

NANOTECH ENTERTAINMENT, INC.
(Exact name of Small Business Issuer as specified in its charter)

Nevada
(State of incorporation)

3838 Raymert Drive, Suite 3
Las Vegas, Nevada (NV) 89121
(Address of principal executive offices)

702-518-7410
(Registrant's telephone number, including area code)

MARCH 31, 2012

INITIAL 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 Initial Report otherwise requires, all references in this Initial Report to "our", "us" and "we" refer to NanoTech Entertainment, Inc., and any subsidiaries.

All dollar amounts in this Initial 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.

PART A GENERAL COMPANY INFORMATION

Item 1 The exact name of the issuer and its predecessor (if any).

Currently: NanoTech Entertainment, Inc
Formerly: Aldar Group, Inc. until 6-2009

Item 2 The address of the issuer's principal executive offices.

3838 Raymert Drive, Suite 3
Las Vegas, Nevada (NV) 89121
Ph.: 702-518-7410 Fax: 415-723-7225
Website: <http://www.nanotechent.com>
Email: info@nanotechent.com

Person responsible

for investor relations: Name: Denise Clifford
 Phone number: 702-518-7410
 email address: denise@nanotechent.com
 Mailing address: 3838 Raymert Drive, Suite 3
 Las Vegas, Nevada (NV) 89121

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

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

PART B SHARE STRUCTURE

Item 4 The exact title and class of securities outstanding.

We have one class of authorized and outstanding stock which is Common.

Common Trading Symbol: NTEK

Common Cusip number: 63009Y104

Item 5 Par or stated value and description of the security.

A. We have one class of stock, Common, with a par value of \$0.001 per share.

B. 1. Common Stock. The following description of the common stock of the Company and certain provisions of the our Articles of Incorporation and Bylaws is a summary and is qualified in its entirety by the provisions of the Articles of Incorporation and Bylaws.

The Articles of Incorporation authorize the issuance of 990,000,000 shares of common stock, with a par value of \$0.001. The holders of the Shares: (a) have equal ratable rights to dividends from funds legally available therefore, when, as, and if declared by the Board of Directors of the Company; (b) are entitled to share ratably in all of the assets of the Company available for distribution upon winding up of the affairs of the Company; (c) do not have preemptive subscription or conversion rights and there are no redemption or sinking fund applicable thereto; and (d) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all meetings of shareholders. These securities do not have any of the following rights: (a) cumulative or special voting rights; (b) preemptive rights to purchase in new issues of Shares; (c) preference as to dividends or interest; (d) preference upon liquidation; or (e) any other special rights or preferences. In addition, the Shares are not convertible into any other security. There are no restrictions on dividends under any loan, other financing arrangements or otherwise.

The holders of Shares of Common Stock of the Company do not have cumulative voting rights, which means that the holders of more than 50% of such outstanding Shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose. In such event, the holders of the remaining Shares will not be able to elect any of the Company's directors.

2. Preferred Stock. We have no authorized preferred stock.

3. Our Common has no other material rights.

4. We have no charter or bylaw provision that would delay, defer or prevent a change in control of the company.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

Common Share Class

as of the end of the issuer's most recent fiscal quarter as of the end of the issuer's last two fiscal years.

	March 31, 2012	Jun 30, 2011	Jun 30, 2010
Shares Authorized	990 Million	75 Million	75 million
Shares Outstanding	678,191,149	15,910,000	15,910,000
Freely tradable shares (public float)	108,465,000	3,465,000	3,445,000

Beneficial Shareholders	66	51	49
Shareholders Of Record	48	37	33

Item 7 The name and address of the transfer agent.

Stalt, Inc.
671 Oak Grove Avenue
Suite C
Menlo Park CA 94025
Phone: 650-321-7111
Fax: 650-321-7113

Our transfer agent is registered under the Exchange Act and in the state of Nevada.

PART C BUSINESS INFORMATION

Item 8. The nature of the issuer’s business.

A. Business Development

Overview

NanoTech Entertainment, Inc. (the “Company” or “We” or “NanoTech”) was originally organized as a Nevada Corporation on July 15, 2004, under the name Aldar Group, Inc. (“AGI”) for the purpose of acquiring, selling and breeding thoroughbred horses. In February 2008 AGI filed an S-1 registration statement with the SEC and began trading under the symbol ALDJ.

NanoTech Entertainment, Inc. (“NEI”) was incorporated under the laws of the state of Nevada on November 13, 2007. It operated as a virtual manufacturer, developing technology and games, and then licensing such products to third parties for manufacturing and ultimate distribution.

On April 30, 2009, AGI entered into a Sale and Acquisition Agreement (the “NEI Agreement”) with NEI wherein AGI acquired 100% of NEI’s issued and outstanding common stock through the exchange of 6,480,000 common shares. This transaction resulted in 11,013,000 shares of AGI common stock outstanding, with 58.8% being held by the former shareholders of NEI. Pursuant to the Agreement, AGI changed its name to NanoTech Entertainment, Inc. (“NanoTech”) to reflect the new direction of the Company and NEI was dissolved. For accounting purposes, the share exchange transaction was treated as a capital transaction where AGI, as the legal acquirer, issued stock for the net monetary assets of NEI, the accounting acquirer, accompanied by a recapitalization. The accounting is similar in form to a reverse acquisition, except that goodwill or other intangibles are not recorded. As a result of this transaction the horse racing unit was discontinued.

As part of the NEI Agreement, we acquired a majority of the Gaming Intellectual Property in the form of an employment agreement whereby one of its original founders, David R. Foley, assigned the rights to his substantial intellectual property portfolio in return for the compensation outlined in his employment agreement. Mr. Foley is an entrepreneur with an extensive background in software and hardware development. He has designed and patented several award-winning games and innovative technology in the past 20 years. David began his career in software development where he modernized the front office of the Boston Celtics, designing and building automated systems for all facets of the team’s operations from Press Management to Scouting, as well as helping implement a digital scoring system. Software that he and a college friend had developed was sold to Ashton Tate to become a core part of dBase IV. He built Foley Hi-Tech Systems, a video game development studio that developed games for the Sega Genesis and Super Nintendo and delivered multi-million dollar selling games including hits like SpiderMan vs. Kingpin, Taz-Mania and Urban Strike to publishers including Sega and

Electronic Arts. Foley also founded HyperWare, and built a product line of hardware and software products for the Arcade Industry. Foley was asked to speak at several trade shows on behalf of Intel to help push the ArcadePC initiative, for which Foley had developed several key pieces of technology. Foley also designed and built the Sega Tournament Network connecting players from around the world to compete on the Sega hit arcade game, Daytona 2. Foley became the VP of Engineering at Quantum3D, and helped grow the Arcade Division to several million dollars in sales. Foley designed the patented Quicksilver II and Graphite systems which were used by major arcade industry companies including Atari, Midway and Sega. Foley invented the UltraCade multi-game system, acquired the rights to the IP and founded UltraCade Technologies. UltraCade Technologies released a home version of its flagship product, branded as Arcade Legends and sold through retail outlets such as Hammacher Schlemmer, Costco and SkyMall catalog. Foley's innovative designs won him two consecutive industries awards for Innovation of the Year in 2005 and 2006. In 2005 Foley was named #48 in the Entrepreneur Magazines Hot 100 issue. Foley branched into the casino gaming market creating, designing, developing and licensing unique game concepts to Bally Technologies and others. His first casino gaming design, Peek-A-Boo video poker, won the 2007 Most Innovative Game award from Bally Technologies. David has been interviewed on several national media outlets including NBC & ESPN. He continues to design and patent ground breaking games and technology leading NanoTech's development staff.

