

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 78998 / September 29, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17601

In the Matter of

**ALTAIR NANOTECHNOLOGIES,
INC.**

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 12(j) OF
THE SECURITIES EXCHANGE ACT
OF 1934, MAKING FINDINGS,
ACCEPTING SETTLEMENT,
IMPLEMENTING SETTLEMENT,
AND STAYING PROCEEDINGS TO
IMPLEMENT SETTLEMENT**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”), against Altair Nanotechnologies, Inc. (“Altair” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement of Altair Nanotechnologies, Inc. Regarding Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (the “Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934, Making Findings, Accepting Settlement, Implementing Settlement, and Staying Proceedings to Implement Settlement (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

A. Altair Nanotechnologies, Inc. (CIK No. 0001016546) is a Delaware corporation with principal executive offices in Reno, Nevada and Anderson, Indiana. Altair develops, manufactures and sells nano lithium titanate batteries and energy storage systems. Beginning in January 1997, Altair's common stock was registered pursuant to Section 12(g) of the Exchange Act and traded on the Nasdaq SmallCap Market.¹ Following NASDAQ's registration as a national securities exchange, Altair's common stock became registered under Section 12(b) of the Exchange Act on July 31, 2006. In September 2014, Altair filed a Form 25 voluntarily delisting and deregistering its stock under Section 12(b). Altair's common stock then reverted to its previous Section 12(g) registration and currently trades on the grey market (Ticker Symbol: ALTI).

B. Altair has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder while its common stock was registered with the Commission in that Altair has not filed an annual report on Form 10-K since it filed its Form 10-K for fiscal year 2012 in April 2013, and has not filed any periodic or quarterly reports on Form 10-Q for any fiscal period subsequent to its fiscal quarter ending September 30, 2013.

C. Altair has failed to comply with Section 13(b)(2)(B) of the Exchange Act by failing to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.

IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

¹ Altair's stock initially traded under the ticker symbol "ALTIF" but this was later changed to "ALTI." Although Altair's common stock generally traded on the Nasdaq SmallCap Market (now known as the Nasdaq Capital Market), from approximately January 1998 to September 2002 it traded on the Nasdaq National Market (now known as the Nasdaq Global Market).

V.

Altair in an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Cease-and-Desist Order”) entered against it on September 29, 2016, has undertaken to, by no later than 5:30 p.m. ET on November 15, 2016, file with the Commission the following filings (the “Filings”):

- (1) a Form 10-K containing financial results for the yearly and quarterly periods set forth in Attachment A to the Cease-and-Desist Order;
- (2) a Form 10-Q for the quarterly period ended March 31, 2016;
- (3) a Form 10-Q for the quarterly period ended June 30, 2016; and
- (4) a Form 10-Q for the quarterly period ended September 30, 2016.

VI.

IT IS HEREBY ORDERED THAT, if Altair complies with the undertakings in paragraph 13 of the Cease-and-Desist Order, and if the Division of Enforcement does not notify Altair of a deficiency or deficiencies pursuant to paragraph 14(1) of the Cease-and-Desist Order, or if the Division of Enforcement notifies Altair of a deficiency or deficiencies pursuant to paragraph 14(1) of the Cease-and-Desist Order and Altair resubmits the Filings pursuant to paragraph 14(2) of the Cease-and-Desist Order, and the Division of Enforcement does not advise Altair within 30 calendar days following the date of the resubmitted Filings (or, if the last day of the period falls on a weekend or federal holiday, on the first business day immediately thereafter) of the nature of any deficiency or deficiencies in the Filings, then the Division of Enforcement shall notify the Office of the Secretary of the Commission of Altair’s compliance with the undertakings in paragraph 13 of the Cease-and-Desist Order and, upon receiving notice from the Division of Enforcement, the Office of the Secretary of the Commission shall immediately enter an Order Terminating Administrative Proceedings Pursuant to Section 12(j) of the Securities Exchange Act of 1934, in the form agreed to in the Offer and attached to the Offer as Exhibit A, terminating this proceeding without the requested remedy of revocation of the registration of each class of Altair’s securities registered pursuant to Exchange Act Section 12, pursuant to Section 12(j) of the Exchange Act.²

VII.

IT IS FURTHER ORDERED THAT, if Altair fails to comply with the undertakings in paragraph 13 of the Cease-and-Desist Order, or if Altair makes each of the Filings by 5:30 p.m. ET

² This Order applies to all classes of Respondent’s securities registered pursuant to Section 12 of the Exchange Act, whether or not such securities are specifically identified by ticker symbol or otherwise in this Order.

on November 15, 2016, but the Division of Enforcement concludes, in consultation with the Division of Corporation Finance and any other appropriate staff, that any of the Filings fails to comply with the undertaking set forth in paragraph 13 of the Cease-and Desist Order and Altair fails to resubmit the Filings pursuant to paragraph 14(2) of the Cease-and Desist Order, or if Altair resubmits such Filings and the Division of Enforcement concludes, in consultation with the Division of Corporation Finance and any other appropriate staff, that any such Filings fail to remedy the identified deficiency or deficiencies, the Division of Enforcement shall notify the Office of the Secretary of the Commission and Altair of its conclusion within 30 calendar days following this failure (or, if the last day of the period falls on a weekend or federal holiday, on the first business day immediately thereafter), and, upon receiving notice from the Division of Enforcement, the Office of the Secretary of the Commission shall immediately enter an Order Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934, in the form agreed to in the Offer and attached to the Offer as Exhibit B, revoking the registration of each class of Altair's securities registered pursuant to Exchange Act Section 12, pursuant to Section 12(j) of the Exchange Act.

VIII.

IT IS FURTHER ORDERED THAT this proceeding is stayed until the Division of Enforcement notifies the Office of the Secretary of the Commission to enter an order pursuant to Section VI or VII above.

By the Commission.

Brent J. Fields
Secretary