



**NanoTech Gaming, Inc.**

**(Formerly known as High Velocity Enterprises, Inc.)**

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

**Nevada**

(State of incorporation)

**7180 Dean Martin Drive, Suite 300**

**Las Vegas, Nevada 89118**

(Address of principal executive offices)

**702-577-2895**

(Registrant's telephone number, including area code)

**June 30, 2015**

#### **QUARTERLY 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 GAMING, 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 Gaming, 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 Gaming, Inc. – (hereinafter referred to as the “Company”) as of April 23, 2015.

Formerly: High Velocity Enterprises, Inc. (until March 2015). The Company’s legal counsel and stock transfer agent filed the appropriate forms with FINRA for official name change and issuance of new ticker symbol on March 27, 2015 (approved on April 23, 2015).

Past History: The Company was founded in 1989 by Fayiz Hilal and was Cetek Technologies, organized as a Delaware corporation on April 28, 1994 under the name of Cetek Technologies Inc. Effective April 11, 2006, the Company changed its corporate domicile from Delaware to Nevada.

Effective June 6, 2014, the Company changed its name to High Velocity Enterprises, Inc. and increased its authorized capital stock to 45,000,000 shares of common stock, par value \$0.0001 per share, and 5,000,000 shares of preferred stock, par value \$0.0001 per share.

On or about February 10, 2015, NanoTech Entertainment, Inc. (“NTEK”) purchased controlling interest from Bruce Schoengood (hereinafter referred to as the “NTEK Acquisition”) consisting of 1,834 shares of Preferred Stock with super voting rights.

On or about February 10, 2015, NTGL acquired the certain gaming assets (mainly intellectual property in the form of trademarks and pending patents) of its parent company, NanoTech Entertainment, Inc., a Nevada corporation 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 in consideration of 15,000,000 shares of the Company’s Common Stock (i.e. now 150,000,000 shares of Common Stock of NTGL post forward split of the Common Stock described herein).

On March 31, 2015, NTGL assigned back 100% interest in King Media, Inc. to a former control person of NTGL in exchange for their assumption of the liabilities of King Media, Inc. Thus divestiture of King Media, Inc. will allow NTGL to focus on its core business which is described above and reduced the operational overhead and balance sheet liabilities of the Company.

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

Company Headquarters

7180 Dean Martin Drive, Suite 300

Las Vegas, Nevada 89118

Phone: 702.577.2895

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

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

Investor Relations Contact

Daniel Wong

7180 Dean Martin Drive, Suite 300

Las Vegas, Nevada 89118

Phone: 702.577.2895

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

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

### 3) Security Information

Trading Symbol: NTGL

Exact title and class: 63010J 104

Par or Stated Value: \$0.001

Total shares authorized: 450,000,000 as of: June 30, 2015

Total shares outstanding: 181,660,650 as of: June 30, 2015

Total shares outstanding: 181,660,650 as of the date of this filing (August 17, 2015)

**NOTE:** On March 24, 2015, the Company also 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 (post end of 1<sup>st</sup> quarter of FYE for the Company). Pursuant to this now approved forward stock split, the Company rounded all shareholders with partial shares of Common Stock up to the next even numbered share of common stock and issued to shareholders additional common stock who ended up with 99 shares or less, to 100 shares of Common Stock (e.g. even lot). As such, the Company issued an additional 112,850 shares of Common Stock. This is explained in full below.

Explanation: Pre-Split: 18,154,783 shares of Common Stock  
Post-Split: 18,154,783 X 10 = 181,547,830 shares of Common Stock  
Post-Split Adjustment: 181,547,830 + 112,850 = 181,660,650 shares of Common Stock

Additional class of securities (if necessary): Not Applicable

#### Transfer Agent

Jersey Stock Transfer, LLC (Contact Name: Jeff Manger)  
PO Box 606  
Mount Freedom, New Jersey 07970  
Phone: (973) 814-7004  
Fax: (973) 215-2740  
Email: [JerseyTransfer@yahoo.com](mailto:JerseyTransfer@yahoo.com)

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☒ No: ☐

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

Not Applicable

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

Not Applicable

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

On March 24, 2015, the Company filed a Certificate of Amendment to changes its name to NanoTech Gaming, Inc. and to increase its authorized capital stock to 450,000,000 shares of Common Stock and 5,000,000 shares of Preferred Stock.