In April, 2011, we formed NanoTech Gaming Labs LLC (“NGL”) as a wholly owned subsidiary to focus on the Company’s gaming products and operate as a separate business unit, operating as a virtual manufacturer, developing gaming technology and games, and then licensing such products to third parties for manufacturing and ultimate distribution. This business model supports relatively low overhead costs and efficiencies in operations in the new global manufacturing economy.

Business Development

1. NanoTech Entertainment, Inc. (the “Company” or “We” or “NanoTech”) is a Nevada Corporation;
2. We were incorporated on July 15, 2004, under the name Aldar Group, Inc. (“AGI”);
3. Our Fiscal year ends June 30th;
4. We have never been in bankruptcy, receivership or any similar proceeding;
5. Material Mergers:
 - (a) In February 2008 AGI filed an S-1 registration statement with the SEC and began trading under the symbol ALDJ.
 - (b) NanoTech Entertainment, Inc. (“NEI”) was incorporated under the laws of the state of Nevada on November 13, 2007. On April 30, 2009, AGI entered into the NEI Agreement wherein AGI acquired 100% of NEI’s issued and outstanding common stock in exchange for 6,480,000 AGI common shares. As a result of the NEI Agreement, AGI changed its name to NanoTech Entertainment, Inc. (“NanoTech”) to better reflect the direction of the Company and NEI was dissolved. For accounting purposes, the share exchange transaction was treated as a capital transaction where AGI, as the legal acquirer, issued stock for the net monetary assets of NEI, the accounting acquirer, accompanied by a recapitalization. The accounting is similar in form to a reverse acquisition, except that goodwill or other intangibles are not recorded.
 - (c) In May, 2011, we formed NanoTech Gaming Labs LLC as a wholly owned subsidiary to focus on our gaming products and operate as a separate business unit, operating as a virtual manufacturer, developing gaming technology and games, and then licensing such products to third parties for manufacturing and ultimate distribution. This business model supports relatively low overhead costs and efficiencies in operations in the new global manufacturing economy.
 - (d) In January, 2012, we entered into a share exchange agreement and formed a partnership with a newly formed unaffiliated private media company, NanoTech Media Corporation (“NMED”) to focus on digital media and IPTV. NMED is controlled by FS Media Capital, a private company, Roger Cross, managing partner. We received 36,750 common shares of NMED (49% of outstanding) in exchange for 250,000,000 of our shares (37% of outstanding). This transaction gives us the exclusive rights to certain technology held by NMED including Proprietary IPTV Technology for Roku, Apple TV, Samsung Smart TV, LG Smart TV, Adam Curry’s Big App

Show, Ambience Digital Environments, and TechnoTV. This business unit will develop and publish technology for the emerging IPTV market for platforms including Roku and Apple TV. Its business will include the publishing of original content, licensing and broadcasting of licensed content, and the development and licensing of proprietary TV technology to third parties. We expect to generate ongoing revenue streams from advertising on TV shows, licensing of proprietary technology, and subscriptions of our TV shows. All revenues will be ours.

- (e) In March, 2012, Company entered into a share exchange agreement with Global Media Enterprises (“Global Media”), an unaffiliated private company whose president is Matthew Brenowicz, giving us the exclusive distribution rights to Global Media's content which includes the exclusive rights to certain TV shows including On the Mike and other content in development. We received 49,000 common shares of Global (49% of outstanding) in exchange for 250,000,000 of our shares (37% of outstanding). We expect to generate ongoing revenue streams from advertising on TV shows all of which will be ours.
 - (f) We are currently finalizing the terms of an understanding for a share exchange with NanoTech Communications Corporation (“NCOMM”) under which we will obtain the exclusive rights to apps for iPhone, Android and Blackberry held by it. NCOMM is also owned by FS Media Capital, Roger Cross, managing partner. We expect to receive 36,750 common shares of NCOMM (49% of outstanding) in exchange for 50,000,000 of our shares (7% of outstanding). We expect to generate ongoing revenue streams from sales and subscriptions of apps and from licensing of proprietary technology, all of which revenues will be ours.
 - (g) We are currently finalizing the terms of an understanding for a share exchange with Clear Memories, Inc. (“Clear Memories”) under which we will obtain the worldwide exclusive rights to license and franchise ice products (sculptures) created by it. Clear Memories is owned by Jeff Foley, our new chairman and CEO. We expect to receive 34,499 shares of Clear Memories common shares outstanding (33% of outstanding) in exchange for 6,000,000 of our shares (1% of outstanding). We expect to generate ongoing revenue streams from sales and subscriptions of franchises and ongoing license fees from new sculptures, of which 50% of all revenues will be ours.
6. NEI, which was dissolved after the April 30, 2009 merger, had previously entered into a financing agreement with Immersion Corporation for a convertible loan with a principal amount of \$250,000, and an annual interest rate of 10%. The loan matured on April 30, 2011 and has not been paid.
7. Change of control
- (a) On April 30, 2009, AGI entered into the NEI Agreement with NEI wherein AGI acquired 100% of NEI's issued and outstanding common stock through the exchange of 6,480,000 common shares. This transaction resulted in NEI shareholders holding 58.8% of AGI common shares thereby transferring control of AGI (now NanoTech) to former NEI shareholders.
8. Increases of 10% or more of the same class of outstanding equity.
- (a) On June 15, 2010 we issued 10,680,000 shares to management in lieu of compensation to reduce our liabilities by \$534,000.
 - (b) On March 23, 2010 we issued 45,116,819 shares in lieu of compensation to reduce our liabilities by \$1,804,673.
 - (c) On March 23, 2010 we issued 500,678,000 shares as part of contractual obligations entered into by the company.
 - (d) On March 28, 2010 we issued 105,000,000 shares in conversion of Debentures reducing our convertible debt by \$105,000.
9. We do not anticipate any stock split, dividend, recapitalization, mergers, acquisitions, spin-offs or reorganizations for the Company except as may be described elsewhere in this Report.
10. Our common stock is currently quoted on the Pink OTC Markets Inc., a quotation service more commonly referred to as the Pink Sheets (the “Pink Sheets”) under the symbol “NTEK.” We were initially listed on the OTCBB® on September 22, 2008 under the ticker symbol ALDJ. On June 10, 2009, pursuant to a corporate name change and a change in control of the Company, the ticker was changed to NTEK. On October 2, 2009, our symbol was changed to NTEKE for failure to be current in our reporting obligations with the Securities and Exchange Commission. On November 3, 2009, our ticker symbol was

