

NANOPHASE TECHNOLOGIES CORPORATION  
Form 8-K  
November 01, 2011

**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): October 28, 2011**

**NANOPHASE TECHNOLOGIES CORPORATION**

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

**Commission File Number: 000-22333**

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

**Incorporation or Organization)**

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

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

**Identification No.)**

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(Address of Principal Executive Offices, Including Zip Code)

(630) 771-6708

(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))

**Item 8.01. Other Events.**

On October 28, 2011, the Company's Shareholder Rights Plan (the "Plan"), as previously amended, expired pursuant to the terms of the Plan. Accordingly, the preferred stock purchase rights issued under the Plan expired as of the close of business on October 28, 2011 and are no longer outstanding.

**SIGNATURE**

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: November 1, 2011

By: /s/ **FRANK CESARIO**  
**FRANK CESARIO**  
**Chief Financial Officer**