

NANOPHASE TECHNOLOGIES Corp  
 Form 4  
 February 22, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SIEGEL RICHARD W

2. Issuer Name and Ticker or Trading Symbol  
 NANOPHASE TECHNOLOGIES Corp [NANX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1319 MARQUETTE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

ROMEDEVILLE, IL 60446  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 389,838   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: NANOPHASE TECHNOLOGIES Corp - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 1.36  |                                      |  |                                |   | 01/31/2012 <sup>(1)</sup>                                | 01/31/2021  | Common Stock               | 10,000                     |
| Deferred Common Stock                      | <sup>(2)</sup>   |                                      |  |                                |   | <sup>(3)</sup>   | <sup>(3)(4)</sup>   | Common Stock               | 20,000                     |
| Stock Option (right to buy)                | \$ 0.3   |                                      |  |                                |   | 08/07/2013 <sup>(1)</sup>                                | 08/07/2022  | Common Stock               | 10,000                     |
| Stock Option (right to buy)                | \$ 0.415   |                                      |  |                                |   | 02/14/2014 <sup>(1)</sup>                                | 02/14/2023  | Common Stock               | 10,000                     |
| Stock Option (right to buy)                | \$ 0.52  |                                      |  |                                |   | 02/13/2015 <sup>(5)</sup>                                | 02/13/2024  | Common Stock               | 10,000                     |
| Stock Option (right to buy)                | \$ 0.44  |                                      |  |                                |   | 02/18/2016 <sup>(1)</sup>                                | 02/18/2025  | Common Stock               | 9,000                      |
| Stock Option (right to buy)                | \$ 0.42  |                                      |  |                                |   | 02/23/2017 <sup>(1)</sup>                                | 02/23/2026  | Common Stock               | 8,100                      |
| Stock Option (right to buy)                | \$ 0.9 <sup>(6)</sup>                                  |                                      |  |                                |   | 11/17/2016 <sup>(6)</sup>                                | 11/17/2026  | Common Stock               | 2,000                      |
| Stock Option (right to buy)                | \$ 1.05 <sup>(6)</sup>                                 |                                      |  |                                |   | 11/17/2016 <sup>(6)</sup>                                | 11/17/2026  | Common Stock               | 2,000                      |



## Edgar Filing: NANOPHASE TECHNOLOGIES Corp - Form 4

Pursuant to such plan, the reporting person elected to defer receipt of such shares and receive a cumulative total of 20,030 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.

- (5) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.

The stock appreciation rights payable upon the reporting person's termination of service as a director of the Company were terminated, with stock options issued at identical exercise prices to the conversion prices of the respective stock appreciation rights. 2,000 were issued

- (6) with an exercise price of \$0.90, 2,000 were issued with an exercise price of \$1.05, 2,000 were issued with an exercise price of \$1.18, 2,000 were issued with an exercise price of \$0.84, 2,000 were issued with an exercise price of \$1.85, 2,000 were issued with an exercise price of \$1.10, and 2,000 were issued with an exercise price of \$0.99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.