



**NANOTECH ENTERTAINMENT, INC.**

(Exact name of Small Business Issuer as specified in its charter)

**Nevada**

(State of incorporation)

**2450 Kruse Drive**

**San Jose, CA 95131**

(Address of principal executive offices)

**408-414-7355**

(Registrant's telephone number, including area code)

**June 30, 2015**

**ANNUAL INFORMATION AND DISCLOSURE STATEMENT**

All Information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of the Alternative Reporting Standard: Guidelines For Providing Adequate Current Information Established By The OTC Markets Group. The enumerated items and captions contained herein correspond to the format as set forth in that guideline.

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF NANOTECH ENTERTAINMENT, INC. ("COMPANY") IN ACCORDANCE WITH RULE 15c2(11) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

Unless the context in this Information and Disclosure Statement otherwise requires, all references in this Information and Disclosure Statement to "our", "us" and "we" refer to NanoTech Entertainment, Inc., and any subsidiaries.

All dollar amounts in this Report are stated in terms of U.S. dollars and are subject to currency fluctuations.

### **Safe Harbor for Forward-Looking Statements**

When used in this report, the words "will", "expect", "anticipate", "continue", "estimate", "project", "intend" and similar expressions are intended to identify forward-looking statements within the meaning of Section 27a of the Securities Act of 1933 and Section 21c of the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's Future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and those actual results may differ materially from those included within the forward looking statements as a result of various factors. Such factors include, among other things, uncertainties relating to our success, in judging consumer preferences, financing our operations, entering into strategic partnerships, engaging management, seasonal and period-to-period fluctuations in sales, failure to increase market share or sales, inability to service outstanding debt obligations, dependence on a limited number of customers, increased production costs or delays in production of new products, intense competition within the industry, inability to protect intellectual property in the international market for our products, changes in market condition and other matters disclosed by us in our public filings. From time to time forward-looking statements speak only as to the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made. Where, in any forward-looking statement, the Company expresses an expectation or belief as to future results or events, such expectations or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished. Our actual results could differ materially from those anticipated in these forward-looking statements.

**1) Name of the issuer and its predecessors (if any)**

Currently: NanoTech Entertainment, Inc., a Nevada corporation

Formerly: Aldar Group, Inc. until 6-2009

**2) Address of the issuer's principal executive offices**

Company Headquarters

2450 Kruse Drive

San Jose, CA 95131

Phone: 408.414.7355

Website: <http://www.ntek.com>

Email: [info@ntek.com](mailto:info@ntek.com)

IR Contact

Daniel Wong

2450 Kruse Drive

San Jose, CA 95131

Phone: 408.414.7355

Website: <http://www.ntek.com>

Email: [dwong@ntek.com](mailto:dwong@ntek.com)

**3) Security Information**

Trading Symbol: NTEK

Exact title and class of securities outstanding: COMMON

CUSIP: **63009Y104**

Par or Stated Value: \$0.001

Total shares authorized: 1,390,000,000 as of: JUNE 30, 2015

Total shares outstanding: 1,116,727,099 as of: JUNE 30, 2015

Additional class of securities (if necessary):

n/a

Transfer Agent

Clear Trust LLC

16540 Point Village Drive

#206

Lutz, FL 33558

**Phone:** (813) 235-4490

Is the Transfer Agent registered under the Exchange Act?\*

Yes: ☒

No: ☐

**List any restrictions on the transfer of security:**

n/a

**Describe any trading suspension orders issued by the SEC in the past 12 months.**

n/a

**List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:**

- 1) On September 30, 2014 NanoTech created a subsidiary, Ultra Media Group, in anticipation of an upcoming acquisition agreement in the content space.
- 2) On December 17, 2014 NanoTech entered into a definitive agreement to acquire a controlling interest in High Velocity Enterprises Inc.
- 3) On or about February 10, 2015, NanoTech completed the purchase of controlling interest in High Velocity, Inc. ("HVEL"), a publicly quoted issuer traded on the OTC Markets Pink Sheets, from Bruce Schoengood which was 1,834 shares of Preferred Stock (restricted).

On February 11, 2015, NanoTech sold certain assets to High Velocity Enterprises, Inc. ("HVEL") pursuant to an asset purchase agreement which included office furniture and related items, computer hardware, computer peripherals, computer software, firmware development capitalized costs, software development capitalized costs, and various Intellectual Property items which include certain U.S. patents and for 15,000,000 shares of Common Stock (Restricted).