On March 24, 2015, the Company also 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. The Company requested a new ticker symbol which was approved as "NTGL" and will become effective on or about May 23, 2015.

On March 31, 2015, NTGL assigned back 100% interest in King Media, Inc. to a former control person of NTGL in exchange for their assumption of the liabilities of King Media, Inc. Thus divestiture of King Media, Inc. will allow NTGL to focus on its core business which is described below under section 6 of this disclosure filing.

#### 4) Issuance History

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

Date of Issuance	Holder	Common Shares Issued	Price Per Share	Status	State of Issuance
6/6/2014	John Marks <sup>1 &amp; 2</sup>	50,000	\$0.06	Restricted	New Jersey
	Gregg Weisberg <sup>1 &amp; 2</sup>	50,000	\$0.06	Restricted	New Jersey
	Nelson Weisberg <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Sam Danzis <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Derrick Lefco <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Adam Kleinman <sup>1 &amp; 2</sup>	250,000	\$0.06	Restricted	New Jersey
	Bruce Schoengood <sup>1</sup>	250,000	\$0.0001	Restricted	New Jersey
	Debra Schoengood <sup>1</sup>	250,000	\$0.0001	Restricted	New Jersey
9/5/2014	Miriam Corn <sup>3</sup>	300,000	\$0.001	Un-Restricted	New Jersey
2/10/2014	NanoTech Entertainment, Inc. <sup>4</sup>	15,000,000	\$0.04930309	Restricted	Nevada
2/13/2015	David Foley <sup>5</sup>	1,100,000	\$0.005	Un-Restricted	California

**Note #1-** The June 2014 foregoing shares were issued on June 6, 2014 pursuant to a Share Exchange Agreement and Plan of Reorganization dated June 6, 2014 between the Issuer and King Media, Inc. and the shareholders of King Media, Inc.

**Note #2 -** On or about December 3, 2014, the Company cancelled 1,100,000 shares of Common Stock (e.g. book entry form) for the following holder's that were issued pursuant to the transaction described above on June 6, 2014: John Marks (50,000), Gregg Weisberg (50,000), Nelson Weisberg (250,000), Sam Danzis (250,000), Derrick Lefco (250,000), and Adam Kleinman (250,000).

**Note #3:** The shares issued to Miriam Corn were issued upon the exercise of conversion rights under the Company's promissory note. All of the foregoing shares were issued in reliance on the exemption from registration at Section 4(a)(2) of the Securities Act of 1933, as amended, for transactions not involving a public offering.

**Note #4:** On or about February 10, 2015, NanoTech Entertainment, Inc. ("NTEK") purchased controlling interest from Bruce Schoengood (hereinafter referred to as the "NTEK Acquisition") which was 1,834 shares of Preferred Stock (restricted). Additionally, on such same date, NTEK sold certain assets to High Velocity Enterprises, Inc. 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 150,000,000 shares of Common Stock (Restricted).

**Note #5:** The shares issued to David Foley were issued upon the exercise of conversion rights under the Company's promissory note. All of the foregoing shares were issued in reliance on the exemption from registration at Section 4(a)(2) of the Securities Act of 1933, as amended, for transactions not involving a public offering.

**Note #6:** On March 24, 2015, the Company 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. The shares of Common Stock listed in the table above have not been adjusted for the approved 10-for-1 forward stock split of the Common Stock of the Company.