restored to NTEK but we were moved to the Pink Sheets because we were not current with the SEC. We intend to file a Form 15 notifying the SEC of the suspension of our public reporting obligations under the Exchange Act and to comply with the disclosure requirements of the Alternative Reporting Standard: Guidelines For Providing Adequate Current Information Established By The OTC Markets Group.

11. There are no current, past, pending or threatened legal proceedings or administrative actions either by or against us that could have a material effect on our business, financial condition, or operations. There have been no current, past or pending trading suspensions by a securities regulator.

B. Business of the Issuer.

Overview

Our business is comprised of three business units: Gaming through NanoTech Gaming Labs (NGL); IP-TV through NanoTech Media (NMED); and Mobile through NanoTech Communications (NCOMM).

Gaming

NGL is a provider of gaming technology for the coin-op arcade, casino gaming, and consumer gaming markets. Headquartered in Las Vegas, Nevada, we operate as a virtual manufacturer, developing technology and games, and then licensing them to third parties for manufacturing and distribution. With an ever-expanding lineup of technology and products, NGL is redefining the role of developers and manufacturers in the gaming market. NGL's team is comprised of industry veterans of the gaming industry and has collectively been responsible for dozens of award winning products and multi-million copy selling video games and technology.

IPTV - Media

NMED is a provider of IPTV technology for television and portable media devices. Headquartered in Las Vegas Nevada, NMED operates as a virtual company using 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. Headquartered in Las Vegas, Nevada, 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.

Market and Industry

Gaming

NGL has experience and products for all aspects of the gaming industry. By traversing the market from consumer to coin-op to casino, NGL may be able to take advantage of all three growth & profitable industries and balance out the seasonal patterns of each. Even in the unsteady economic climate, the gaming market continues to flourish and expand. In 2008, the arcade industry saw \$7.2 billion in revenue, and the consumer market saw \$58 billion with a growth of 19% in 2008. The NanoTech team has won numerous awards in recent years including

innovative product of the year in 2005 and 2006 in the arcade industry and innovative product of the year in 2007 in the casino market.

Media – IPTV

NMED has experience and products for the emerging IPTV media market. By investing heavily during the past two years in the creation of groundbreaking proprietary TV technology as well as the license and creation of unique content NMED is poised to ride 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. NMED currently has over served over 30,000 videos subscribers of it show, Adam Curry's Big App Show and is negotiations for license agreements with multiple publishers to license NMED proprietary TV technology.

Mobile

NCOMM is currently testing its first major mobile phone app. Leveraging GPS technology along with links to social media sites including Facebook, Twitter and Foursquare this technology is destined to become a "must have" app for all users of mobile phones. NCOMM recently signed two development agreements to use its proprietary technology for the delivery of digital media on new platforms for the in home consumer market. These agreements not only provide revenue for development but ongoing profit sharing from the continued sales of the products and content for them.

Business of the Issuer

1. The Company's Primary SIC code is 7993 – Coin-operated amusement devices
 - (a) Secondary SIC code is 4833 – Television Broadcasting
 - (b) Secondary SIC code is 73729901 – Application Computer Software
 - (c) Secondary SIC code is 73710300 – Computer Software Development and Applications
2. We are a development stage company.
3. We have never been a shell company.
4. Subsidiaries and Affiliates:
 - (a) NanoTech Gaming Labs LLC is a subsidiary (included in financials).
 - (b) NanoTech Media Corporation is an affiliate (not included in financials).
 - (c) Global Media Enterprises is an affiliate (not included in financials).
5. There are no existing or probable governmental regulations that have any effect on our business
6. In the past two fiscal years, we have spent approximately \$2.5 million dollars and devoted approximately 6,000 man hours to Research and Development. None of this cost has been borne by customers.
7. We have no expenditures and anticipate no expenditures to comply with environmental laws
8. We have three full time employees, and three part time contractors.

Item 9 The nature of products or services offered.

Overview

Below is a list of our current product line with detailed descriptions. More information on our products and services are found on our web site at www.NanoTechEnt.com.

MultiPin™ - There is currently only one Pinball manufacturer left in the world, Stern Pinball. While they supply over 10,000 machines per year to the market, there is a huge demand for new and innovative pinball. MultiPin™ represents the next generation in pinball. By replacing the mechanical parts of a pinball machine with state of the art electronics, MultiPin™ solves two major problems seen by operators of Pinball machines. First, it eliminates

any mechanical failures, which are common amongst pinball machines. Secondly, it provides a multi-game platform that can be constantly updated with new games without having to swap out the machine. Our proprietary physics engine and motion sensors allow MultiPin™ to accurately recreate the experience of a mechanical pinball machine, while providing players with a variety of classic and modern pinball games to choose from.

Xtreme Rally Racing™ - An Xtreme Off-Road Racing Experience with no boundaries. Xtreme Rally Racing is an innovative new driving machine that features three modes of game play:

<u>Xtreme Off-Road</u>	Race head-to-head against other players and the computer to checkpoints while driving anywhere on the map with no preset course.
<u>Timed Rally Stages</u>	Classic Rally Racing on real world courses. Players will be able to race in five different countries on real world rally courses.
<u>Xtreme Stadium Racing</u>	Custom Stadiums designed for Xtreme racing, including a figure-8 multi-lap course with huge jumps.

NanoNET Online System - Local and worldwide head-to-head competition in real time against machines located around the world. Remote operator control of your machines including diagnostics, accounting reports, and automatic software updates and enhancements downloaded over the net. Link up to four cabinets for local multiplayer action.

Pinball Wizard™ - Consumer Pinball enthusiasts have been growing with the advent of Visual Pinball and now Future Pinball. The official Visual Pinball forum boasts over 155,000 members, and the free version Future Pinball has been downloaded over 1 million times in the past six months, and over 500,000 copies in April 2009. We have created the only input device designed to give these players a way to experience real pinball controls on their personal computer. Based on the technology developed for the MultiPin™ product we have built a controller that lets people play pinball using traditional controls and the ability to “shake” and “nudge” the table.