On March 24, 2015, HVEL filed a Certificate of Change in order to conduct a 10-for-1 forward split of its issued and outstanding Common Stock. The Company filed a Notification of Issuer Corporate Action with FINRA concerning the name change and the forward split which was approved on April 23, 2015 changing the name of HVEL to NanoTech Gaming, Inc. ("NanoTech Gaming") and the new ticker symbol of NTGL.

As of April 23, 2015 and the date of this filing, NanoTech holds 150,000,000 shares of Common Stock of NanoTech Gaming which constitutes 82.57% of its issued and outstanding common stock as of the date of this filing thus making NanoTech Gaming a control subsidiary of NanoTech.

NanoTech has notified NanoTech Gaming of its intent to distribute all or part of its holdings in NanoTech Gaming to its shareholders ("NTGL Distribution"). NanoTech Gaming is currently preparing FYE December 31, 2014 and 2013 audited financial statements and notes thereto and the most recent quarter ended reviewed financial statements for inclusion in the filing of a Form S-1 Registration Statement ("Form S-1") which will include as allowed the NTGL Distribution with the intent to have the Securities and Exchange Commission clear the Form S1 without further comment which would then allow NanoTech to conduct the spinoff of NTGL shares to its shareholders.

NOTE: The NTGL Distribution is controlled by the SEC requirements for such a transactions as set forth in "SEC Staff Legal Bulletin No. 4" issued on September 16, 1997. The NTGL Distribution will not be consummated until such time as: (1) the Form S-1 is filed with the SEC by NanoTech Gaming; and (2) the Form S-1 is cleared without further comment by the SEC. Upon the Form S-1 being cleared without further comment by the SEC, all securities transactions as detailed in the Form S-1, which should include the NTGL Distribution, shall be consummated according to the material terms fully disclosed therein. At the time of this filing, the NanoTech cannot provide a definitive time table for the NTGL Distribution as there are too many factors that could affect such calculation.

- 4) On April 28, 2015 NanoTech completed the acquisition of Uplink.to merging its operations and staff into the NanoTech Communications subsidiary.

#### 4) Issuance History

##### List of securities offerings and shares issued for services in the past two years.

###### *Securities Offerings in the past two years:*

On July 23, 2013 the Company issued 12,500,000 shares of restricted common stock containing the restrictive legends to meet a variety of contractual obligations, which were distributed as follows:

Issued Aaron Taylor, unrelated and non-affiliated independent contractor, 1,500,000 shares, as part of a services agreement.

Issued Aaron Taylor, unrelated and non-affiliated independent contractor, 3,000,000 shares, as part of a services agreement.

Issued Steven Martin Mason, unrelated and non-affiliated independent contractor, 50,000 shares, as part of a services agreement eliminating the company's debt by \$5,000.

Issued Peter Crowley, unrelated and non-affiliated independent contractor, 250,000 shares, as part of the acquisition of WEG, LLC.

Issued Steven Foley, unrelated and non-affiliated investor, 22,831 shares as settlement of interest due from a paid convertible debenture, reducing the company's debt by \$2,283.10.

Issued Richard Foley, unrelated and non-affiliated investor, 15,580 shares as settlement of interest due from a paid convertible debenture, reducing the company's debt by \$1,558.

Issued David Foley, employee, 606,589 shares to eliminate compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note.

Issued Frank Oliver, unrelated and non-affiliated contractor, 500,000 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Robert DeKett, former employee, unrelated and non-affiliated independent contractor, 1,000,000 shares, as part of a services agreement.

Issued Scott Sherman, unrelated and non-affiliated contractor, 85,000 shares as part of a development services agreement.

Issued David Huckaba, unrelated and non-affiliated contractor, 90,000 shares as part of a sports marketing services agreement.

Issued Michael McDonald, unrelated and non-affiliated contractor, 90,000 shares as part of a sports marketing services agreement.

Issued David Mitchell, unrelated and non-affiliated contractor, 70,000 shares as part of a sports marketing services agreement.

Issued Bobby Voelker, unrelated and non-affiliated contractor, 70,000 shares as part of a sports marketing services agreement.

Issued Frank Chindamo, unrelated and non-affiliated contractor, 50,000 shares as part of a content acquisition agreement.

Issued Kevin Hoos, unrelated and non-affiliated contractor, 100,000 shares as part of a content acquisition agreement.

