

NANOPHASE TECHNOLOGIES CORPORATION  
Form DEF 14A  
June 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 14A**  
**PROXY STATEMENT PURSUANT TO SECTION 14(A)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

*Check the appropriate box:*

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12  
NANOPHASE TECHNOLOGIES CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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3) Filing Party:

4) Date Filed:

1319 Marquette Drive

Romeoville, Illinois 60446

June 28, 2013

Dear Stockholder:

On behalf of the Board of Directors, I invite you to attend the 2013 Annual Meeting of Stockholders of Nanophase Technologies Corporation to be held at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois, on Tuesday, August 13, 2013 at 8:30 a.m., Chicago time. The formal notice of the Annual Meeting appears on the following page.

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. On or about June 28, 2013, we mailed a Notice of Internet Availability of Proxy Materials to the majority of our stockholders, and on or about the same date we mailed to our other stockholders who have requested it a copy of our 2013 Proxy Statement and a proxy card. The Notice of Internet Availability of Proxy Materials contains instructions on how to access the Proxy Statement and Annual Report and vote online, by phone, in person or by mail.

The attached Notice of Annual Meeting and Proxy Statement describe the matters that we expect to be acted upon at the Annual Meeting. Management will be available to answer any questions you may have immediately after the Annual Meeting.

Whether or not you choose to attend the Annual Meeting, it is important that your shares be represented. Regardless of the number of shares you own, please vote your shares via telephone, over the Internet or, if you received a proxy card, sign and date the proxy card and promptly return it to us in the postage paid envelope provided. If you sign and return your proxy card without specifying your choices, your shares will be voted in accordance with the recommendations of the Board of Directors contained in the Proxy Statement.

You are welcome to attend the August 13, 2013 meeting, and I urge you to vote over the Internet, via telephone or by mail as soon as possible.

Sincerely,

/s/ JESS A. JANKOWSKI

Jess A. Jankowski

President and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON AUGUST 13, 2013

To the Stockholders of

Nanophase Technologies Corporation:

The Annual Meeting of Stockholders of Nanophase Technologies Corporation (the Company) will be held at 8:30 a.m., Chicago time, on Tuesday, August 13, 2013, at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois, for the following purposes:

- (1) To elect three Class I directors to the Company's Board of Directors;
- (2) To approve, in an advisory, non-binding vote, the compensation of the Company's named executive officers.
- (3) To approve, in an advisory, non-binding vote, the frequency of future advisory votes on the compensation of the Company's named executive officers.
- (4) To ratify the appointment by the Company's Audit and Finance Committee of McGladrey LLP as the independent auditors of the Company's financial statements for the year ended December 31, 2013; and

(5) To transact such other business as may properly come before the meeting or any adjournments thereof. The foregoing items of business are more fully described in the accompanying Proxy Statement.

The Board of Directors has fixed the close of business on June 19, 2013 as the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting.

By order of the Board of Directors,

/s/ FRANK J. CESARIO  
Frank J. Cesario

Chief Financial Officer

Romeoville, Illinois

June 28, 2013

**ALL STOCKHOLDERS ARE URGED TO ATTEND THE MEETING IN PERSON OR BY PROXY. WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, PLEASE VOTE. INSTRUCTIONS REGARDING THE VARIOUS METHODS OF VOTING ARE CONTAINED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AND ON THE PROXY CARD, INCLUDING HOW TO VOTE BY TOLL-FREE TELEPHONE NUMBER OR VIA THE INTERNET. IF YOU RECEIVED A PAPER COPY OF YOUR PROXY CARD BY MAIL, YOU MAY STILL VOTE YOUR SHARES BY MARKING YOUR VOTES ON THE PROXY CARD, SIGNING AND DATING IT AND MAILING IT IN THE ENVELOPE PROVIDED.**



**NANOPHASE TECHNOLOGIES CORPORATION**

1319 Marquette Drive

Romeoville, Illinois 60446

(630) 771-6708

**PROXY STATEMENT**

The accompanying proxy is solicited by the Board of Directors (the Board of Directors or the Board) of Nanophase Technologies Corporation, a Delaware corporation (the Company, Nanophase, we, us or our), for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held at 8:30 a.m., Chicago time, Tuesday, August 13, 2013, at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois, and any adjournments thereof. This Proxy Statement and accompanying form of proxy are first being mailed or made available via the Internet to stockholders on or about June 28, 2013.