**Note #7:** NOTE: On March 24, 2015, the Company also 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 (post end of 1st quarter of FYE for the Company). Pursuant to this now approved forward stock split, the Company rounded all shareholders with partial shares of Common Stock up to the next even numbered share of common stock and issued to shareholders additional common stock who ended up with 99 shares or less, to 100 shares of Common Stock (e.g. even lot). As such, the Company issued an additional 112,850 shares of Common Stock. This is explained in full below.

Explanation: Pre-Split: 18,154,783 shares of Common Stock

Post-Split:  $18,154,783 \times 10 = 181,547,830$  shares of Common Stock

Post-Split Adjustment:  $181,547,830 + 112,850 = 181,660,650$  shares of Common Stock

All of the above "Restricted" shares of the Common Stock of the Company ("Common Stock") were issued to the above persons 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."

**Note #8:** During 2nd quarter 2015, Jim and Lindy Swarhout paid \$1,000 in total for the issuance of a convertible note payable that has a term on one year from the date of issuance.

## 5) Financial Statements

The following unaudited financial statements are uploaded as a separate document, named *Financial Statements for 2<sup>nd</sup> Quarter Ended June 30, 2015*, posted on August 17, 2015.

They can be found through the OTC Disclosure & News Service at <http://www.otcm Markets.com/stock/NTGL/filings>.

1. Balance Sheet for the 2<sup>nd</sup> Quarter Ended June 30, 2015;
2. Statement of Income for the 2<sup>nd</sup> Quarter Ended June 30, 2015;
3. Statement of Cash Flows for the 2<sup>nd</sup> Quarter Ended June 30, 2015;
4. Notes to Financial Statements for the 2<sup>nd</sup> Quarter Ended June 30, 2015.

**NOTE:** The Company and its book keeper are currently preparing our financial statements and notes thereto (and appropriate schedules in proper format) to be audited by a PCAOB qualified CPA firm to be retained which shall be included in the filing of a Form S-1 Registration Statement under the Securities Act of 1933, as amended, during the 4<sup>th</sup> quarter of 2015 or the 1<sup>st</sup> quarter of 2016 (the "Form S-1") in order to becoming a fully reporting issuer with the SEC. Upon the SEC declaring the Form S-1 cleared without further comment, the Company will file a Form 8-A Registration Statement under the Securities and Exchange Act of 1934, which is effective upon filing, to become a permanent reporter as required for OTCQB listing.

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

### A. Description of the issuer's business operations;

NanoTech Gaming, Inc. (the "Company") is focused on creating the most compelling gaming experiences by using the latest technology and research for modern social and competitive gaming in land-based casino and arcade gaming markets. The Company was founded by industry veterans from land-based casino and coin-operated video arcade game creators.

The Company intends to give players what they want in a social environment where they can choose exactly how they want to gamble and to also be given an avenue to demonstrate their skill and intelligence while they play compelling video experiences that are entertaining independently of the gambling components. When it comes to gaming and gambling, nobody understands how to put the two together quite like NanoTech Gaming.

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

The Company was formed on April 5, 2006 and is currently registered as a corporation with the Nevada Secretary of State under the Nevada Business Corporations Act.

### C. The issuer's primary and secondary SIC Codes;

3990 - Miscellaneous Manufacturing Industries (Core Operations)

7993 - Coin-Operated Amusement Devices (Core Operations)

### D. The issuer's fiscal year end date;

The fiscal year end for the Company is December 31.

### E. Principal products or services, and their markets;

Here's the list of our patent-pending IP with a short description of each:

1. **NanoTech Advantage:** The NanoTech Advantage is a system that allows Players to use their skill to gain a mathematical advantage in a game of chance.
2. **NanoTech BetCube:** The NanoTech Bet Cube is a System that incorporates Players bets and allows them to configure their bet within the entire domain of possible gambling parameters.
3. **GameFlow:** NanoTech Gaming's GameFlow technology combines backlight strobing with refresh rate on an LCD display to enable accurate motion portrayal at the highest resolution and refresh rate possible.
4. **High-frequency Videogame physics Simulation (HVS):** The HVS system combines a high-frequency physics simulation for gameplay with a high-frequency, low-latency input system in order to create a more realistic and immersive videogame experience.
5. **ImageSearch:** NanoTech Gaming's ImageSearch presents the simple gameplay of finding a hidden image in a collage of similar images, and combines it with gambling.
6. **Player Diary QR code (PDQ):** NanoTech Gaming's PDQ system is a method for the Player to transfer a record of a single Bet wagered and Game played from an offline video game machine to a remote server by taking a photo of a Quick Response (QR) code.