Issued FS Global Capital, unrelated and non-affiliated investor, 5,000,000 shares as part of a financing agreement as well as eliminating \$250,000 of short term liabilities owed by the company to third parties.

On July 24, 2013 the Company entered into a buyback agreement, reducing the overall outstanding shares by 25,000,000, cancelling shares previously issued to Philip Foley and returning them to treasury.

On August 2, 2013 the Company returned to treasury 68,271,577 shares previously issued to Long Side Ventures, LLC and R&T Sports Marketing.

On August 22, 2013, the Company issued 19,000,000 shares of restricted common stock containing the restrictive legends to meet a variety of contractual obligations, which were distributed as follows:

Issued Vince Cerisano, unrelated and non-affiliated investor, 6,500,000 shares as part of a conversion of a convertible debenture.

Issued FS Global Capital, unrelated and non-affiliated investor, 12,500,000 shares as part of a financing agreement as well as eliminating \$450,000 of short term liabilities owed by the company to third parties.

On September 9, 2013 the Company issued 5,000,000 shares of restricted common stock containing the restrictive legends to Aaron Taylor, unrelated and non-affiliated independent contractor, as part of a services agreement.

On September 25, 2013 the Company issued Aaron Taylor, employee, 7,500,000 shares under the terms of an employment compensation agreement.

On September 27, 2013, the Company issued 40,000,000 shares of restricted common stock containing the restrictive legends to meet a variety of contractual obligations, which were distributed as follows:

Issued Scott Sherman, unrelated and non-affiliated contractor, 50,000 shares as part of a development services agreement.

Issued Christian Hansen, unrelated and non-affiliated contractor, 1,000,000 shares as part of a development services agreement.

Issued Daniel Wong, unrelated and non-affiliated contractor, 1,000,000 shares as part of a development services agreement.

Issued David Foley, employee, 1,950,000 shares to eliminate compensation past due under the terms of an employment compensation and expense agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note.

Issued David Foley, employee, 1,000,000 shares to eliminate compensation past due under the terms of an employment compensation and expense agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note.

Issued Lotus Capital Markets LLC, unrelated and non-affiliated, 26,000,000 shares to as part of a financing agreement.

Issued Lorraine Cullivan, employee, 100,000 shares as part of her employee compensation.

Issued Denise Clifford, employee, 50,000 shares as part of her employee compensation.

Issued Adam Curry, unrelated and non-affiliated contractor, 150,000 shares as part of a content acquisition agreement.

Issued LDD Media LLC, unrelated and non-affiliated contractor, 65,000 shares as part of a content acquisition agreement.

Issued Peter Bergmann, unrelated and non-affiliated contractor, 65,000 shares as part of a content acquisition agreement.

Issued Arthur Mrozowski, unrelated and non-affiliated contractor, 250,000 shares as part of a content acquisition agreement.

Issued Frank Oliver, unrelated and non-affiliated party, 277,765 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Roby Lawrence, unrelated and non-affiliated party, 208,324 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued The Philips Family, unrelated and non-affiliated party, 68,597 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Kenneth Kulpa, unrelated and non-affiliated party, 214,573 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued James Philips, unrelated and non-affiliated party, 48,064 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Glenda R St John & Benjamin A Sneed JTWROS, unrelated and non-affiliated party, 99,995 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Martin Lettunich, unrelated and non-affiliated party, 277,765 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Mitch Lowe, unrelated and non-affiliated party, 46,908 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Mark Taormina, unrelated and non-affiliated party, 55,553 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Phil Sakakihara, unrelated and non-affiliated party, 46,908 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Colby Sneed, unrelated and non-affiliated party, 55,553 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Ruth Albright, unrelated and non-affiliated party, 33,332 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Larry Tringali, unrelated and non-affiliated party, 11,111 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Cat Le Nguyen, unrelated and non-affiliated party, 11,111 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Ronald Kanemoto, unrelated and non-affiliated party, 11,111 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Roger Holton, unrelated and non-affiliated party, 11,111 shares as part of the acquisition of Magic Screen 3D, Inc.



Issued Michael Mrozowski, unrelated and non-affiliated party, 22,221 shares as part of the acquisition of Magic Screen 3D, Inc.

Issued Tom Daniels, unrelated and non-affiliated contractor, 360,000 shares as part of a content acquisition services agreement.

Issued David Foley, employee, 489,998 shares to eliminate compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note.

