amended, the “Placement Agency Agreement”), the Company paid Midtown a cash fee representing 6% of the gross purchase price paid by Seaside for the Series B Preferred Stock.

The Company’s Drug Pipeline

Management believes that it has achieved significant milestones in the development of a number of antiviral nanoviricide drug candidates. We now have high efficacy lead drug candidates against five commercially important diseases, namely, (1) All Influenza viruses (FluCide-I™), (2) HIV (HIVCide-I™), (3) Nanoviricide Eye Drops for Viral Infections of the External Eye, (4) a nanoviricide against Herpes “Cold Sores” and genital herpes, and (5) Dengue viruses. Further, the Company has identified highly active nanoviricide drug candidates against Ebola/Marburg, and against Rabies. In addition, the Company has also established the technology feasibility for (a) broad-spectrum nanoviricides, and (b) Just-in-Time ADIF™ technology; both of which are well suited for stockpiling to defend against known as well as novel infectious diseases.

We continue to achieve significant success in our drug development programs.

The Company has declared a clinical candidate against all Influenza viruses, namely, NV-INF-1, in its FluCide™ program. The Company has successfully completed its candidate optimization program against influenzas resulting in drug candidates that are as much as 1,000 times more effective than oseltamivir (Tamiflu®) in reducing lung viral load in lethally H1N1-infected animals and several other observed parameters. With the extremely high efficacy levels of our anti-influenza drug candidates, we were able to combine our multiple influenza drug programs and formulate a single Pan-Influenza drug program, FluCide™, last year. We optimized the drug candidates in the FluCide program this year and were pleasantly surprised to achieve even greater levels of effectiveness, while the drug still appears to be as safe as in previous studies.

These FluCide studies as well as HIVCide studies were conducted by Dr. Krishna Menon, PhD, VMD, MRCS, at KARD Scientific, MA. One million virus particles of Influenza A Strain A/WS/33 (H1N1) were aspirated directly into the lungs of mice. The same quantity of virus infection was repeated at 22 hrs. This influenza model was designed to be uniformly fatal in 100% of the infected, untreated animals within 5 days after infection. Treatment with the FluCide candidates and Tamiflu® (Roche) commenced 24 hours after the first viral infection. The duration of study was set at 21 days in the protocol. It was extended in order to properly evaluate the longest surviving animals.

These drug candidates were also found to offer significant protection against devastating lung lesions in this lethal influenza infection animal study.

We have reported that post-infection treatment with its optimized FluCide™ drug candidates resulted in dramatic reduction in the number of lung lesions that are caused by a lethal influenza virus infection. Four days post virus infection, animals treated with three of the optimized FluCide™ nanoviricide drug candidates exhibited greater than 95% reduction in the number of lung lesions as compared to the infected yet untreated control animals (p-values < 0.001). In contrast, animals treated with Oseltamivir (Tamiflu®, Roche) showed only a 50% reduction. In another significant finding, no increase in the number or size of the lung lesions was observed over the entire duration of the study in the FluCide™-treated animals. . This was not the case for the Oseltamivir-treated animals. This demonstrated that treatment with FluCide drug candidates provided clear and strong protection against lung damage caused by the severe influenza infection.

In addition, we also found that these FluCide™ drug candidates led to significant reduction in the damaging white blood cell presence in lung tissue in the same study. These optimized FluCide™ drug candidates resulted in significant reduction in lung tissue presence of leukocytes, and in particular, that of eosinophils in a lethal influenza infection animal model.

Eosinophil expansion occurs in response to a viral infection, and is indicative of a viral infection. Various white blood cells (leukocytes) also increase in response to a viral infection. These phenomena are part of the normal immune response. In severe influenza cases, it is thought that patients can go into a stage called “cytokine storm syndrome”. This may be thought of as an all-out attack by an expanded army of white blood cells in response to an uncontrolled viral infection. In an attempt to control the viral infection, the immune system attacks the infected cells as well as nearby normal cells. This can lead to severe lung damage that may rapidly become fatal.

We observed that the reduced white blood cell and eosinophil counts were consistent with the dramatic reduction in lung lesions that we had found to occur upon FluCide treatment in lethally influenza infected animals.

We also found that treatment with the FluCide™ drug candidates resulted in a 1000-fold reduction of influenza viral load in the lungs of animals infected with lethal dose of influenza virus in this study.