**Notice of Internet Availability of Proxy Statement and Annual Report** -- As permitted by rules adopted by the Securities and Exchange Commission (the SEC), we are making this Proxy Statement and our Annual Report filed on Form 10-K for the year ended December 31, 2012 (the Annual Report) available to our stockholders electronically via the Internet. On or about June 28, 2013, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access this Proxy Statement and our Annual Report and vote via the Internet, by phone, in person or by mail. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless specifically requested. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of the proxy materials you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

**Record Date and Outstanding Shares** -- The Board of Directors has fixed the close of business on June 19, 2013 as the record date (the Record Date) for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. As of the Record Date, we had outstanding 28,468,162 shares of common stock, par value \$0.01 per share (the common stock). Each outstanding share of common stock is entitled to one vote on all matters to come before the Annual Meeting.

**Voting of Proxies** Each of Jess A. Jankowski and Frank J. Cesario were authorized by the Board of Directors to serve as proxy holder in the name of, and on behalf of, the stockholders executing and returning proxies in connection with the Annual Meeting. Mr. Jankowski is an executive officer of the Company and is also a director of the Company, while Mr. Cesario is an executive officer and Corporate Secretary of the Company. The shares represented by each executed and returned proxy will be voted in accordance with the directions indicated thereon, or, if no direction is indicated, such proxy will be voted in accordance with the recommendations of the Board of Directors contained in this Proxy Statement. Each stockholder giving a proxy has the power to revoke it at any time before the shares it represents are voted. Revocation of a

proxy is effective upon receipt by the Corporate Secretary of the Company of either (1) an instrument revoking the proxy or (2) a duly executed proxy bearing a later date. Additionally, a stockholder may change or revoke a previously executed proxy by voting in person at the Annual Meeting (attendance at the Annual Meeting will not, by itself, revoke a proxy). Stockholders will not have any rights of appraisal or similar dissenter's rights with respect to any matter to be acted upon at the Annual Meeting.

### **Board Recommendations**

The Board of Directors recommends that you vote your shares **FOR** the election of each of the director nominees, **FOR** the approval by our stockholders, in an advisory, non-binding vote, of the compensation of our named executive officers (the say-on-pay proposal), for future advisory votes on the compensation of our named executive officers to be held every **THREE YEARS** and **FOR** the ratification of the appointment of McGladrey LLP as the independent auditors of our financial statements for the year ended December 31, 2013.

### **Quorum and Required Vote**

The required quorum for transaction of business at the Annual Meeting will be a majority of the shares of common stock issued and outstanding as of the Record Date. Votes cast by proxy or in person at the Annual Meeting will be tabulated by the election inspectors appointed for the meeting and will determine whether or not a quorum is present. Abstentions and broker non-votes will be included in determining the presence of a quorum.

*Proposal 1.* The vote of a plurality of the shares of common stock voted in person or by proxy is required to elect the nominees for Class I directors. Stockholders will not be allowed to cumulate their votes in the election of directors. Abstentions and broker non-votes will have no effect on the outcome of the vote on the election of directors.

*Proposal 2.* The affirmative vote of a majority of the shares of common stock represented in person or by proxy is required to approve the say-on-pay proposal. Abstentions will be considered present and entitled to vote with respect to the say-on-pay proposal and will have the same effect as a vote against such proposal. Broker non-votes will have no effect on the outcome of the vote on the say-on-pay proposal. As this is an advisory vote, the results of the vote on the say-on-pay proposal will not be binding upon the Company or the Board or the Compensation Committee.

*Proposal 3.* The Board of Directors will consider the number of years that receives the greatest number of votes (i.e., one, two or three years) as representing our stockholders' preference on how frequently to hold future say-on-pay votes. Abstentions and broker non-votes will therefore have no effect on the outcome of the vote. As this is an advisory vote, the results of the vote on this proposal will not be binding upon the Company or the Board, and the Board may decide that it is in the best interests of our stockholders and the Company to hold future say-on-pay votes more or less frequently than the frequency preferred by our stockholders.

*Proposal 4.* The affirmative vote of a majority of the shares of common stock represented in person or by proxy is required to ratify the appointment of McGladrey LLP as the independent auditors of our financial statements for the year ended December 31, 2013. Abstentions will be

considered present and entitled to vote with respect to ratifying the appointment of our independent auditors and will have the same effect as a vote against such proposal. Broker non-votes will have no effect on the outcome of the vote to ratify the appointment of our independent auditors

**Annual Report to Stockholders** -- Our Annual Report, containing financial and other information pertaining to the Company, is being furnished to stockholders simultaneously with this Proxy Statement. Printed copies will be made available upon request.