Issued David Foley, employee, 2,350,000 shares to eliminate compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note as well as eliminating \$75,000 of short term liabilities owed by the company to third parties.

Issued David Foley, employee, 2,000,000 shares to eliminate compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note as well as eliminating \$50,000 of short term liabilities owed by the company to third parties.

Issued David Foley, employee, 1,620,000 shares to eliminate compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount covered in a promissory note.

On November 11, 2013 the Company issued 428,571 shares of restricted common stock containing the restrictive legends to Marken Communications, unrelated and non-affiliated independent contractor, as part of a services agreement.

On February 14, 2014 the Company issued Seaside 88 LP, unrelated and non-affiliated investor, 3,000,000 shares of restricted common stock containing the restrictive legend, at \$0.0535 per share, as part of obligations under a previously entered into contract as well as increasing the company's cash by \$160,500.

On February 27, 2014 the Company issued 350,000 shares of restricted common stock containing the restrictive legends to Rob Ross, unrelated and non-affiliated independent contractor, as part of a services agreement.

On March 26, 2014 the Company issued FS Global Capital, unrelated and non-affiliated investor, 10,000,000 shares of restricted common stock containing the restrictive legend as part of a financing agreement.

On March 31, 2014 under terms outlined in the Company's Employee Investment Stock Option Plan, Issued Leslie Hayes, employee, 294,655 shares, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On April 10, 2014 the Company issued 13,580,000 shares of restricted common stock containing the restrictive legend to meet a variety of contractual obligations, which were distributed as follows:

Issued Reginald Stagner, unrelated and non-affiliated contractor, 1,000,000 shares as part of a development services agreement.

Issued Maximum Performance Advisors, unrelated and non-affiliated contractor, 500,000 shares as part of a development services agreement.

Issued Mitch Lowe, unrelated and non-affiliated contractor, 1,500,000 shares as part of an advisory board agreement.

Issued Bennie Blankenship, unrelated and non-affiliated investor, 7,580,000 shares of restricted common stock containing the restrictive legend, at \$0.033 per share, as part of obligations under a previously entered into contract as well as increasing the company's cash by \$250,000.

Issued 4K Media Consultants LLC, unrelated and non-affiliated contractor, 3,000,000 shares as part of a media acquisition services agreement.

On April 10, 2014 the Company delivered 8,278,571 shares of restricted common stock containing the restrictive legend to meet a variety of contractual obligations that were previously authorized and requested, and which were distributed as follows:

On September 25, 2013 the Company issued Aaron Taylor, employee, 7,500,000 shares under the terms of an employment compensation agreement.

On February 27, 2014 the Company issued 350,000 shares of restricted common stock containing the restrictive legends to Rob Ross, unrelated and non-affiliated independent contractor, as part of a services agreement.

On November 11, 2013 the Company issued 428,571 shares of restricted common stock containing the restrictive legends to Marken Communications, unrelated and non-affiliated independent contractor, as part of a services agreement.

On May 12, 2014 the Company issued 3,400,000 shares of restricted common stock containing the restrictive legend to meet a variety of contractual obligations, which were distributed as follows:

Issued William Blake Brown, unrelated and non-affiliated contractor, 2,000,000 shares as part of a development services agreement.

Issued Aaron Hightower, employee, 750,000 shares under the terms of an employment compensation agreement.

Issued Stephen Riesenberger, employee, 500,000 shares under the terms of an employment compensation agreement.

Issued Leslie Hayes, employee, 150,000 shares under the terms of an employment compensation agreement.

On May 21, 2014 under terms outlined in the Company's Employee Investment Stock Option Plan, Issued David Foley, employee, 22,500,000 shares, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On August 20, 2014 under terms outlined in the Company's Employee Investment Stock Option Plan, Issued David Foley, employee, 14,400,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On August 25, 2014, Issued Santokh Mehan, unrelated and non-affiliated investor, 1,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On August 25, 2014, Issued 4K Media Consultants LLC, unrelated and non-affiliated contractor, 6,464,736 shares of restricted common stock containing the restrictive legends as part of a media acquisition services agreement.

On September 9, 2014 under terms outlined in the Company's Employee Investment Stock Option Plan, Issued David Foley, employee, 14,500,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On October 14, 2014 under terms outlined in the Company's Employment Agreements, Issued employees a total of 35,307,929 shares of common stock containing the restrictive legends.