The amount of infectious virus in the lungs of the infected animals treated with three of the optimized FluCide™ nanoviricide drug candidates was reduced by greater than 1000-fold as compared to the infected untreated control animals (p-values < 0.001), four days after virus infection. In contrast, animals treated with Oseltamivir (Tamiflu®, Roche) showed less than a 2-fold reduction in lung viral load at the same time point. This indicated a >1,000-fold greater reduction in viral load by FluCide drug candidates >700x by a third drug candidate over Oseltamivir.

Of great clinical significance is the fact that two of the optimized FluCide™ drug candidates maintained this greatly reduced lung viral load at 7, 13 and 19 days after virus infection in this 21 day study. Thus, treatment with FluCide drug candidates appeared to protect against the complete cycle of infection, virus expansion and spread of infection in the lungs that follows the initial virus infection. This was not the case for the oseltamivir-treated animals. Animals treated with Oseltamivir (Tamiflu®, Roche) showed less than a 2-fold reduction in lung viral load at 4 days and the viral load was increased at 7 days to the same level as that found in the infected, untreated control animals shortly before their death.

The Company had previously reported 18.3 days mean survival, in conjunction with a thirty-fold (30X) lung viral load reduction, with its then best anti-influenza drug candidate in the same animal model. After that, our FluCide program progressed to process chemistry optimizations that were expected to provide additional benefits in terms of efficacy and safety improvements. We have reported that these improvements have led to animal survival over the full defined 21 day duration of study for one drug candidate, with two additional drug candidates close behind the top candidate, at 20.2 and 20.4 days, along with a 1,000X reduction in the lung viral load, indicating the success of our process chemistry optimizations.

Based on this information, the Company has declared a clinical drug candidate against Influenza that the Company believes is on course for further development towards an IND submission to the FDA.

A single dose therapy of normal influenza infection appears to be feasible with this anti-influenza nanoviricide clinical candidate. A single injection can be easily administered by a medical officer when the patient goes for the first clinical visit. The Company believes that in most instances no follow-on treatment would be necessary. This expectation is based on the following results from its animal studies: (1) the extremely high treatment effectiveness in inhibiting the cycle of infection, virus expansion and spread of infection and, (2) the significantly long lasting effects of the drug treatment after the drug is discontinued.

For severe, hospitalized cases of influenza, we are developing a concentrated solution that is administered by “piggy-back” incorporation into the standard IV fluid supplement system that is commonly used in hospitalized patients.

We also reported the results of our recent anti-HIV drug development study in the standard humanized mouse model in the HIVCide program. In this model, the immune system of the mouse is replaced by human immune system. Then HIV infection is given. HIV infects the human immune system. The antivirals are then given and tested for their effect on the interaction of HIV with the implanted human immune system. In the previous anti-HIV study, we had found that three different unoptimized anti-HIV nanoviricidex exhibited extremely strong effectiveness that was equal to or better than a three drug HAART cocktail (highly effective antiretroviral treatment) in this animal model. We have since developed better optimized ligands to attack the HIV virus particle. In order to find the best ligand, we reduced the amount of ligand attached to the polymer chain in this new study. We believe that we were able to select the best nanoviricide anti-HIV ligand in the new study, which appears to be better than all the ligands tested in the previous study. This nanoviricide’s effect was still equal to or better than the same 3 drug HAART cocktail, although we had expected a reduced effect.

What is more, the new anti-HIV nanoviricide drug candidate continued to maintain HIV-1 viral load suppression for at least 28 days after last drug dosing in this recent study. So we believe that an intermittent therapy against HIV/AIDS is feasible with nanoviricidex. We believe that such a therapy would allow patients to achieve nominally HIV-free status, and have a normal life, for long periods without drugs. We are now further optimizing the HIVCide drug candidates. In effect, we believe that HIVCide would enable a “functional cure” for HIV, although much work needs to be done as this program matures into a clinical candidate.

Nanoviricide technology is built on the TheraCour® polymeric micelle platform technology. The design of these materials is like building blocks. We can select components to achieve desired effects. This tailor-made customizability has many implications. It allows us to (1) rapidly create a new drug against a different virus; (2) rapidly develop a drug with desired length of time for which its effect should persist; (3) quickly develop new drugs with different routes of administration; among many other benefits.

We had always suspected that the polymeric nature of nanoviricidex would enable a long drug effectiveness time frame, thus enabling infrequent dosing. We have indications now that this is very likely true, from both FluCide™ and HIVCide™ programs. We have observed sustained antiviral effects for a long time after last drug administration in various animal model studies.