## PROPOSAL 1

### ELECTION OF DIRECTORS

Our Board of Directors currently consists of seven directors. Article VI of our Certificate of Incorporation provides that the Board of Directors shall be classified with respect to the terms for which its members shall hold office by dividing the members into three classes, each serving three year terms. The three Class I directors whose terms expire at the Annual Meeting are Mr. James A. Henderson, Mr. James A. McClung and Ms. R. Janet Whitmore.

As a result, at the Annual Meeting, three Class I directors will be elected for a term of three years expiring at our 2016 Annual Meeting of Stockholders. We prepared the following director summaries using information furnished to us by the nominees/directors. The nominees are presently serving as directors of the Company. See **Nominees** below.

If at the time of the Annual Meeting the nominees should be unable or decline to serve, the persons named in the proxy will vote for such substitute nominee as the Board of Directors recommends, or vote to allow the vacancy created thereby to remain open until filled by the Board of Directors, as the Board of Directors recommends. The Board of Directors has no reason to believe that the nominees will be unable or decline to serve as a director if elected.

The four directors whose terms of office do not expire in 2013 will continue to serve after the Annual Meeting until such time as their respective terms of office expire or their successors are duly elected and qualified. See **Other Directors** below. There is no family relationship between any director or executive officer of the Company.

### THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.

#### NOMINEES

The names of the nominees for the office of director, together with certain information concerning such nominees, is set forth below:

| <u>Name</u>             | <u>Position with</u>                  | <u>Age</u>   | <u>Served as</u> |
|-------------------------|---------------------------------------|--------------|------------------|
| <u>Company</u>          | <u>Director</u>                       | <u>Since</u> |                  |
| James A. Henderson      | Chairman of the<br>Board of Directors | 78           | 2001             |
| James A. McClung, Ph.D. | Director                              | 75           | 2000             |
| R. Janet Whitmore       | Director                              | 58           | 2003             |

**Mr. Henderson** has served as a director of the Company since July 2001 and Chairman of the Board of Directors since August 2011. He retired as Chairman and Chief Executive Officer of Cummins Engine Company (now Cummins Inc.) in December 1999, after joining the company in 1964. Mr. Henderson became President and Chief Operating Officer of Cummins in 1977, was promoted to President and Chief Executive Officer in 1994 and served as Chairman and Chief Executive Officer from 1995 until his retirement in 1999. Mr. Henderson attended



Culver Military Academy, holds an A.B. in public and international affairs from Princeton University and an M.B.A. from Harvard Business School. Mr. Henderson previously served as a director of AT&T, Inc., International Paper, Rohm & Haas, Hillenbrand, Inc., Inland Steel, and Ryerson, Inc. He serves as Chairman Emeritus of the Board of the Culver Education Foundation and is a past Chair of the Princeton University Board of Trustees. We believe that Mr. Henderson's extensive and diverse background in corporate leadership in technology-based companies, operations experience, and business acumen makes him a valuable member of our Board of Directors.

**Mr. McClung** has served as a director of the Company since February 2000, and is chairman of the Audit and Finance Committee. Currently he is Chairman & CEO of Lismore International. He retired as a senior vice president and executive officer for FMC Corporation (which has since been split into 3 public corporations: FMC Corp; FMC Technologies; John Bean Technologies), a leading producer of a diversified portfolio of chemicals and machinery. He has over 30 years of global business development and experience in over 75 countries, having managed and developed new technologies and production processes for diversified global businesses, including specialized chemicals and machinery, while living in the United States, Europe, and Africa. Mr. McClung currently serves as corporate board member of Alticor (Amway). Previously he has served on other corporate boards: NCCI, Turtle Wax, Beaulieu Corporation and Hu-Friedy. He was a founding member of the U.S.-Russia Business Council and is active in other international business organizations, such as Japan American Society, Chicago Council on Global Affairs, Executive Club of Chicago, and the Economic Club of Chicago. He serves as a board trustee at Thunderbird School of Global Management and the College of Wooster (Ohio). Mr. McClung earned a bachelor's degree from the College of Wooster (Ohio), a master's degree from the University of Kansas, and a doctorate from Michigan State University. We believe that Mr. McClung's extensive global business development and worldwide management experience, including experience in the specialty chemical industry, makes him a valuable member of our Board of Directors.