On October 14, 2014 under terms of a license agreement, Issued K2 855,263 shares of common stock containing the restrictive legends, and increasing the company's cash position by the market value of the stock issued.

On October 14, 2014 under terms outlined in the Company's Employee Investment Stock Option Plan, Issued Employees, 15,500,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On November 3, 2014 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements, 12,500,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On November 24, 2014 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements, 10,000,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On December 12, 2014 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements 23,100,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On January 16, 2015 under terms outlined in the Company's Consulting Agreements, Issued Robert DeKett 5,000,000 shares of restricted common stock containing the restrictive legends, fulfilling the company's contractual obligations.

On January 16, 2015 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements 10,000,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On January 28, 2015 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements 3,500,000 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On January 28, 2015 under terms outlined in the Company's Employment Agreements, Investment Stock Option Plans and related notes, Issued Employees per terms of agreements 5,282,930 shares of restricted common stock containing the restrictive legends, issued upon request and conversion notice increasing the company's cash position by the same amount covered in the conversion.

On March 13, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 26,217,070 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On March 23, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 33,782,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On March 27, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 18,718,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On March 30, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 29,400,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On April 13, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 25,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On April 22, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 27,500,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On May 1, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 10,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On May 1, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 38,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On May 5, 2015, Issued 4K Media Consultants LLC, unrelated and non-affiliated contractor, 5,136,006 shares of restricted common stock containing the restrictive legends as part of a media acquisition services agreement.

On May 11, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 4,500,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On May 11, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 8,100,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On May 15, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 15,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 2, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 8,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 2, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 20,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 12, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 16,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 12, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 25,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 12, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 10,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 16, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 15,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On June 16, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 1,500,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On September 3, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 15,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

On September 9, 2015, Issued Royal Capital Group, unrelated and non-affiliated investor, 15,000,000 shares of restricted common stock containing the restrictive legends as part of a conversion of a convertible debenture, used to reduce debt and increase the company's cash position by the same amount covered in a convertible note.

All of the above shares of the Common Stock of the Company ("Common Stock") were issued to the above in reliance upon the exemption from the registration requirements under the Securities Act of 1933, as amended ("1933 Act"), afforded by section 4(2) and 3(a) and (b) as promulgated by the Securities and Exchange Commission ("SEC") under the Act. The Common Stock issued are considered restricted securities as defined under the 1933 Act and as such, cannot be resold with registration under the Securities Act or an appropriate exemption thereto. The Common Stock contains the following restrictive legend:

"The shares represented by this certificate have been acquired for Investment and have not been registered under the Securities Act of 1933. The shares may not be sold or transferred in the absence of such registration or an exemption therefrom under said Act."

## **5) Financial Statements**

The following unaudited financial statements are uploaded as a separate document, named *Financial Statements for Yearly Ending JUNE 30, 2015*, posted on October 4, 2015, incorporated herein by reference for the year ending *JUNE 30, 2015*. They can be found through the OTC Disclosure and News Service at <http://www.otcmarkets.com/stock/NTEK/filings> .

1. Balance Sheet for the period ending *JUNE 30, 2015*;
2. Statement of Income for the period ending *JUNE 30, 2015*;
3. Statement of Cash Flows for the period ending *JUNE 30, 2015*;
4. Notes to Financial Statements for the period *JUNE 30, 2015*.

## 6) Describe the Issuer's Business, Products and Services

### A. a description of the issuer's business operations;

#### **Overview**

Our business is comprised of six business units: Ultra Media Group (UMG), NanoTech Media (NMED); NanoTech Communications (NCOMM), Magic Screen 3D (M3D), 4K Studios (4K) and Clear Memories (CM).

#### **UMG**

UMG is a company that is chartered with the acquisition and creation of content for the NanoTech Media digital networks. The company is chartered with an investment fund used to license content from 3<sup>rd</sup> parties and invest in new content creation to be used on NanoTech Media networks, and then possibly licensed to other non-competing platforms.

#### **Media**

NMED is a provider of OTT / IPTV technology for television and portable media devices. NMED uses a variety of cloud based resources for infrastructure, data storage, content delivery providing media to a global market while minimizing capital expenditures and physical resources. With a portfolio of proprietary state of the art Television and Video technology, NMED's business model assures continued growth and ongoing revenue streams by providing unique content and ongoing revenue streams from licensing and advertising.

