

ALTAIR NANOTECHNOLOGIES INC

Form 8-K/A

September 21, 2010

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

Amendment No. 1 on  
FORM 8-K/A

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 20, 2010

Altair Nanotechnologies Inc.

---

(Exact Name of Registrant as Specified in its Charter)

Canada (State or other jurisdiction of incorporation or organization)	1-12497 (Commission File Number)	33-1084375 (IRS Employer Identification No.)
--	--	--

204 Edison Way Reno, NV (Address of Principal Executive Offices)	89502 (Zip Code)
---	---------------------

Registrant's Telephone Number, Including Area Code:  
(775) 858-3750

---

N/A

---

(Former name, former address, and formal fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

oPre-commencement communications pursuant to Rule 14d-2(b) under theExchange Act (17 CFR 240.14d-2(b))

oPre-commencement communications pursuant to Rule 13e-4(c) under theExchange Act (17 CFR 240.13e-4(c))

---

---

## EXPLANATORY NOTE

On September 20, 2010, Altair Nanotechnologies Inc. (the "Company") filed with the Securities and Exchange Commission a Current Report on Form 8-K (the "Initial Report") for the purpose of announcing its entry into a Share Subscription Agreement with Canon Investment Holdings Limited, a company organized under the laws of Hong Kong ("Canon"), pursuant to which Canon has agreed to purchase, and the Company has agreed to sell to Canon, subject to the terms and conditions thereof a number of newly issued common shares of the Company such that, following the closing of the sale and purchase of the Shares, Canon will be the beneficial owner of 51% of the Company's outstanding common shares on a fully-diluted basis, as further described in the Initial Report. The purpose of this Amendment No. 1 to the Initial Report is to file a copy of the transcript of the conference call held by the Company on September 20, 2010 at 2:00 Eastern Time in connection with its announcement of such agreement and related transactions (the "Transcript"). The Transcript is attached hereto as Exhibit 99.3. Other than as set forth in this Explanatory Note, the repetition of certain legends from the Initial Report and Exhibit 99.3 filed herewith, no other changes are made to the Initial Report.

### Item 1.01 Entry into Material Definitive Agreements

The Initial Report is incorporated herein by reference.

### Item 3.02 Unregistered Sales of Equity Securities

The Initial Report is incorporated herein by reference.

### Item 7.01 Regulation FD Disclosure

The statements set forth above under the Explanatory Note are hereby incorporated herein by reference.

The information set forth in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Securities Exchange Act, except as expressly set forth by specific reference in such filing.

### Cautionary Note regarding Forward-Looking Statements

In addition to historical information, this report contains forward-looking statements related to the common share issuance, potential transactions among the Company, Canon and YTE and the future operations of the Company, Canon or YTE. These forward-looking statements include statements regarding the intent, belief or current expectations of the Company as the assumptions on which such statements are based, and are identified by the use of words such as "may," "will," "seeks," "anticipates," "believes," "estimates," "expects," "projects," "forecasts," "plans," "intends," "should," "could," "would" or similar expressions. Forward-looking statements, which are included in accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, may involve risks, uncertainties and other factors that may cause actual results and performance in future periods to be materially different from any future results or performance suggested by the forward-looking statements in this report. These risks and uncertainties include, without

limitation, the risks that the transactions described herein will not close as a result of the failure to obtain shareholder approval, the failure to obtain various governmental and regulatory approvals on a timely basis or at all, breaches of representations, warranties or covenants or the failure to satisfy other conditions precedent to closing; that synergies and strategic benefits anticipated from the transaction and relationship with Canon and YTE will not be realized as a result of technical, regulatory, corporate, market or other concerns; that any product orders described herein may be cancelled or delayed as permitted by governing documents or in breach of governing documents; and that delays in closing (or the failure to close), and the inability to raise capital in the interim, will create a critical cash shortage for the Company in the coming months and require the scaling back of operations or other measures. In addition, other risks are identified in the Company's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q filed with the SEC. Such forward-looking statements speak only as of the date of this Current Report on Form 8-K. The Company expressly disclaims any obligation to update or revise any forward-looking statements found herein to reflect any changes in the Company's expectations or results or any change in events.

#### Additional Information and Where to Find It

The Company intends to file with the Securities and Exchange Commission ("SEC") a preliminary proxy statement and a definitive proxy statement and other relevant materials in connection with the proposed common share issuance by the Company to Canon. The definitive proxy statement will be provided to the stockholders of the Company. Investors and stockholders of the Company are urged to read the proxy statement and any other relevant materials filed with the SEC, which will contain important information, when they become available. The proxy statement and the other relevant materials (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov), by going to [www.altairannualmeeting.com](http://www.altairannualmeeting.com) or by contacting the Company's Investor Relations department by email at [ir@altairnano.com](mailto:ir@altairnano.com), by phone at 775-858-3750 or by mail at 204 Edison Way, Reno, Nevada, 89521.

#### Participants in the Solicitation

The Company and its directors and executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed common share issuance by the Company to Canon. Information about the Company's directors and executive officers is set forth in the Company's proxy statement on Schedule 14A filed with the SEC on April 15, 2010. Additional information regarding the interests of participants in the solicitation of proxies in connection with the common share issuance will be included in the proxy statement and the other relevant documents that the Company intends to file with the SEC (when they become available).

#### Item 9.01

#### Financial Statements and Exhibits

(d) Exhibits.

99.3

Transcript of Conference Call held on September 20, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Altair Nanotechnologies Inc.

Dated: September 21, 2010

By: /s/ John Fallini  
John Fallini, Chief Financial Officer