Infrequent dosing would translate into ease of patient compliance. Patient compliance is a major issue for all antiviral drug therapies, and particularly for HIV/AIDS.

We have been able to develop drugs using many different routes of administration with very little development time and effort.

Other drug candidates:

In addition to the declared clinical candidate for Influenza, and the anti-HIV drug candidates discussed above, the Company continues to work on pre-clinical studies towards the optimization of drug candidates against HSV, Dengue, and external eye viral diseases. In addition, nanoviricidex against Rabies, Ebola/Marburg, Hepatitis C Virus (HCV), and several other viral diseases are at various early stages of research and development and involve a substantial amount of uncertainty as to the development of these drug candidates. Many of these drug programs are expected to result in clinical drug candidates against the respective viral diseases. Thus the Company has a very broad pipeline that is expected to continue to fuel its growth for several years to come.

The Company has limited experience with pharmaceutical drug development. Thus, our budget estimates are not based on experience, but rather based on advice given by our associates and consultants. As such these budget estimates may not be accurate. In addition, the actual work to be performed is not known at this time, other than a broad outline, as is normal with any scientific work. As further work is performed, additional work may become necessary or change in plans or workload may occur. Such changes may have an adverse impact on our estimated budget. Such changes may also have an adverse impact on our projected timeline of drug development.

The Company is currently engaged in developing its pilot-scale manufacturing capability. The manufacturing portion of the facility will eventually need to be certified by the FDA in order for the Company to produce experimental materials that can be used in human clinical trials. It is preferable to use the same quality of materials for pharmaco-kinetic, pharmaco-dynamic and toxicology studies, although the materials for these pre-IND studies do not need to be manufactured in a cGMP-certified facility. These three sets of studies must be completed prior to the Company filing an IND with the FDA to begin the human safety and efficacy trials (Phase I, II and III).

The Company has not yet performed detailed safety profile studies to be included in a “Tox Package” for submission to the FDA for any of our drug candidates. Our studies regarding safety of the various nanoviricide drug candidates to date have been preliminary and of a limited nature. However, the nanoviricides have been well tolerated with no overt adverse effects observed even in animals treated for more than 7 weeks. Management’s beliefs are based on results of pre-clinical cell culture studies and in vivo animal studies using mice.

The Company thus has a strong and growing drug pipeline to take us several years into the future. The Company already has technologies in development that promise to yield even better drugs against various diseases as the drugs we are developing now approach their product end of lifecycle.

It should be noted that all of our studies to date were preliminary. Thus, the evidence we have developed is indicative, but not considered confirmative, of the capabilities of the nanoviricides technology's potential.

Research and Development Costs

The Company does not maintain separate accounting line items for each project in development. The Company maintains aggregate expense records for all research and development conducted. Because at this time all of the Company’s projects share a common core material, the Company allocates expenses across all projects at each period-end for purposes of providing accounting basis for each project. Project costs are allocated based upon labor hours performed for each project.

The Company has signed several cooperative research and development agreements with different agencies and institutions. The Company expects to enter into additional cooperative agreements with other governmental and non-governmental, academic, or commercial, agencies, institutions, and companies. There can be no assurance that a final agreement may be achieved and that the Company will execute any of these agreements. However, should any of these agreements materialize, the Company will implement a system to track these costs by project and account for these projects as customer-sponsored activities and show these project costs separately.

Requirement for Additional Capital

As of September 30, 2011, we have a cash and cash equivalent balance of \$10,879,319, and subsequently on November 2, 2011, we have obtained an additional \$2,500,000 in cash through sale of equities, which will be sufficient to fund our currently budgeted operations through more than two years or September 30, 2013 at the Company’s current rate of expenditure.

While we now have the necessary funds based on our current operations to last more than the next 24 months, we anticipate undertaking additional expenditures to accelerate our progress to regulatory submissions. With the recent \$5M raise subsequent to this reported period, we believe that we currently have sufficient funding available to perform Toxicology Package studies, and additional animal efficacy studies, to move at least one of our drug candidates into an Investigational New Drug Application (“IND”) with the US FDA. In order to file an IND application, we also need to enable manufacturing of the drug under US FDA guidelines called cGMP. . We estimate that a small, less than 1kg/batch, production facility would be sufficient to satisfy the Company’s near future needs for supporting the FluCide clinical studies, at least through Phase II. This small batch size requirement is based on the extremely high effectiveness of the influenza clinical candidate observed in animal studies, and therefore must be treated with caution. We intend to enter into lease negotiations with Inno-Haven, LLC (“Inno-Haven”) to enable cGMP manufacture of our drug products. Inno-Haven is managed by its member Dr. Anil R. Diwan, who is our President and Chairman. Inno-Haven raised financing from Dr. Diwan and others, including some earlier investors of NanoViricides, Inc., and has purchased an 18,000 square foot building in Shelton, CT, on a 4 acre lot, enabling future expansion of operations. Dr. Diwan raised additional financing through the sale of his NanoViricides stock that he