#### **Mobile**

NCOMM is a developer, publisher and licensor of applications and technology for the mobile phone space. NCOMM operates as a virtual company using a variety of cloud based resources for infrastructure, data storage, content delivery providing apps and services to a global market while minimizing capital expenditures and physical resources. By having a global reach, NCOMM is able to employ a team from around the world in order to secure the best talent for its development team. With a portfolio of unique and compelling apps being developed, NCOMM's business model assures continued growth and ongoing revenue streams based on recurring advertising and subscription income, as well as one time license fees for its apps.

#### **3D**

M3D is a developer and manufacturer of hardware and content using proprietary glassless 3D technology. Magic Screen 3D has the ability to create, maintain, and provide our clients with auto stereoscopic solutions. Some uses include striking digital signage, unforgettable advertisements as well as educational visuals for medical research. In addition, Magic Screen 3D also provides highly efficient 2D to 3D conversion. The benefits of this process include bringing your digital needs up to speed with current innovations in technology.

According to recent research, 3D advertising has a retention rate of nearly 10 times higher than traditional forms of advertising. As a result, Magic Screen 3D's technology and offerings provide clients with an innovative, new marketing approach that increases brand awareness giving users of our technology an advantage over the competition.

#### **4K**

4K Studios is a division of NanoTech setup to facilitate the conversion of traditional 35mm movie prints to 4K Ultra HD digital media. The division was setup and equipped with state of the art film scanners, and editing equipment. The goal of the studio is to provide the media division with content in the new 4K Ultra HD standard and use the services instead of paying minimum guarantees for content acquisition.

## **Events**

CM is the premiere ice sculpting company in the United States. Integrating technology with our art form, we provide our clients with the most creative, innovative, useful displays for a wide variety of events. Coupled with other NanoTech commercial technology, CM will expand its operations world-wide and continue to operate as a profitable standalone subsidiary. Other NanoTech divisions that use technology to deliver live event experiences will be able to expand the offerings to these events with CM products.

## **Market and Industry**

### **Media**

NMED has experience and products for the emerging IPTV media market. By investing heavily during the past three years in the creation of groundbreaking proprietary TV technology as well as the license and creation of unique content, NMED is poised ahead of the wave of this market. In 1999 when TIVO was launched, it marked the beginning of a revolution in Television with the advent of the digital PVR and subsequently changed the way consumers watched TV. We are at the forefront of the IPTV revolution, and believe that in the coming years IPTV delivery will once again revolutionize the Television industry by changing the basic model of broadcasting to a video on demand model, with micro content selection by the users, rather than the traditional OTA and Cable models.

### **Mobile**

NCOMM focuses on the communications segment including web and mobile app development. Leveraging GPS technology along with links to social media sites including Facebook, Twitter and Foursquare this technology NCOMM is producing the “must have” apps for all users of mobile phones. NCOMM also provides proprietary technology that it licenses for the delivery of digital media on new platforms for the in home consumer market.

### **3D**

M3D focuses on the out of home commercial market segment for advertising and point-of-presence marketing. Leveraging its proprietary hardware and software combination, M3D delivers unique opportunities for brands to increase customer engagement.

### **4K**

4K Studios focuses on the consumer entertainment segment creating content for use in OTT / IPTV broadcasts.

### **Events**

CM focuses on live events and the delivery of custom 3D sculptures that can be automatically produced using CM's proprietary hardware and software.

## **B. Date and State (or Jurisdiction) of Incorporation:**

The Company was incorporated in the state of Nevada, USA on July 15, 2004



**C. the issuer's primary and secondary SIC Codes;**

The Company's Primary SIC code is 4833 – Television Broadcasting

(a) Secondary SIC code is 73729901 – Application Computer Software

(b) Secondary SIC code is 73710300 – Computer Software Development and Applications

**D. the issuer's fiscal year end date;**

June 30

**E. principal products or services, and their markets;**

Principal products, services and markets

1. Media – IPTV Market
  - (a) Adam Curry's Big App Show
  - (b) NanoFlix
  - (c) NanoFlix 3D
  - (d) On the Mike Show
  - (e) BIF Tool
  - (f) Video Conversion Tool
  - (g) Video Extraction Tool
  - (h) Que Pasa TV
  - (i) Stock Watch
  - (j) VODWiz
  - (k) UltraFlix
  - (l) nanoTales
  - (m) nanoBooks
  - (n) Nuvola NP-1
  - (o) Nuvola NP-C
  - (p) nanoFish
  - (q) nanoSign
  - (r) Iron Dragon TV
  - (s) WineChannel TV
  - (t) Nuvola NP-H1
2. Communication Market
  - (a) NanoTweet
  - (b) iFrames
  - (c) iPosters
  - (d) High School Icon
3. 3D Market
  - (a) Magic Screen 3D
  - (b) 3D Content Creation
4. 4K Studios Market
  - (a) Film Scanning & Finishing Services
5. Events
  - (a) Innovations in Ice