Mot-Ion™ Adapter - The Mot-Ion adapter is a USB adapter that allows do-it-yourself Pinball enthusiasts to build their own cabinet using real pinball controls providing analog inputs for nudging and bumping. This kit includes everything needed to connect a pinball cabinet to a PC (I/O Board, Digital Plunger, and Wiring Harness).

Opti-Gun™ Adapter - The OptiGun adapter is a USB adapter that allows players to connect Arcade Light Guns to any USB based system. This universal adapter provides a complete solution to implement an arcade game including gun inputs, force feedback outputs, digital inputs, and built-in audio amplifiers. The adapter can also be used with PC based emulators such as M.A.M.E. to connect arcade light guns on your home system.

Retr-IO™ Adapter - The Retr-IO adapter provides a standard JAMMA interface for USB based systems. This universal adapter provides a complete solution to implement an arcade game using joysticks, trackballs, spinners, and buttons, and features digital outputs and built-in audio and video amplifiers. The board works with any PC based system including M.A.M.E and other emulation products. It provides an all-in-one solution to hooking up traditional arcade controls to your PC, or any USB system. All digital inputs and outputs are interfaced via standard keyboard commands, and appear as mapped keys to your games. The default key mappings match those of many popular PC emulation products. Two trackballs and two spinners are supported and mapped to the system as mice. The board supports four player standard configurations or two player four-way joystick and six-button configurations.

Adam Curry's Big App Show – This is a daily interactive show for users of iPhones, iPod Touch and Android devices. Each “appisode” features a full screen demo of the latest and hottest must have apps. Audiences worldwide can now easily “try before they buy” and just tap on the “Get this App” button if they want to get the featured app delivered to their inbox. USA Today says “On the Big App Show”, Curry delivers breezy two-to-four-minute features on “really cool” apps. “He plays with the app on the phone so users can see how it works, rather than forcing them to stare at static screen shots”.

Nature of Products and Services Offered

- A. Principal products, services and markets
 - 1. Gaming
 - (a) MultiPin
 - (b) Pinball Wizard
 - (c) XRR
 - (d) Retr-IO
 - (e) Mot-Ion Kit
 - (f) NanoNET
 - 2. Media – IPTV
 - (a) Adam Curry’s Big App Show
 - (b) Unannounced Proprietary Roku IPTV technology
 - 3. Mobile
 - (a) Unannounced proprietary iPhone and Android Apps
- B. Distribution Methods
 - 1. Gaming, Gaming products are distributed through an established network of distributors and resellers throughout the world. NGL has had long term relationships with these distributors and the method and pricing models are well established.
 - 2. Media: Media products will be distributed in two forms. Original and licensed content will be distributed by direct publication on various delivery platforms such as Roku, Apple TV, Boxee and others. Media technology, will be licensed to third parties that will include it with their publication on these same platforms.
 - 3. Mobile: Mobile products will be distributed directly by publication on the Apple iTunes store and Google Play store. Mobile technology will be licensed to third parties for sale on the aforementioned platforms as well as in the consumer electronics retail space.
- C. Any new product publicly announced is market ready for delivery.
- D. We will compete against established companies with significantly greater financial, marketing, research and development, personnel, and other resources than us. Such competition could have a material adverse effect on our profitability.
- E. Our basic products are intellectual property and we are not dependent on sources and availability of raw materials.
- F. We are not dependent on one or a few major customers.
- G. Information about intellectual property owned, developed or licensed by us is provide elsewhere in this Report.
- H. There are no government regulations regulating the development and sale of gaming products for coin-operated machines.

Item 10 The nature and extent of the issuer’s facilities.

The Company has rental contracts with one of the Company’s original founders for use of storage facilities, offices, development labs, and utilities for the Company’s operations, production, research and development, sales, and marketing. The Contracts require \$16,400 in monthly payments (plus other related minimal costs) over the Contracts’ extended term of December 1, 2007 through November 30, 2013. The Contracts are cancellable with a 15-day advance notice only if all security interest has been removed and there are no liens on the properties for loans to the Company in effect. The amounts incurred by the Company and paid for rent for the quarter ended March 31, 2012 totaled \$43,500. This amount has been recorded in selling, general and administrative expenses for the same period.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11 The name of the chief executive officer, members of the board of directors

Bruce Bean - Chairman, CEO, President, Secretary, Treasurer, and Director

350 University Street
Apt 208
San Francisco CA 94134

Mr. Bean is an executive with an extensive work history in the banking industry. He is a decorated veteran who served on active duty in the Pacific theatre during WWII. He worked for Blue Cross Insurance, and served as a Vice President of Wells Fargo Bank in the computer department. He also has worked with other members of the NanoTech team in the past decade at Foley Hi-Tech Systems, HyperWare, Quantum3D, UltraCade Technologies and Global VR.

Mr. Bean receives no compensation from NanoTech and holds no shares in the company.

Jeff Foley – Director

1025 Loma Vista Drive
NAPA, CA 94558-9753

Jeff Foley is the founder and CEO of Clear Memories Inc of Fairfield, California. He has previously worked for Marriot as a purchase manager. He also has worked with other members of the NanoTech Entertainment team in the past decade at Foley Hi-Tech Systems and HyperWare.

Mr. Foley receives no compensation from NanoTech and holds no shares in the company.

Ted Campbell – Director

11000 Summer Meadows
Spring Branch, TX 78070

Mr. Campbell is a graduate of the University of Oklahoma in 1993 with a Juris Doctorate and a Masters in Business Administration and a graduate of Texas A&M University in 1989 with a B.B.A. in Corporate Finance (Graduated with Distinguished Student Status). Mr. Campbell experience includes serving as the President of Grow Public, Inc., CFO for GTT, Inc. Mr. Campbell is a former founder and principal of NevWest Securities Corporation and was also President and CEO of Campbell Mello Associates, Inc. from 1996-1999.

Mr. Campbell has received compensation in the past from the company under services contracts, but currently is not receiving any compensation. Mr. Campbell holds 4,955,078 shares of stock in the company.

Events Subsequent to the date of this report:

Subsequent to the end of the quarter ending March 31, 2012, Mr. Bean resigned his positions with the Company for health reasons. He is in his late 80's. His resignation was not the result of any disagreement with the Company on any matter related to the Company's operations, policies or practices. Jeff Foley was appointed to replace him in his positions with the Company.

The following persons may be considered to be Control Persons:

Roger Cross, 101 Convention Center Drive, Suite 700, Las Vegas, NV 89109, is Managing Director of **FS Global Capital** which holds 250,000,000 of our common shares 37% of our outstanding shares.