had obtained as a founder under a 10b5-1 plan that was recently concluded. Inno-Haven plans to raise the balance of financing through applicable and available loan programs such as the SBA-guaranteed bank loans and mortgages, and additional investors.. No lease agreement has been drawn up and terms of lease have not been negotiated yet.

We anticipate that as we file an IND application, we may need an additional \$10M to \$15M to take one of our drug candidates through certain phases of human clinical trials. Further additional funding, if available, will allow us to move our other drug candidates towards IND filings. These additional funds will be needed to pay for additional personnel, increased subcontract costs related to the expansion and further development of our drug pipeline, and for additional capital and operational expenditures required to file IND applications. We will accelerate our business plans provided that we can raise additional funding. We are currently evaluating several vehicles for raising these additional funds in the near future. We believe that we currently have adequate financing for our current business plan of operations.

We anticipate that we will incur the following expenses over the next 18 months.

1. Research and Development of \$6,000,000: Planned costs for in-vivo and in-vitro studies for pan-influenza FluCide, Eye nanoviricide, HIVCide, HerpeCide, Dengue and Ebola/Marburg, and Rabies programs.
2. Corporate overhead of \$1,250,000: This amount includes budgeted office salaries, legal, accounting, investor relations, public relations, and other costs expected to be incurred by being a public reporting company.
3. Capital costs of \$ 2,000,000: This is the estimated cost for equipment and laboratory improvements.
4. Staffing costs of \$2,000,000: This is the estimated cost of hiring additional scientific staff and consulting firms to assist with FDA compliance, material characterization, pharmaco-kinetic, pharmaco-dynamic and toxicology studies, and other items related to FDA compliance, as required for development of necessary data for filing an Investigational New Drug Application (IND) with the United States Food and Drug Administration.

In March, 2010, the Company filed a Form S-3 Shelf Registration with the Securities and Exchange Commission (SEC) for the sale from time to time of up to \$40 million of the Company's securities. The registration statement became effective on April 29, 2010. As of September 30, 2011, the Company has drawn down \$15,000,000 of the \$40,000,000 S-3 Shelf Registration. Subsequently, on November 2, 2011, the Company has drawn down an additional \$5,000,000, for a total of \$20,000,000 from the \$40,000,000 S-3 shelf registration. The Company anticipates further draw downs on this S-3 Shelf Registration to fund its additional capital requirements and expenditures as required. If we are unable to obtain additional financing, our business plan will be significantly delayed.

The Company has limited experience with pharmaceutical drug development. Thus, our budget estimates are not based on experience, but rather based on advice given by our associates and consultants. As such these budget estimates may not be accurate. In addition, the actual work to be performed is not known at this time, other than a broad outline, as is normal with any scientific work. As further work is performed, additional work may become necessary or change in plans or workload may occur. Such changes may have an adverse impact on our estimated budget. Such changes may also have an adverse impact on our projected timeline of drug development.

We believe that our current work-plan will lead us to obtain certain information about the safety and efficacy of some of the drugs under development in animal models. If our studies are not successful, we will have to develop additional drug candidates and perform further studies. If our studies are successful, then we expect to be able to undertake further studies in animal models to obtain necessary data regarding the pharmaco-kinetic and pharmaco-dynamic profiles of our drug candidates. We believe these data will then enable us to file an Investigational New Drug (IND) application, towards the goal of obtaining FDA approval for testing the drugs in human patients.

Most pharmaceutical companies expect 4 to 10 years of study to be required before a drug candidate reaches the IND stage. We believe that because we are working in the infectious agents area, our studies will have objective response end points, and most of our studies will be of relatively short durations. Our business plan is based on these

assumptions. If we find that we have underestimated the time duration of our studies, or we have to undertake additional studies, due to various reasons within or outside of our control, this will grossly and adversely impact both our timelines and our financing requirements.