## **7) Issuer's Facilities**

### **Silicon Valley Headquarters**

**2450 Kruse Drive, San Jose, CA 95131**

The company is headquartered in San Jose CA, leasing a multi-use building. The headquarters features a combination of offices, work space, electronic tile floor workspace, warehouse, storage, and video recording studio. The facility was renovated from top to bottom prior to NanoTech moving in featuring renovations and updates performed by NanoTech to build out the unit to our exact needs. The term is a 3 year renewable lease. The building is located in the heart of Silicon Valley near the 880 freeway with easy access to the entire Bay Area. The NanoTech Gaming Labs, NanoTech Media, sales and marketing, and customer support operate from this facility.

### **Silicon Valley Data Center**

**48233 Warm Springs Blvd, Fremont, CA 94539**

The company rents multiple units at this facility located at Hurricane Electric. This is a purpose built data center that features state of the art internet connectivity over an IPV6 global backbone providing 10 gigabit Ethernet connection to the Internet. The building is a 200,000 square foot facility that features 24 x 7 x 365 Onsite Staff, with conditioned and back-up power, custom designed video surveillance and card keyed doors. NanoTech is operating on a 3 year lease for this facility.

### **East Coast Office**

**56 N. Bedford Street, Suite 14, East Bridgewater, MA 02333**

The NanoTech Communications group operates out of the East Coast Office located south of Boston. This facility features offices and is located in a professional office park. The space is leased month to month allowing the company to move into bigger facilities as needed for anticipated staff increases in the mobile group.

### **Clear Memories Facilities**

**4885 Fulton Drive, Suite D, Fairfield, CA 94534**

Clear Memories operates out of the Fairfield Office located East of San Francisco. This facility features offices and manufacturing space including an integrated freezer for production and storage. The space is leased on a multi-year contract.

### **4K Studios Facilities**

**321 7<sup>th</sup> Street, San Francisco, CA 94103**

4K Studios operates out of the San Francisco Office located in the South of Market Neighborhood of San Francisco. This facility features offices and film viewing space including media storage and cleaning facilities. The space is leased on a multi-year contract.

**6860 Lexington Ave. Hollywood CA 90038**

4K Studios operates out of the Hollywood Office located in Hollywood. This facility features offices, conference rooms and film viewing space including sound and color correction facilities. The space subleased on a multi-year contract.

**8) Officers, Directors, and Control Persons**

**A. Names of Officers, Directors, and Control Persons**

Jeffrey A. Foley – Chairman  
Peter Riordan – Director  
Alan D. Stone – Director  
Ted Campbell-Director  
Philip Foley - Director

There are currently no control persons or beneficial owners of more than five percent (5%) of any class of NanoTech's equity securities.

**B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:**

- 1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);**

none

- 2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;**

none

- 3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or**

none

- 4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.**

none

**C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.**

There are currently no beneficial owners of more than ten percent (10%) of any class of NanoTech's equity securities.

**9) Third Party Providers**

**General Counsel :** John E. Dolkart, Jr., Esq.  
1750 Kettner Blvd, Suite 416  
San Diego, CA 92101  
Tel: (702) 275-2181  
Fax: (619) 684-3512  
Email: [john@dolkartlaw.com](mailto:john@dolkartlaw.com)

**SEC Counsel :** M. Stephen Roberts  
A Professional law Corporation  
2501 Nicholson Drive  
Baton Rouge LA 70802  
Tel: 225-389-8300  
Email: [steve@SteveRobertsLaw.com](mailto:steve@SteveRobertsLaw.com)

**10) Issuer Certification**

I, Jeffrey A. Foley, Chairman, certify that:

1. I have reviewed this Annual Disclosure Statement of NanoTech Entertainment, Inc. (NTEK) for fiscal year ended June 30, 2015;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 30, 2015

/s/ JEFFREY A. FOLEY

CHAIRMAN