**Ms. Whitmore** joined the board in November 2003. She is a former director of Silverleaf Resorts, Inc., where she served as Chairman of the Compensation Committee and as a member of the Audit Committee. She is also a former director of Epoch Biosciences, a supplier of proprietary products used to accelerate genomic analysis. Ms. Whitmore is Founder of Benton Consulting, LLC, which specializes in business development and processes. From 1976 through 1999, Ms. Whitmore held numerous engineering and finance positions at Mobil Corporation, including Mobil's Chief Financial Analyst and Controller of Mobil's Global Petrochemicals Division. Ms. Whitmore holds a B.S. degree in Chemical Engineering from Purdue University and an M.B.A. from Lewis University. We believe that Ms. Whitmore's combination of global financial, engineering, and management expertise makes her a valuable member of our Board of Directors.

## OTHER DIRECTORS

The following persons will continue to serve as directors of the Company after the Annual Meeting until their terms of office expire (as indicated below) or until their successors are duly elected and qualified. We prepared the following director summaries using information furnished to us by the directors.

| <u>Name</u>              | <u>Age</u> | <u>Position with Company</u>                     | <u>Served as</u> |                | <u>Class</u> |
|--------------------------|------------|--|------------------|----------------|--------------|
|                          |            |  | <u>Director</u>  | <u>Term</u>    |              |
|                          |            |  | <u>Since</u>     | <u>Expires</u> |              |
| Jess A. Jankowski        | 47         | President, Chief Executive Officer, and Director | 2009             | 2014           | II           |
| Richard W. Siegel, Ph.D. | 76         | Director   | 1989             | 2014           | II           |
| W. Ed Tyler              | 60         | Director   | 2011             | 2014           | II           |
| George A. Vincent, III   | 69         | Director   | 2007             | 2015           | III          |

**Mr. Jankowski** joined the board in February 2009. He has served as our President and Chief Executive Officer since that time. After joining the Company in 1995, Mr. Jankowski held offices including Vice President of Finance, Chief Financial Officer, Secretary, Treasurer and Controller. Prior to 1995, he served for five years as Controller for two building and public works contractors, during which time he had significant business development responsibilities. He also worked for Kemper Financial Services for four years in corporate compliance and as liaison between Corporate Accounting and IT. Mr. Jankowski holds a B.S. from Northern Illinois University and an M.B.A. from Loyola University. He served on the TechAmerica Midwest Board from 2008 to 2012. He was also appointed to the Advisory Board of the NanoBusiness Commercialization Association in 2009. Mr. Jankowski was appointed to the Romeoville Economic Development Commission and served from 2004 to 2010. He has also served on the advisory board of NITECH (Formerly WESTEC), an Illinois Technology Enterprise Center focusing on the commercialization of advanced manufacturing technologies from 2003 to 2008. In 2009, Mr. Jankowski was appointed to the board of directors of the Northern Illinois Research Foundation, an economic development and technology transfer entity that is part of Northern Illinois University. He is also an active member of the Economic Club of Chicago. We believe that Mr. Jankowski's long-term and intimate experience with Nanophase operations, along with his business development, financial and management expertise, makes him a valuable member of our Board of Directors.

**Dr. Siegel** is a co-founder of the Company and has served as a director of the Company since 1989. Dr. Siegel served as a consultant to the Company from 1990 to 2002 with regard to the application and commercialization of nanomaterials. Dr. Siegel is an internationally recognized scientist in the field of nanomaterials. During his tenure on the research staff at Argonne National Laboratory from July 1974 to May 1995, he was the principal scientist engaged in research with the laboratory-scale synthesis process that was the progenitor of the Company's physical-vapor-synthesis production system. Dr. Siegel has been the Robert W. Hunt Professor in Materials Science and Engineering at Rensselaer Polytechnic Institute since June