Management intends to use capital and debt financing, as required, to fund the Company's operations. Management also intends to pursue non-diluting funding sources such as government grants and contracts as well as licensing agreements with other pharmaceutical companies. There can be no assurance that the Company will be able to obtain the additional capital resources necessary to fund its anticipated obligations beyond September, 2013. The Company currently has no long term debt.

The Company is considered to be a development stage company and will continue in the development stage until it generates revenues from the sales of its products or services.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required for smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting as of September 30, 2011. Our management’s evaluation of our internal control was based on the framework in “Internal Control – Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (the “COSO Framework”). Management concluded that a material weakness existed in that the Company currently does not have any independent Board members, and does not have an Audit Committee chaired by an appropriate financial expert who is an independent board member. As an SEC-filing company trading on the over-the-counter bulletin-board, the Company is currently not required to appoint independent board members, and is not required to appoint an independent board member financial expert to chair its Audit Committee. Based on its evaluation under the Internal Control - Evaluation Framework, due to the material weakness described above, management concluded that our internal control over financial reporting was not effective as of September 30, 2011. A material weakness is a control deficiency, or combination of control deficiencies, such that there is a reasonable possibility that a material misstatement of the financial statements will not be prevented or detected on a timely basis by the Board in the normal course of their duties.

The Company’s annual report, form 10K, includes an attestation report of our registered public accounting firm regarding internal control over financial reporting. The final paragraph of the Auditor’s Report states:

“Also in our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2011 and 2010 and the results of its operations and its cash flows for the fiscal years then ended and for the period from May 12, 2005 (inception) through September 30, 2011 in conformity with accounting principles generally accepted in the United States of America.”

Although its By-laws provide for the appointment of one, the Company is not yet required to have an Audit Committee as a result of the fact that our common stock is not considered a “listed security” as defined in Rule 10A-3 of the Exchange Act, however, Management has initiated an active search for qualified, independent directors for the audit committee, including one or more members with financial expertise.

b) Changes in internal control over financial reporting.

Other than as described above, there were no material changes in our internal control over financial reporting (as defined in Rule 13a- 15(f) under the Exchange Act) that occurred as of September 30, 2011, 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

None.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

In August, 2011, the Scientific Advisory Board (SAB) was granted warrants to purchase 60,000 shares of common stock at \$1.47 per share. These warrants, if not exercised, will expire in August, 2015. The fair value of these warrants in the amount of \$56,400 was recorded as consulting expense.

For the three months ended September 30, 2011, the Company's Board of Directors authorized the issuance of 15,632 shares of its common stock with a restrictive legend for consulting services. The Company recorded an expense of \$18,000.

The securities described above were offered and sold in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act and Rule 506 of Regulation D promulgated thereunder. The agreements executed in connection with this sale contain representations to support the Registrant's reasonable belief that the Investor had access to information concerning the Registrant's operations and financial condition, the Investor acquired the securities for their own account and not with a view to the distribution thereof in the absence of an effective registration statement or an applicable exemption from registration, and that the Investor are sophisticated within the meaning of Section 4(2) of the Securities Act and are "accredited investors" (as defined by Rule 501 under the Securities Act). In addition, the issuances did not involve any public offering; the Registrant made no solicitation in connection with the sale other than communications with the Investor; the Registrant obtained representations from the Investor regarding their investment intent, experience and sophistication; and the Investor either received or had access to adequate information about the Registrant in order to make an informed investment decision. The Company has not utilized an underwriter for an offering of its securities, except in the recent financings completed on May 11, 2010, and September 16, 2010, December 21, 2010, and April 18, 2011, and subsequent to this reporting period, on November 2, 2011, with Seaside 88, LP, wherein Midtown Capital Partners, LLC were engaged as placement agent for the Company's securities sold in each of these offerings.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. (REMOVED AND RESERVED)

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibit index

Exhibit

31.1

Certification of Chief Executive and Interim Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended.

32.1 Certification of Chief Executive Officer and Interim Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K. During the fiscal quarter ended September 30, 2011, the Company filed the following Current Reports on Form 8-K:

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 14, 2011

NANOVIRICIDES, INC.

/s/ Eugene Seymour, MD

Name: Eugene Seymour, M.D.

Title: Chief Executive Officer and Interim

Chief Financial Officer and Director

(Principal Executive Officer and Principal Financial
Officer)

/s/ Anil Diwan

Name: Anil Diwan

Title: President and Chairman of the Board of Directors

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