Matthew Brenowitz, 2360 Corporate Circle, Suite 400, Henderson, NV 89074, is President of **Global Media Enterprises** which holds 250,000,000 of our common shares representing 37% of our outstanding shares.

B. Legal/Disciplinary History.

None of the above mentioned Officers or Directors or Control Persons have been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other

minor offenses); or entered into 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 their involvement in any type of business, securities, commodities, or banking activities; or were found or named in a 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 entered in a 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.

C. Disclosure of Family Relationships.

There are no family relationships among and between our directors, officers, persons nominated or chosen by us to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of our equity securities.

D. Disclosure of Related Party Transactions.

The Company pays rent expense to one founder pursuant to long-term rent agreements for the use of property for business purposes. The amounts incurred by the Company and paid to the related parties for rent for the period ended March 31, 2012 totaled \$43,500. This amount has been recorded in selling, general and administrative expenses for the same period.

Several of the Company's current and former officers and their affiliates have provided funding in the form of notes payable, totaling \$101,563. The notes carry interest rates ranging from 14% to 20%, resulting in interest expense of \$4,291 for the period ended March 31, 2012. The notes are due on demand and therefore classified as current liabilities. Interest has not been imputed due to its immaterial impact on the financial statements.

The Company has employment agreements with one if its remaining founders, David R. Foley, who, as part of the employment agreement has provided the gaming properties and intellectual property being used by the company for the core of its product offerings. His annual salary has been adjusted and is payable in the form of \$210,000 in cash and 2,250,000 in stock.

The salaries have been accrued and will be paid as cash flows allow. Interest has not been imputed due to its immaterial impact on the financial statements.

The Company has incurred liabilities in the ordinary course of business with several individuals and entities affiliated with the Company. These amounts totaled \$38,926 at March 31, 2012. Interest has not been imputed due to its immaterial impact on the financial statements.

E. DISCLOSURE OF CONFLICTS OF INTEREST.

There are no conflicts of interest to report.

Item 12 Financial information for the issuer's most recent fiscal period.

The following financial statements are uploaded as separate documents incorporated herein by reference for the quarter period ending March 31, 2012. They can be found through the OTC Disclosure and News Service at <http://www.otcmarkets.com/stock/NTEK/financials>.

1. Balance Sheet for the period ending March 31, 2012;
2. Statement of Operations for the period ending March 31, 2012;
3. Statement of Cash Flows for the period ending March 31, 2012;
4. Statement of Changes in Shareholders' Deficit for the period ending March 31, 2012;
5. Notes to Financial Statements for the period ending March 31, 2012.

Item 13 **Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Two preceding fiscal years financial statements are uploaded as separate documents incorporated herein by reference for the periods ending June 30, 2010 and June 30, 2011. They can be found through the OTC Disclosure and News Service at <http://www.otcmarkets.com/stock/NTEK/financials>.

Item 14 **Beneficial Owners.**

Shareholders Holding Five Percent (5%) or more of Stock

Amount and Nature of Beneficial Ownership as of March 31, 2012:

<u>Name</u>	<u># Shares Beneficially Owned</u>	<u>% of Class of Common</u>
FS Global Capital Roger Cross, Managing Director 101 Convention Center Drive, Suite 700 Las Vegas, NV 89109	250,000,000	37%
Global Media Enterprises Matthew Brenowitz, President 2360 Corporate Circle, Suite 400 Henderson, NV 89074	250,000,000	37%
Joan Sherman 19674 Estuary Drive Boca Raton, FL 33498	60,000,000	9%
Bruce Schoengood 50 Oxford Road Manalapan, NJ 07721	45,000,000	7%

Item 15 **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

Investment Banker: No investment bankers at this time

Promoters : No promoters at this time

Counsel : Hopenfeld, Singer, Rice & Saito
235 Montgomery Street
Suite 907
San Francisco, CA 94104
P: 415-500-6080
F: 415-534-6078
sanfrancisco@hrsrlaw.com

Accountant
or Auditor: Accounting: J&J Consultants LLC
R. Gordon Jones, CPA
1393 N. Bennett Circle
Farmington UT 84025
gionest@aol.com
Phone: 801-916-3884

Fax: 801-447-6880

Provides accounting services including assistance with preparation of financial statements.

Auditor: Sadler Gibb & Associates LLC
Chad Sadler, CPA
291 South 200 West
Farmington UT 84025
csadler@sadlergibb.com
Phone: 801-232-5017
Fax: 801-660-2230
Retained to provide audit services on a going forward basis.

Public Relations Consultant(s): There is no public relations consultant at this time

Investor Relations Consultant: There is no investor relations consultant at this time

Any other advisor(s): M. Stephen Roberts
Attorney at Law
2501 Nicholson Drive
Baton Rouge LA 70802
steve@steveroberts.com
Phone: 225-926-3620 / 225-389-8300
Fax: 225-389-0870
Special counsel with respect to securities issues and assists and advises with respect to preparation of this disclosure statement.

Item 16 Management's Discussion and Analysis or Plan of Operation.

The following management's discussion and analysis of financial condition and results of operations (MD&A) is intended to help the reader understand our results of operations and financial condition. The MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to the financial statements in this Information and Disclosure Statement.

Safe Harbor for Forward-Looking Statements

When used in this statement, 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 our 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. We do not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.

A. Plan of Operation.

The following plan of operation should be read in conjunction with our financial statements and the notes thereto included elsewhere in this annual report. Statements contained herein which are not historical facts are forward-

looking statements, as that term is defined by the Private Securities Litigation Reform Act of 1995, including statements relating to our plans, objectives, expectations and intentions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ from those projected. We caution investors that any forward-looking statements made by us are not guarantees of future performance and that actual result may differ materially from those in the forward-looking statements. Such risks and uncertainties include, without limitation: established competitors who have substantially greater financial resources and operating histories, regulatory delays or denials, ability to compete as a start-up company in a highly competitive market, and access to sources of capital.

Results of Operations

We generated revenues from operations of \$8,284 since July 1, 2010 and have incurred \$1,231,972 in expenses through June 30, 2011, as well as \$4,556 costs of goods sold. We generated no revenues in the quarter ending March 31, 2012.

The following table provides selected financial data about our company for the fiscal years ended June 30, 2011 and June 30, 2010, and the interim period ending March 31, 2012.

