

ALTAIR NANOTECHNOLOGIES INC
Form 10-K/A
March 14, 2008

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

Amendment No. 1
On
FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____

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

Canada
(State or other jurisdiction
of incorporation)

1-12497
(Commission File
No.)

33-1084375
(IRS Employer
Identification No.)

204 Edison Way
Reno, Nevada 89502-2306
(Address of principal executive offices, including zip
code)

Registrant's telephone number, including area code: (775) 856-2500

Securities registered pursuant to Section 12(b) of the Act:

Common Shares, no par value
(Title of Class)

NASDAQ Capital Market
(Name of each exchange on which
registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Report or any amendment to this Report.

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): YES NO

The aggregate market value of the common shares held by non-affiliates of the Registrant on June 30, 2007, based upon the closing stock price of the common shares on the NASDAQ Capital Market of \$3.54 per share on June 30, 2007, was approximately \$198,229,173. Common Shares held by each officer and director and by each other person who may be deemed to be an affiliate of the Registrant have been excluded.

As of March 10, 2008, the Registrant had 84,356,301 common shares outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s Proxy Statement on Schedule 14A for the Registrant’s 2008 Annual Meeting of Shareholders are incorporated by reference in Part III as specified.

Explanatory Note

Altair Nanotechnologies Inc. (the “Company”) filed its Annual Report on Form 10-K for the year ended December 31, 2007 (the “Report”) on March 14, 2007. Shortly after filing, the Company discovered that Exhibit 10.3 had inadvertently been omitted from the filed version of the Report. The purpose of this Amendment No. 1 on Form 10-K/A (this “Amendment”) is to re-file the Exhibit Index, and the Exhibits, in order to include all Exhibits referenced as been filed with the Report. All references in the Report or this Amendment to the “Report” or to the “Annual Report on Form 10-K” or similar references refer to the Report, as amended by this Amendment.

Part IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) Documents Filed

1. Financial Statements. The following Consolidated Financial Statements of the Company and Auditors' Report are filed as part of this Annual Report on Form 10-K:

- Report of Independent Registered Public Accounting Firm
- Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting
 - Consolidated Balance Sheets, December 31, 2007 and 2006
 - Consolidated Statements of Operations for Each of the Three Years in the Period Ended December 31, 2007
- Consolidated Statements of Shareholders' Equity and Comprehensive Loss for Each of the Three Years in the Period Ended December 31, 2007
- Consolidated Statements of Cash Flows for Each of the Three Years in the Period Ended December 31, 2007
 - Notes to Consolidated Financial Statements

2. Financial Statement Schedule. Not applicable.

3. Exhibit List.

See the Exhibit Index following the signature page hereof.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, on March 14, 2008.

ALTAIR NANOTECHNOLOGIES INC.

By: /s/ Terry Copeland
 Terry Copeland,
 President

Date: March 14, 2008

ADDITIONAL SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the following persons in the capacities and on the dates indicated have signed this Amendment to the Report.

Signature	Title	Date
<u> /s/ Terry Copeland</u> Terry Copeland	President, (Principal Executive Officer)	March 14, 2008
<u> /s/ Edward Dickinson</u> Edward Dickinson	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	March 14, 2008
<u> /s/ Alan J. Gotcher*</u> Alan J. Gotcher	Director	March 14, 2008
<u> /s/ Michel Bazinet*</u> Michel Bazinet	Director	March 14, 2008
<u> /s/ Jon N. Bengtson*</u> Jon N. Bengtson	Director	March 14, 2008
<u> /s/ George Hartman*</u> George Hartman	Director	March 14, 2008
<u> /s/ Robert Hemphill II*</u>	Director	March 14, 2008

Robert Hemphill II

/s/ Pierre Lortie*

Director

March 14, 2008

Pierre Lortie

* By: /s/ Terry Copeland
Terry Copeland
Attorney-in Fact

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Exhibit Index

Exhibit No.	Description	Incorporated by Reference/ Filed Herewith (and Sequential Page #)
3.1	Articles of Continuance	Incorporated by reference to the Current Report on Form 8-K filed with the SEC on July 18, 2002.**
3.2	Bylaws	Incorporated by reference to the Amendment No. 1 to Annual Report on Form 10-K/A filed with the SEC on March 10, 2005. **
4.1	Form of Common Stock Certificate	Incorporated by reference to Registration Statement on Form 10-SB filed with the SEC on November 25, 1996. **
4.2	Amended and Restated Shareholder Rights Plan dated October 15, 1999, with Equity Transfer Services, Inc.	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 19, 1999. **
10.1	Altair International Inc. Stock Option Plan (1996)	Incorporated by reference to the Company's Registration Statement on Form S-8, File No. 333-33481 filed with the SEC on July 11, 1997.
10.2	1998 Altair International Inc. Stock Option Plan	Incorporated by reference to the Company's Definitive Proxy Statement on Form 14A filed with the SEC on May 12, 1998. **
10.3	Altair Nanotechnologies Inc. 2005 Stock Incentive Plan (Amended and Restated)	Filed herewith
10.4	Standard Form of Stock Option Agreement under 2005 Stock Incentive Plan	Filed herewith
10.5	Standard Form of Restricted Stock Agreement under 2005 Stock Incentive Plan	Filed herewith