1995, and served as Department Head from 1995 to 2000. In April 2001, Dr. Siegel became the founding Director of the newly created Rensselaer Nanotechnology Center at the Institute. During the period from 1995 until 1998, he was also a visiting professor at the Max Planck Institute for Microstructure Physics in Germany on an Alexander von Humboldt Research Prize received in 1994. During the period from 2003 until 2004 he was a visiting professor in Japan on a RIKEN Eminent Scientist Award. He chaired the World Technology Evaluation Center worldwide study of nanostructure science and technology for the U.S. government, has served on the Council of the Materials Research Society and as Chairman of the International Committee on Nanostructured Materials. He also served on the Committee on Materials with Sub-Micron Sized Microstructures of the National Materials Advisory Board and was the co-chairman of the Study Panel on Clusters and Cluster-Assembled Materials for the U.S. Department of Energy. He served on the Nanotechnology Technical Advisory Group to the U.S. President's Council of Advisors on Science and Technology during 2003-2009. Dr. Siegel holds an A.B. degree in physics from Williams College and an M.S. degree and Ph.D. from the University of Illinois at Urbana-Champaign. We believe that Dr. Siegel's value to our Board of Directors, as co-founder of the Company and inventor of our initial base technology, is self-explanatory.

**Mr. Tyler** joined Nanophase as a director in January 2011. Mr. Tyler is Chairman of the Board of First Industrial Realty Trust, where he has served as a director since 2000. He has also served in recent leadership positions at Ideapoint Ventures, an early stage venture fund that focuses on nanotechnologies, and Industrial Nanotech, Inc., an entity which develops and sells nanomaterial solutions. Previously, Mr. Tyler served as President and CEO of Moore Corporation Limited, a provider of data capture, information design, marketing services, digital communications and print solutions. Mr. Tyler also worked for 24 years with R. R. Donnelley & Sons Company in Chicago, beginning his career as an electronics engineer and ultimately serving as Executive Vice President, Sector President, and Chief Technology Officer. He also was responsible for 77 Capital, an early stage venture capital subsidiary of Donnelley, where he was directly responsible for investment decisions and worked closely with the portfolio companies while participating on many of their boards. Mr. Tyler is a former Chairman of the American Red Cross (Mid-America Chapter) and Campaign Chairman of the United Way of Lake County, and serves as a director for several small, private companies. He is a member of the Board of Directors of Lake Forest Graduate School of Management, where he is also an adjunct faculty member. We believe that Mr. Tyler's extensive and diverse background in corporate leadership in technology-based companies, operations experience, and business acumen makes him a valuable member of our Board of Directors.

**Mr. Vincent** has served as a director of the Company since November 2007. He is the retired Chairman and President of The HallStar Company, where he served as CEO for twenty years. HallStar is a chemical manufacturer and innovator specializing in material science, marketing its products worldwide, primarily into the polymer and personal care industries. Prior to HallStar, Mr. Vincent held positions in purchasing, sales, commercial development and strategic planning with FMC Corporation (chemicals) and General Electric Company (chemicals and plastics). Mr. Vincent has served as Chairman of the Illinois Manufacturers' Association (IMA) and the Chemical Industry Council of Illinois (CICI), as well as Director of the American Chemistry Council (ACC). Mr. Vincent serves on the boards of several closely-held companies in the chemicals and materials industry sector. Mr. Vincent holds a Bachelor of Arts degree in Chemistry from Dartmouth College and an M.B.A. degree from Harvard Business School. We believe that Mr. Vincent's extensive experience in the chemicals industry and management leadership makes him a valuable member of our Board of Directors.



**Director Compensation** -- Upon first being elected to the Board of Directors, each director of the Company who is not an employee or consultant of the Company (an Outside Director ) is granted stock options to purchase 10,000 shares of common stock at the closing price as of the date of issuance (the fair market value). This initial option grant to an Outside Director typically vests over three years, though may accelerate upon termination from the Board of Directors.

In 2012, we paid \$5,500 as quarterly compensation to the Chairman of the Board of Directors, for an annual rate of \$22,000. We paid \$4,500 as quarterly compensation to the Chairman of the Audit and Finance Committee and to the Vice Chairman of the Board of Directors (role no longer utilized entering 2013) totaling \$18,000 to each. All other Outside Directors were paid \$4,000 each as quarterly compensation, which amounts to an annual total of \$16,000 per each other Outside Director for services performed in their capacity as a director.

During the third quarter of 2012, we granted our Outside Directors stock options totaling 79,000 shares, under the 2010 Equity Compensation Plan (the 2010 Equity Plan ), as follows: the Chairman of the Board of Directors received stock options to purchase 15,000 shares of our common stock, the Chairman of the Audit and Finance Committee and the Vice Chairman of the Board of Directors (role no longer utilized entering 2013) each received stock options to purchase 12,000 shares of our common stock and each of our other Outside Directors received stock options to purchase 10,000 shares of our common stock. Our Outside Directors had the following shares of our common stock underlying stock options (both vested and unvested) outstanding as of December 31, 2012: Mr. Henderson: 27,000 shares; Mr. McClung: 26,000 shares; Mr. Vincent: 34,000 shares; Ms. Whitmore: 30,000 shares; Mr. Siegel: 22,000 shares; and Mr. Tyler: 20,000 shares.