<u>Balance Sheet Data</u>	<u>40998</u>	<u>June 30, 2011</u>	<u>40358</u>
Cash	\$ 152	\$ 43	\$ 2,803
Total Current Assets	\$ 52,077	\$ 51,967	\$ 55,345
Total Assets	\$ 52,077	\$ 51,967	\$ 55,839
Total Liabilities	\$ 1,552,168	\$ 2,855,774	\$ 1,957,096
Stockholders' Deficit	\$ 1,604,245	\$ 2,803,806	\$ 1,901,257

Plan of Operation

We have developed a plan of operation reflecting our objectives for fiscal year ending June 30, 2012, and beyond. In our plan, we identify our cash requirements, our new product development, and our required staffing and additional funding requirements to fulfill our business objectives.

Cash Requirements

We estimate that we require a minimum of approximately \$250,000 to operate for our current fiscal year. The minimum of \$250,000 is required for operating expenses and general operational overhead. Additional funds of \$500,000 would be required to fully implement our business plan which will include the following:

- Product Development – This will include programming, engineering, and prototype building.
- Trade Shows – We plan to exhibit our existing products and roll out new product development through several trade shows during year.
- Prototype Engineering – This will include research and development of new technology to our existing products and any new products to be developed.
- U.S Patent Filings

To the extent we are unable to meet our operating expenses, we may borrow funds from our current management or other affiliates, or we may attempt to raise capital from private individuals or institutional investment equity funds. Any funds generated from product sales, if any, in our company that exceeds our operating expenses and debt repayments will be used to expand our operations.

B. Management Discussion and Analysis of Financial Condition and Results of Operations

Revenues

The Company recorded \$8,284 in revenues from operations in 2011 fiscal year, which was generated from pre-production product sales, product licensing fees and other related business. These revenues have come mainly from the sale of prototype products. These sales were for test units while the products are completing the development cycle. We have produced additional revenue from consumer level products that we sell on our web store. We have several products that are nearing completion of development and once we have the funding to start a full production run anticipate being able to quickly ramp up sales to our target of \$200,000 per month.

We currently have several OEM customers that are ready to purchase our Xtreme Rally Racing and MultiPin game machines once they are available.

Subsequent to the date of this report:

Adam Curry's Big App show went live in April 2012 and is now generating recurring revenue from advertising.

We currently have two development agreements for IPTV technology that will bring in contract development fees.

We currently have four development agreements for IPTV and Mobile technology that will bring in recurring revenue streams from a profit sharing arrangement.

Operating and General & Administrative Expenses

Operating expenses consisting of office rent, administrative staff, salaries, and other general administrative expenses totaled \$1,231,972 for the year ended June 30, 2011 and \$122,188 for the quarter ending March 31, 2012.

We have entered into several licensing agreements whereby we license certain gaming software from various developers. We are responsible for paying royalties to the developers based upon product sales. In the event that no product is sold, we are also required to pay a minimum royalty in order to maintain exclusivity (i.e., the developer cannot license the same software to our competitors). Certain developers also require prepayment of royalties that are either offset by future sales, or expire at the end of a calendar year, at which point they are expensed. No sales of the licensed products had occurred during the period ending June 30, 2011 and March 31, 2012.

Income Taxes

The Company does not anticipate having to pay income taxes in the upcoming years due to our absence of net profits.

Capital and Liquidity

As of June 30, 2011 and of March 31, 2012, we had total current assets of \$51,967 and \$52,077, and total current liabilities of \$2,855,774 and \$1,552,168, respectively.

We had cash on hand of \$43 as of June 30, 2011 and \$152 as of March 31, 2012. We do not have sufficient cash to meet our short-term needs over the next 12 months, which are to manufacture and sell our existing products, expand our product development, costs of research and development, trade show presentations, financing of product inventory, development of prototypes, and protection of our intellectual capital through the applications for U.S. patents.

C. Off-Balance Sheet Arrangements.

We have no "Off-Balance Sheet Arrangements".

PART E

ISSUANCE HISTORY

Item 17 List of securities offerings and shares issued for services in the past two years.

Securities Offerings in the past two fiscal years:

During the period of January through June 2010, the following shares were issued for cash in accordance with private offerings to unrelated individuals (of which 1,320,000 shares were issued and \$107,000 cash received):

On September 11, 2009, the Company issued to Takashi & Keiko Yoshida, unrelated and non-affiliated independent investors, 560,000 shares of common stock at \$.10 per share for total proceeds of \$56,000.

On October 23, 2009, the Company issued to Jon Delon, unrelated and non-affiliated independent investor, 100,000 shares of common stock at \$.05 per share for total proceeds of \$5,000.

On March 30, 2010, the Company issued to Larry & Yukie Nakanishi, unrelated and non-affiliated independent investors, 50,000 shares of common stock at \$.10 per share for total proceeds of \$5,000.

On June 3, 2010, the Company issued to US Homeowners Solutions, unrelated and non-affiliated independent investor, 300,000 shares of common stock at \$.05 per share for total proceeds of \$15,000.

On June 22, 2010, the Company issued to Jon Delon, unrelated and non-affiliated independent investor, 10,000 shares of common stock at \$.10 per share for total proceeds of \$1,000.

On June 30, 2010, the Company issued to Takashi & Keiko Yoshida, unrelated and non-affiliated independent investors, 200,000 shares of common stock at \$.10 per share for total proceeds of \$20,000.

On July 17, 2010, the Company issued to Jon Delon, unrelated and non-affiliated independent investor, 100,000 shares of common stock at \$.05 per share for total proceeds of \$5,000.

During period ending June 30, 2010, the Company issued convertible debentures bearing interest between 10% and 20% with terms of two to three years. The debenture principle and accrued interest may be converted into shares of the Company's common stock at a conversion price ranging from \$0.10 in the first year to a discount of up to 70% of the three lowest closing bid prices during the ten days prior to conversion. During the year ended June 30, 2010, the Company issued debentures totaling \$71,000 (convertible into potentially 18,916,612 shares of common stock based on a conversion rate on June 30, 2010). The fair market value of the stock on the convertible debenture issuance dates was \$.01

During period ending June 30, 2011, the Company issued convertible debentures bearing interest at 30% with terms of two to three years. The debenture principle and accrued interest may be converted into shares of the Company's common stock at a conversion price ranging from \$0.10 in the first year to a discount of up to 70% of the three lowest closing bid prices during the ten days prior to conversion. During the year ended June 30, 2011, the Company issued debentures totaling \$225,850 (convertible into potentially 14,160,366 shares of common stock based on a conversion rate on June 30, 2011). The fair market value of the stock on the convertible debenture issuance dates was \$.04.

During period ending September 30, 2011, the Company issued convertible debentures bearing interest of 30% with terms of two to three years. The debenture principle and accrued interest may be converted into shares of the Company's common stock at a conversion price at a discount of up to 60% of the three lowest closing bid prices during the ten days prior to conversion. During the period ended September 30, 2011, the Company issued debentures totaling \$10,000 (convertible into potentially 428,995 shares of common stock based on a conversion rate on September 30, 2011). The fair market value of the stock on the convertible debenture issuance dates was \$.04.

