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ALTAIR NANOTECHNOLOGIES INC

Form S-8

April 10, 2003

As filed with the Securities and Exchange Commission on April 10, 2003  
Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
Under the  
Securities Act of 1933

ALTAIR NANOTECHNOLOGIES INC.  
(Exact name of registrant as specified in its charter)

Canada  
(State or other jurisdiction of  
incorporation or organization)

None  
(I.R.S. Employer  
Identification No.)

1725 Sheridan Avenue, Suite 140  
Cody, Wyoming 82414  
Telephone: (307) 587-8245  
(Address of Principal Executive Offices,  
including Zip Code)

Altair Nanotechnologies Inc. 2002 Wage Stock Purchase Plan  
(Full title of the plan)

William P. Long  
Chief Executive Officer  
Altair Nanotechnologies Inc.  
1725 Sheridan Avenue, Suite 140  
Cody, Wyoming 82414  
(307) 587-8245  
(Name, address and telephone number,  
including area code, of agent for service)

Copy to:  
Bryan T. Allen  
Stoel Rives, LLP  
201 South Main Street, Suite 1100  
Salt Lake City, Utah 84111  
(801) 578-6908

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)
Common Shares, without par value	500,000	\$0.40	\$200,000

(1) This Registration Statement shall also cover any additional common shares which become issuable under the 2002 Wage Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which

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results in an increase in the number of outstanding common shares of Altair Nanotechnologies Inc.

- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low price per common shares of Altair Nanotechnologies Inc. as reported on the Nasdaq National Market on April 4, 2003.

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### Explanatory Note.

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On September 3, 2002, the Registrant filed a Registration Statement on Form S-8 for the Registrant 2002 Wage Stock Purchase Plan, Registration Number 333-99099 (the "Old Registration Statement"). The Old Registration Statement related to 500,000 common shares of Registrant subject to the Registrant 2002 Wage Stock Purchase Plan (the "Plan"). Except as supplemented and superseded hereby, the contents of the Old Registration Statement are incorporated by reference herein. On March 24, 2003, the Plan was amended to increase the number of common shares of Registrant authorized for issuance under the Plan from 500,000 shares to 1,000,000 shares (the "Amendment").

Consistent with General Instruction E. on Form S-8, the Registrant is filing this Registration Statement on Form S-8 (the "New Registration Statement") for the purpose of registering the additional 500,000 common shares of Registrant issuable under the Plan in accordance with the Amendment.

### Item 3. Incorporation of Documents by Reference.

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The following documents filed by Altair Nanotechnologies Inc. (the "Registrant") with the Securities and Exchange Commission (the "SEC") are hereby incorporated by reference in this Registration Statement:

- (1) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2002 filed with the SEC on March 17, 2003.
- (2) The description of the Common Stock contained in the Registrant's registration statement on Form 10-SB, File No. 0-24372, as amended by the Current Report on Form 8-K filed with the SEC on July 18, 2002.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

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Item 8. Exhibits.

Exhibit No.	Description	Incorporated by Reference Filed Herewith (and Sequence)
4.1	Form of Common Stock Certificate	Incorporated by reference to Registration Statement on Form 10-SB filed with the Commission on October 25, 1996, File No. 1-12497.
4.2	Amended and Restated Shareholder Rights Plan dated October 15, 1999, between the Registrant and Equity Transfer Services, Inc.	Incorporated by reference to the Report on Form 8-K filed with the Commission on November 19, 1999, File No. 1-12497.
4.3	2002 Wage Stock Purchase Plan	Incorporated by reference to the Registration Statement on Form S-8 filed with the Commission on September 3, 2002, File No. 1-12497.
4.4	Amendment No. 1 to the Registrant 2002 Wage Stock Purchase Plan	Filed herewith
5	Opinion of Goodman and Carr LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Goodman and Carr LLP	Included in Exhibit No. 5.
24	Powers of Attorney	Included on page 4 hereof

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cody, State of Wyoming on this 9th day of April, 2003.

ALTAIR NANOTECHNOLOGIES INC.

By /s/ William P. Long

William P. Long, Chief Executive Officer

ADDITIONAL SIGNATURES AND POWER OF ATTORNEY

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature to this Registration Statement appears below hereby constitutes and appoints William P. Long and Edward H. Dickinson, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below and to perform any acts necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that said attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Signature -----	Title -----
/s/ William P. Long ----- William P. Long	Chief Executive Officer and Director  (Principal Executive Officer and authorized representative of the Registrant in the United States)
/s/ Edward H. Dickinson ----- Edward H. Dickinson	Chief Financial Officer, Secretary, and Director  (Principal Financial Officer and Principal Accounting Officer)
/s/ James I. Golla ----- James I. Golla	Director
----- George E. Hartman	Director
/s/ Robert Sheldon ----- Robert Sheldon	Director