

Cureton Kevin
 Form 4/A
 May 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Cureton Kevin

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)
 05/23/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Commercial Officer

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

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/24/2018

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) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------------------|------------------------------|------------------|------------|---|------|---|--------|-----|---------------------------|-----------------|--------------|----------------------------|
| Common Stock (right to purchase) | \$ 0.3 | | | | | | | | 11/28/2013 ⁽¹⁾ | 11/28/2022 | Common Stock | 52,000 |
| Common Stock (right to purchase) | \$ 0.415 | | | | | | | | 02/14/2014 ⁽¹⁾ | 02/14/2023 | Common Stock | 48,000 |
| Common Stock (right to purchase) | \$ 0.52 | | | | | | | | 02/13/2015 ⁽¹⁾ | 02/13/2024 | Common Stock | 75,000 |
| Common Stock (right to purchase) | \$ 0.44 | | | | | | | | 02/18/2016 ⁽¹⁾ | 02/18/2025 | Common Stock | 50,000 |
| Common Stock (right to purchase) | \$ 0.42 | | | | | | | | 02/23/2017 ⁽¹⁾ | 02/23/2026 | Common Stock | 43,500 |
| Common Stock (right to purchase) | \$ 0.68 | | | | | | | | 02/21/2018 ⁽¹⁾ | 02/21/2027 | Common Stock | 50,000 |
| Common Stock (right to purchase) | \$ 0.82 | 05/23/2018 | | | A | | 80,000 | | 05/23/2019 ⁽¹⁾ | 05/23/2028 | Common Stock | 80,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cureton Kevin 1319 MARQUETTE DRIVE ROMEDEVILLE, IL 60446 | | | Chief Commercial Officer | |

Signatures

/s/ Jess Jankowski under UPA for Kevin
Cureton

05/29/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.

Remarks:

Form amended to reflect Mr. Cureton's promotion to the Company's Chief Commercial Officer, effective January 1, 2018. Th

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

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