During period ending December 31, 2011, the Company issued convertible debentures bearing interest of 30% with terms of two to three years. The debenture principle and accrued interest may be converted into shares of the Company's common stock at a conversion price at a discount of up to 60% of the three lowest closing bid prices during the ten days prior to conversion. During the period ended December 31, 2011, the Company issued debentures

totaling \$15,000 (convertible into potentially 693,008 shares of common stock based on a conversion rate on December 31, 2011). The fair market value of the stock on the convertible debenture issuance dates was \$.04.

All of these offerings were undertaken pursuant to the limited offering exemption from registration under the Securities Act of 1933 as provided in Rule 504 under Regulation D as promulgated by the U.S. Securities and Exchange Commission. These offerings met the requirements of Rule 504 in that: (a) the total of funds raised in the five offerings does not exceed \$1,000,000; and (b) the offer and sale of the Securities was not accomplished by means of any general advertising or general solicitation.

The class of persons to whom these offerings were made was "sophisticated investors." As a result, offers were made only to persons that the Company believed, and had reasonable grounds to believe, either (a) have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the proposed investment, or (b) can bear the economic risks of the proposed investment (that is, at the time of investment, could afford a complete loss). Additionally, sales were made only to persons whom the Company believed, and had reasonable grounds to believe immediately prior to such sale and upon making reasonable inquiry, (a) are capable of bearing the economic risk of the investment, and (b) either personally possess the requisite knowledge and experience, or, together with their offeree's representative, have such knowledge and experience.

Securities Issued for Services in the past two fiscal years:

On June 19, 2009, the Company entered into an agreement with an unrelated individual who was to render consulting services for a 26-week period. The consultant was to receive cash compensation of \$36,400 over the term of the contract, and 104,000 shares of common stock upon the contract's completion. The shares were valued at \$.10 per share, for total stock compensation of \$10,400 to be expensed ratably over the contract's term. The Company recorded 15 weeks, or \$27,000, of consulting expense during the three months ended September 30, 2009, of which \$21,000 was paid in cash and \$6,000 of stock compensation was accrued and reported as the current liability, stock payable. The shares were subsequently issued upon the contract's completion in December 2009.

On July 24, 2009, the Company entered into a consulting agreement with an unaffiliated entity whereby the consultant would provide various promotional, strategic business planning, and acquisition analysis services for the Company in exchange for 125,000 shares of common stock at \$.10 per share for total compensation of \$12,500. The shares were issued upon the execution of the agreement, which is effective August 1, 2009 through July 31, 2010. The consultant will also receive \$25,000 for every \$1,000,000 in funding raised by the consultant.

On August 5, 2009, the Company entered into an agreement with an unrelated individual who was to render consulting services for a 6-week period. The consultant was to receive cash compensation of \$6,000 over the term of the contract, and 24,000 shares of common stock upon the contract's completion. The shares were valued at \$.10 per share, for total stock compensation of \$2,400 to be expensed ratably over the contract's term. The Company recorded 6 weeks, or \$8,400, of consulting expense during the three months ended September 30, 2009, of which \$6,000 was paid in cash. The 24,000 shares of common stock were issued upon the contract's completion on September 16, 2009.

On June 15, 2010, the Company's Board of Directors agreed to reduce the current liabilities of the Company in the amount of \$534,000 USD with the issuance of 10,680,000 shares of restricted common stock of the Company with a par value of \$0.001, representing a price of \$0.05 per share, to the following individuals:

David Foley, 311 Santa Rosa Drive, Los Gatos, California 95032:

5,000,000 shares of Common Stock in exchange for the cancellation of \$250,000 USD owed to Mr. David Foley for unpaid wages.

Robert DeKett (President), 338 N. Market Street #328, San Jose, California 95112:

5,000,000 shares of Common Stock in exchange for the cancellation of \$250,000 USD owed for unpaid wages to Mr. Robert DeKett, an officer of the Company.

Ted D. Campbell II (COO), PO Box 240, Jenks, Oklahoma 74037:

680,000 shares of Common Stock in exchange for the cancellation of \$34,000 USD owed for unpaid wages to Mr. Ted D. Campbell II, an officer of the Company.

On July 5, 2010 The Company issued to unrelated party, Vince Cerisano 16,330 shares in exchange for reducing its debt by \$816.50 for marketing expenses incurred on behalf of the company by Mr. Cerisano.

Securities Offerings since June 30, 2011 (last day of Issuer's most recent fiscal year):

For the period ending March 31, 2012 the company issued the following shares as part of its business development activities:

On March 23, 2012 the Company issued Global Media Enterprises 250,000,000 shares of common stock at \$.001 per share, as part of an agreement that provides the Company with shares in Global Media as well as exclusive rights to content owned by Global Media.

On March 23, 2012 the Company issued NanoTech Media Corporation 250,000,000 shares of common stock at \$.001 per share, as part of an agreement that provides the Company with shares in NanoTech Media Corporation as well as exclusive rights to content and technology owned by NanoTech Media Corporation.

During period ending March 31, 2012, the Company issued convertible debentures bearing interest of 30% with terms of two to three years. The debenture principle and accrued interest may be converted into shares of the Company's common stock at a conversion price at a discount of up to 60% of the three lowest closing bid prices during the ten days prior to conversion. During the period ended March 31, 2012, the Company issued debentures totaling \$8,875 (convertible into potentially 221,875 shares of common stock based on a conversion rate on March 31, 2012). The fair market value of the stock on the convertible debenture issuance dates was \$.04.

Subsequent to the date of this report:

In January 2012, we entered into negotiations for a share exchange agreement and partnership to focus on the mobile app space with a startup mobile phone developer, resulting in NanoTech Communications Corporation. Although agreements in principle have been reached with regards to NanoTech Communications and Clear Memories, negotiations for final terms are continuing and shares have not been issued as of June 20, 2012.

Securities Issued for Services since June 30, 2011 (last day of Issuer's most recent fiscal year):

On March 23, 2012 the Company issued David Foley, employee, 29,910,566 shares of common stock at \$0.04 per share, to eliminate \$1,196,423 of compensation past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued Robert DeKett, former CEO, 6,665,925 shares of common stock at \$0.04 per share, to eliminate \$266,637 of compensation and expenses past due under the terms of an employment agreement from 2007, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued Ted Campbell, director, 4,275,078 shares of common stock at \$0.04 per share, to eliminate \$171,003 of compensation past due under the terms of a services agreement from 2010, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued Philip Foley, unrelated and non affiliated independent contractor, 965,250 shares of common stock at \$0.04 per share, to eliminate \$38,610 of compensation due under the terms of a services agreement, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued Brian Smith, employee, 1,800,000 shares of common stock at \$0.04 per share, to eliminate \$72,000 of past due compensation due, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued Leslie Hayes, former employee, 1,500,000 shares of common stock at \$0.04 per share, to eliminate \$60,000 of past due compensation due, and reducing the company's debt by the same amount.

