

NANOPHASE TECHNOLOGIES CORPORATION

Form 8-K

August 18, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C., 20549**

**Form 8-K**

**Current Report**

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

**Date Of Report (Date Of Earliest Event Reported): August 13, 2008**

**NANOPHASE TECHNOLOGIES CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Commission File Number: 0-22333**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**36-3687863**  
**(I.R.S. Employer**

**Identification No.)**

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**1319 Marquette Drive, Romeoville, Illinois 60446**

**(Address of Principal Executive Offices, Including Zip Code)**

**(630) 771-6700**

**(Registrant's Telephone Number, Including Area Code)**

**(Former name or former address, 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:

- 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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Items to be Included in this Report

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

The Company announced on August 15, 2008 that Joseph Cross, President, CEO and board director, has tendered his resignation as a director and officer of the Company to pursue other opportunities effective August 13, 2008. He will be replaced by Jess Jankowski as Acting CEO. Mr. Jankowski also currently serves as the Company's VP of Finance and CFO.

In addition, the Company accepted the resignation of Kevin Wenta, EVP of Sales & Marketing, effective August 13, 2008. His responsibilities will be assumed by David Nelson, VP of Sales.

The Company also announced the appointment of Board member George Vincent to the post of Vice Chairman.

A copy of the press release regarding the above is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Press Release dated August 15, 2008

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**Signature(s)**

Pursuant to the Requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Nanophase Technologies Corporation

Date: August 18, 2008

By: /s/ JESS JANKOWSKI  
JESS JANKOWSKI  
Chief Financial Officer