Prior to 2011, we granted our Outside Directors stock appreciation rights (SARs) totaling 106,750 shares, under our Amended and Restated 2006 Stock Appreciation Rights Plan and subsequently under the 2010 Equity Plan as approved by the stockholders in August of 2010. No such awards were granted during 2011 or 2012. The SARs granted vested immediately and are payable upon the directors' termination from the position of director. The fair value of the liability for the 73,500 shares that were outstanding on December 31, 2012 was \$8,749.

In 2011, we paid \$5,500 as quarterly compensation to the Chairman of the Board of Directors totaling \$22,000. We paid \$4,500 as quarterly compensation to the Chairman of the Audit and Finance Committee and to the Vice Chairman of the Board of Directors totaling \$18,000 to each. We paid all other Outside Directors \$4,000 each as quarterly compensation, which amounted to an annual total of \$16,000 per Outside Director for services performed in their capacity as a director.

In 2005, we adopted, and our stockholders approved, the 2005 Non-Employee Director Restricted Stock Plan (the Director Restricted Stock Plan ) which reserved 150,000 shares of our common stock to be issued to Outside Directors in the form of restricted shares. In 2005, no awards were made under the Director Restricted Stock Plan. In 2005, we also adopted the Non-

Employee Director Deferred Compensation Plan (the Director Deferred Compensation Plan ) which permits an Outside Director to defer the receipt of director fees until separation from service or the Company undergoes a change in control. We amended the Director Restricted Stock Plan in 2005 to permit an Outside Director to defer receipt of restricted stock granted under it. The deferred restricted shares are accounted for under the Director Deferred Compensation Plan and issued upon separation from service or the Company's change in control. Under the Director Deferred Compensation Plan, the deferred fees that would have been paid in cash are deemed invested in five-year U.S. Treasury Bonds during the deferral period. The accumulated hypothetical earnings are paid following the Outside Director's separation from service or the Company's change in control. The deferred fees that would have been paid as restricted shares are deemed invested in common stock of the Company during the deferral period. The Director Deferred Compensation Plan is an unfunded, nonqualified deferred compensation arrangement. In 2009, all Outside Directors elected to defer receipts of all of the restricted shares they became entitled to under the Director Restricted Stock Plan, which was consolidated into the 2010 Equity Plan.

All Outside Directors are reimbursed for their reasonable out-of-pocket expenses incurred in attending Board and committee meetings.

### **2012 Outside Director Compensation**

| Name                        | Fees Earned or<br>Paid in Cash<br>(\$) | Option Awards<br>(\$)(1) | Stock<br>Appreciation | Total(\$) |
|-----------------------------|--|--------------------------|-----------------------|-----------|
|                             |  |                          | Rights<br>(\$)        |           |
| James A. Henderson          | \$22,000                               | \$3,379                  | -                     | \$25,379  |
| James A. McClung            | \$18,000                               | \$2,703                  | -                     | \$20,703  |
| Jerry K. Pearlman*          | \$16,000                               | \$2,252                  | -                     | \$18,252  |
| Richard W. Siegel,<br>Ph.D. | \$16,000                               | \$2,252                  | -                     | \$18,252  |
| R. Janet Whitmore           | \$16,000                               | \$2,252                  | -                     | \$18,252  |
| George A. Vincent, III      | \$18,000                               | \$2,703                  | -                     | \$20,703  |
| W. Ed Tyler                 | \$16,000                               | \$2,252                  | -                     | \$18,252  |

\*Mr. Pearlman retired upon the completion of his term proximate to the November 2012 Annual Meeting of Stockholders.

(1)The amounts in this column represent the aggregate fair value of awards granted in fiscal 2012 in accordance with the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification Topic 718, *Compensation Stock Compensation* ( FASB ASC Topic 718 ). See Note 10 of the notes to our financial statements contained in Part II, Item 8 of our Annual Report for a discussion of all assumptions made by us in determining the FASB ASC Topic 718 values.