On March 23, 2012 the Company issued James Graham, independent contractor 24,000 shares of common stock at \$0.04 per share, as part of a completed services agreement from 2010.

On March 23, 2012 the Company issued Mark Morris , independent contractor 550,000 shares of common stock at \$0.04 per share, as part of a completed services agreement from 2010.

Subsequent to the date of this report:

On May 2, 2012 the Company issued Philip Foley, unrelated and no affiliated independent contractor, 500,001 shares of common stock at \$0.075 per share, to eliminate \$37,500 of compensation due under the terms of a services agreement, and reducing the company's debt by the same amount.

On May 2, 2012 the Company issued Carl Bellitti, unrelated and no affiliated independent contractor, 500,000 shares of common stock at \$0.075 per share, to eliminate \$37,500 of compensation due under the terms of a services agreement, and reducing the company's debt by the same amount.

Securities Issued in Conversion of Convertible Debt since June 30, 2011 (last day of Issuer's most recent fiscal year):

For the period of July 2011 through June 2012 the company issued the following shares for convertible debt, reducing the company's debt by \$187,548:

On March 28, 2012 the Company issued Bruce Schoengood, unrelated and non-affiliated investor, 45,000,000 shares of common stock at \$.001 per share, as part of a conversion of a convertible debenture, reducing the company's debt by \$45,000.

On March 28, 2012 the Company issued Joan Sherman, unrelated and non-affiliated investor, 60,000,000 shares of common stock at \$.001 per share, as part of a conversion of a convertible debenture, reducing the company's debt by \$60,000.

Subsequent to the date of this report:

On April 20, 2012 the Company issued Joan Sherman, unrelated and non-affiliated investor, 53,000,000 shares of common stock at \$.001 per share, as part of a conversion of a convertible debenture, reducing the company's debt by \$53,000.

On June 19, 2012, the issued Bruce Schoengood, unrelated and non-affiliated investor, 29,547,945 shares of common stock at \$.001 per share, as part of a conversion of a convertible debenture, reducing the company's debt by \$29,547.95.

All of the above 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."

PART F EXHIBITS

Item 18 Material Contracts.

We are a party to the following material contracts:

(a) A majority of the Gaming Intellectual Property was acquired by the Company in the form of an employment agreement whereby one of the original founders, David R. Foley, assigned the rights to his substantial intellectual property portfolio in return for the compensation outlined in his employment agreement. That property was developed by Mr. Foley and used to create our primary gaming products including Multipin Pinball Machine, Motion I/O Controller, Pinball Wizard Controller, Retr-IO Controller and Sonic Gun System. To date, Mr. Foley has not been monetarily compensated under the terms of his agreement. The Company has made an offering of stock to him in lieu of the past due compensation, while agreeing to pay the compensation moving forward. His current contract through July 1, 2013 provides annual compensation of \$210,000 USD plus 2,250,000 shares of stock. Mr. Foley's monetary salary is accruing on a monthly basis. There is currently accrued compensation due him as of March 31, 2012 totaling \$613,137.

(b) There are no annuity, pension, or retirement benefits proposed to be paid to officers, directors, or employees of the Corporation in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the Corporation.

(c) The Company has rental contracts with one of the Company's original founders for use of storage facilities, offices, development labs, and utilities for the Company's operations, production, research and development, sales, and marketing. The Contracts require \$16,400 in monthly payments (plus other related minimal costs) over the Contracts' extended term of December 1, 2007 through November 30, 2013. The Contracts are cancellable with a 15-day advance notice only if all security interest has been removed and there are no liens on the properties for loans to the Company in effect. The amounts incurred by the Company and paid for rent for the quarter ended March 31, 2012 totaled \$43,500. This amount has been recorded in selling, general and administrative expenses for the same period.

(d) Several of the Company's current and former officers and their affiliates have provided funding in the form of notes payable, totaling \$101,563. The notes carry interest rates ranging from 14% to 20%, resulting in interest expense of \$4,291 for the period ended December 31, 2011. The notes are due on demand and therefore classified as current liabilities. Interest has not been imputed due to its immaterial impact on the financial statements.

(e) The Company has incurred liabilities in the ordinary course of business with several individuals and entities affiliated with the Company. These amounts totaled \$39,424.49 at December 31, 2011. Interest has not been imputed due to its immaterial impact on the financial statements.

(f) In January, 2012, NanoTech entered into a share exchange agreement and formed a partnership to focus on digital media and IPTV with a newly formed media company. This business unit, NanoTech Media Corporation, develops and publishes technology for the emerging IPTV market for platforms including Roku and Apple TV. NanoTech Media publishes original content, licenses and broadcasts licensed content, and develops and licenses proprietary TV technology to third parties.

(g) In March, 2012, Company entered into a share swap agreement with Global Media Enterprises giving the company the exclusive distribution rights to Global Media's content.

Subsequent to the date of this Report:

In April, 2012, NanoTech Entertainment entered into an understanding for share exchange agreement to form a partnership to focus on the mobile app space with a newly formed communications company NanoTech Communications Corporation. This new business unit will develop and publish technology and applications for the smartphone industry including iPhone, Android and Blackberry and will publish original apps, licenses and distributes licensed apps, and develops and licenses proprietary mobile technology to third parties.

We are currently finalizing the terms of an understanding for a share exchange with Clear Memories, Inc. ("Clear Memories") under which we will obtain the worldwide exclusive rights to license and franchise ice products (sculptures) created by it.

Item 19 **Articles of Incorporation and Bylaws.**

A complete copy of our articles of incorporation and our bylaws as amended and restated are uploaded as separate documents incorporated herein by reference. They can be found through the OTC Disclosure and News Service at <http://www.otcmarkets.com/stock/NTEK/financials>.

Item 20 **Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None

(BALANCE OF PAGE INTENTIONALLY LEFT BLANK)

Item 21 **Issuer's Certifications.**

I, Jeff Foley, certify that:

- 1. I have reviewed this initial annual disclosure statement of NanoTech Entertainment, Inc. dated MARCH 31, 2012;**
- 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 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.**
- 4. I am the person having the responsibilities of chief executive officer and chief financial officer.**

Date: June 26, 2012



JEFF FOLEY, President and Director