

ALTAIR NANOTECHNOLOGIES INC

Form S-8 POS

May 15, 2017

As filed with the Securities and Exchange Commission on May 15, 2017

Registration Nos. 333-64495, 333-125863 and 149882

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**Form S-8 Registration Statement No. 333-64495**

**Form S-8 Registration Statement No. 333-125863**

**Form S-8 Registration Statement No. 333-149882**

**REGISTRATION STATEMENTS UNDER THE SECURITIES ACT OF 1933**

**On**

**Form S-1**

**Altair Nanotechnologies Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**33-1084375**

I.R.S. Employer Identification No.

**204 Edison Way  
Reno, Nevada 89502  
(775) 856-2500**

(Address of Principal Executive Offices) (Zip Code)

**1998 Altair International Inc. Stock Option Plan  
Altair Nanotechnologies Inc. 2005 Stock Incentive Plan**

**(Amended and Restated)**

(Full title of the plan)

**Karen Werner  
Interim Chief Financial Officer  
Altair Nanotechnologies Inc.  
204 Edison Way**

**Reno, Nevada 89502**  
(Name and address of agent for service)

**(775) 856-2500**  
(Telephone number, including area code, of agent for service)

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Copies of all communications, including all communications sent to agent for service, to:

**Mitchell S. Nussbaum, Esq.**  
**Loeb & Loeb LLP**  
**345 Park Avenue**  
**New York, NY 10154**  
**Tel. No. 212-407-4159 Fax No. 212-407-4990**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	Accelerated filer	Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
Emerging growth company			

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 is an amendment to Registration Statements Nos. 333-64495, 333-125863, and 333-149882 (the "Registration Statements") of Altair Nanotechnologies Inc. (the "Company"). Effective as of November 17, 2016, the SEC entered an Order Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("Revocation Order"). As a result of the Revocation Order, the offerings under the Registration Statements have been terminated. In accordance with the undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statements which remain unsold at the termination of the offerings, the Company hereby removes from registration all securities registered under the Registration Statement which remained unsold as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post Effective Amendment No. 2 to Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Reno, Nevada on May 15, 2017.

**ALTAIR NANOTECHNOLOGIES INC.**

By:                   /s/ Guohua Sun  
                          Guohua Sun  
                          Chief Executive Officer  
                          (Principal Executive Officer)

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.