**7) Issuer's Facilities**

NanoTech Gaming, Inc. - 7180 Dean Martin Drive, Las Vegas, NV 89118

NanoTech Gaming, Inc. operates a private R&D facility located near I15 in the casino gaming capital of the world, Las Vegas NV. This facility is working on next generation technology. The space is leased on a multi-year contract.

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

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

President and Secretary – Al Stone

Secretary – Peter Riordan

Director – Al Stone

Director – Peter Riordan

Director – Howell Ivy

Director – Philip Foley

Director – Aaron Hightower

There are currently no control persons or beneficial owners of more than five percent (5%) of any class of the Company's equity securities other than its parent company, **NanoTech Entertainment, Inc.** a Nevada corporation, whose address is 2450 Kruse Drive, San Jose, California 95131 which owns 150,000,000 shares of common stock or 82.62% of the current issued and outstanding common stock of the Company, based upon the issued and outstanding common stock as of the date of this filing (the "NTEK Shares").

**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.

NanoTech Entertainment, Inc. (Pink: NTEK)  
2450 Kruse Drive  
San Jose, California 95131

150,000,000 shares of Common Stock (Restricted)  
(82.57% of current issued & outstanding Common Stock)

**NOTE:** The Company has been notified by NTEK management that all or part of the NTEK Shares will be requested to be listed in the Company's Form S-1 as a spin-off to the shareholders of NTEK, with such amount to be decided by the board of directors of NTEK upon further discussions with its corporate securities counsel specifically regarding the SEC requirements for such a transaction as set forth in "SEC Staff Legal Bulletin No. 4" issued on September 16, 1997. The NTEK Shares will not be distributable to the shareholders of NTEK until such time as: (1) a formal request for inclusion of the NTEK Shares (and amount of distribution) is received by the Company from NTEK management; (2) the Form S-1 is filed with the SEC; and (3) 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 shall be consummated according to the material terms fully disclosed therein. At the time of this filing, the Company cannot provide a definitive time table for the corporate action described in this note (e.g. the spin-off of NTEK Shares) as there are too many factors that could affect such calculation.

## 9) Third Party Providers

**General Counsel:** Robert C. Laskowski  
Attorney at Law  
520 SW Yamhill, Suite 600  
Portland, OR 97204-1329  
Telephone: (503) 241-0780  
Facsimile: (503) 227-2980  
Email: [rcl@roblaw.us](mailto:rcl@roblaw.us)

**SEC Counsel:** Robert C. Laskowski  
Attorney at Law  
520 SW Yamhill, Suite 600  
Portland, OR 97204-1329  
Telephone: (503) 241-0780  
Facsimile: (503) 227-2980  
Email: [rcl@roblaw.us](mailto:rcl@roblaw.us)

**Accounting:** Tracie Matsuo  
TKM Accounting, Inc.  
452 W Horizon Ridge Pkwy., Suite 217  
Henderson, NV 89012 - View Map  
Phone: (702) 997-6701

**Auditor:** Not Applicable (will be retained 3<sup>rd</sup> Quarter of 2015)

**10) Issuer Certification**

I, **Al Stone, Director and President**, certify that:

1. I have reviewed this **Quarterly Disclosure Statement** of **NanoTech Gaming, Inc. (HVELD)** for 2<sup>nd</sup> quarter 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.

August 17, 2015

/s/ Al Stone

Director and President