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| 10.6 | Installment Note dated August 8, 2002 (re Edison Way property) in favor of BHP Minerals International, Inc. | Incorporated by reference to the Company's Amendment No. 1 to Registration Statement on Form S-2, File No. 333-102592, filed with the SEC on February 7, 2003. |
| 10.7 | Trust Deed dated August 8, 2002 (re Edison Way property) with BHP Minerals International, Inc. | Incorporated by reference to the Company's Amendment No. 1 to Registration Statement on Form S-2, File No. 333-102592, filed with the SEC on February 7, 2003. |

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Exhibit No.	Description	Incorporated by Reference/ Filed Herewith (and Sequential Page #)
10.8	Employment Agreement dated December 17, 2006 with Edward Dickinson	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 21, 2006. **
10.9	Employment Agreement dated December 17, 2006 with Alan J. Gotcher, Ph.D.	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 21, 2006.**
10.10	License Agreement dated January 28, 2005 with Spectrum Pharmaceuticals, Inc.*	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on February 4, 2005.**
10.11	Lease dated October 1, 2005 (Main Indiana Office) with Flagship Enterprise Center	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the SEC November 14, 2005. **
10.12	Lease dated August 1, 2006 (Indiana Office Additional Space) with Flagship Enterprise Center	Incorporated by reference to the Annual Report on Form 10-K filed with the SEC on March 13, 2007.**
10.13	Placement Agent Agreement dated December 13, 2006 with Cowen and Company, LLC	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on December 13, 2006. **
10.14	Purchase and Supply Agreement dated January 8, 2007 with Phoenix Motorcars, Inc.*	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on January 12, 2007. **
10.15	Department of Energy Grant Agreement dated September 9, 2006 with the U.S. Department of Energy	Incorporated by reference to the Annual Report on Form 10-K filed with the SEC on March 13, 2007.**
10.16	2007 Annual Executive Incentive Bonus Plan *	Incorporated by reference to the Annual Report on Form 10-K filed with the SEC on March 13, 2007. **
10.17	Subcontract dated March 6, 2007 with U.N.L.V.	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the SEC May 10, 2007. **

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| 10.18 | Contribution Agreement dated April 24, 2007 with the Sherwin-Williams Company and AlSher Titania* | Incorporated by reference to the Current Report on Form 8-K filed with the SEC on April 30, 2007. ** |
| 10.19 | License Agreement dated April 24, 2007 with the Sherwin-Williams Company and AlSher Titania | Incorporated by reference to the Current Report on Form 8-K filed with the SEC on April 30, 2007. ** |

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Exhibit No.	Description	Incorporated by Reference/ Filed Herewith (and Sequential Page #)
10.20	Flagship Business Accelerator Tenant Lease dated July 1, 2007 with the Flagship Enterprise Center, Inc.	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed with the SEC August 9, 2007. **
10.21	Amendment dated August 17, 2007 to Altair Executive Employment Agreement between the Company and Alan Gotcher	Incorporated by reference to the Current Report on Form 8-K filed with the SEC on August 17, 2007, File No. 001-12497
10.22	Amendment dated August 17, 2007 to Altair Executive Employment Agreement between the Company and Edward Dickinson	Incorporated by reference to the Current Report on Form 8-K filed with the SEC on August 17, 2007, File No. 001-12497
10.23	Amendment dated August 17, 2007 to Altair Executive Employment Agreement between the Company and Bruce Sabacky	Incorporated by reference to the Current Report on Form 8-K filed with the SEC on August 17, 2007, File No. 001-12497
10.24	Development Services Agreement executed on September 25, 2007 between the Company and Elanco Animal Health*	Incorporated by reference to the Current Report on Form 8-K filed with the SEC on September 27, 2007, File No. 001-12497
10.25	Employment Agreement dated November 13, 2007 with Terry Copeland	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 16, 2007. **
10.26	Registration Rights Agreement dated November 29, 2007 with Al Yousuf LLC	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 30, 2007. **
10.27	Letter agreement dated April 21, 2006 with JP Morgan Securities, Inc.	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 30, 2007. **
10.28	Letter agreement dated September 24, 2007 with JPMorgan Securities, Inc.	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 30, 2007. **

10.29	Employment Agreement dated December 7, 2007 with Bruce Sabacky	Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on December 7, 2007.**
10.30	Subcontract dated January 29, 2008 with the Office of Naval Research	Filed herewith.
10.31	Service Agreement dated February 11, 2008 with Melpar BVBP	Filed herewith.
10.32	Mandate & Contractorship Agreement dated February 11, 2008 with Rik Dobbelaere	Filed herewith

Exhibit No.	Description	Incorporated by Reference/ Filed Herewith (and Sequential Page #)
10.33	Employment Agreement dated March 10, 2008 with Jeffrey A. McKinney	Filed herewith
10.34	Employment Agreement dated March 10, 2008 with Stephen Balogh	Filed herewith
21	List of Subsidiaries	Incorporated by reference from Item 1 of this report.
23.1	Consent of Perry-Smith LLP	Filed herewith
24	Powers of Attorney	Included in the Signature Page hereof.
31.1	Rule 13-14(a)/15d-14a Certification of Chief Executive Officer	Filed herewith
31.2	Rule 13-14(a)/15d-15a Certification of Chief Financial Officer	Filed herewith
32.1	Section 1350 Certification of Chief Executive Officer	Filed herewith
32.2	Section 1350 Certification of Chief Financial Officer	Filed herewith

*Portions of this Exhibit have been omitted pursuant to Rule 24b-2, are filed separately with the SEC and are subject to a confidential treatment request.

** SEC File No. 1-12497.