**Meetings of the Board and Committees** -- During the year ended December 31, 2012, the Board of Directors held seven meetings. No director missed more than one board or committee meeting held during 2012 (for all committees

on which a particular director served).

**Committees of the Board of Directors** -- The Board of Directors has established an Audit and Finance Committee, Compensation Committee and Nominating and Corporate Governance Committee. Each operates in accordance with its charter (available on our website [www.nanophase.com](http://www.nanophase.com) under the Investor Relations section). The members of the Audit and Finance Committee are Mr. McClung (Chairman), Mr. Vincent and Dr. Siegel. The members of

the Compensation Committee are Mr. Tyler (Chairman), Mr. Henderson and Mr. Vincent. The members of the Nominating and Corporate Governance Committee are Mr. Henderson (Chairman), Mr. McClung, Dr. Siegel, Mr. Vincent, Mr. Tyler and Ms. Whitmore.

The Audit and Finance Committee generally has responsibility for retaining our independent public auditors, reviewing the plan and scope of the accountants' annual audit, reviewing our internal control functions and financial management policies, reviewing and approving all proposed related person transactions and reporting to the Board of Directors regarding all of the foregoing. The Audit and Finance Committee held six meetings in 2012. The Board of Directors has determined that Mr. Vincent and Mr. McClung are the audit committee financial experts as described in applicable SEC rules. Each member of the Audit and Finance Committee is independent, as defined in applicable SEC rules.

The Compensation Committee generally has responsibility for establishing executive officer and key employee compensation, reviewing and establishing our executive compensation policies, evaluating our director compensation and reporting to the Board of Directors regarding the foregoing. The Compensation Committee also has responsibility for administering the 2010 Equity Plan, determining the number of options, if any, to be granted to our employees and consultants pursuant to the 2010 Equity Plan and reporting to the Board of Directors regarding the foregoing. Regarding most compensation matters, including executive compensation, our management provides recommendations to the Compensation Committee; however, the Compensation Committee does not delegate any of its functions to others in setting compensation. The Compensation Committee does not currently utilize external consultants in executive or director compensation matters. The Compensation Committee held three meetings in 2012. Each member of the Compensation Committee is independent, as defined in applicable SEC rules, is a non-employee director as defined in Rule 16b-3 under the Exchange Act and is an outside director as defined by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Nominating and Corporate Governance Committee generally has responsibility for nominating and evaluating candidates to serve on the Board of Directors and for reviewing and establishing our general corporate governance principles. Five of the six members of the Nominating and Corporate Governance Committee are independent, as defined in applicable SEC rules. The Nominating and Corporate Governance Committee held one meeting in 2012.

The Nominating and Corporate Governance Committee considers candidates for membership on our Board who are recommended by stockholders and/or fellow Board members. A stockholder who wishes to recommend a director candidate for consideration by the Nominating and Corporate Governance Committee should send such recommendation to our Chief Financial Officer at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois 60446. Our Chief Financial Officer has been instructed by our Board to forward such stockholder director candidate recommendations to the Nominating and Corporate Governance Committee. Any such recommendation must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending stockholder's ownership of common stock. A stockholder who wishes to nominate an individual

as a director candidate at an annual meeting of stockholders, rather than recommend the individual to the Nominating and Corporate Governance Committee as a nominee, must comply with our advance notice requirements set forth in our By-Laws, as currently in effect, as described below under **Miscellaneous and Other Matters** **Proposals of Stockholders**. The Nominating and Corporate Governance Committee's process for identifying and evaluating nominees for director will be the same whether the nominee is from the committee's search for a candidate, or whether the nominee was recommended by a stockholder.

**Director Independence.** The Board of Directors has determined that the following directors are independent as that term is defined by the rules and regulations of the SEC and The NASDAQ Stock Market LLC: Mr. McClung, Mr. Henderson, Dr. Siegel, Mr. Vincent and Mr. Tyler. Even though the Company is no longer listed on NASDAQ, the Board of Directors used the NASDAQ listing standards in making its independence determinations.

**Communications with the Board of Directors --** Any stockholder desiring to communicate with the Board of Directors or one or more of its directors may send a letter addressed to the Board of Directors or the applicable directors in care of the Corporate Secretary at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois 60446. All such communications must have the sender's name, address, telephone number and e-mail address, if any, as well as a statement of the type and amount of our securities the sender holds and any other interest of the sender in the subject of the communication or, if the sender is not a stockholder of the Company, a statement of the nature of the sender's interest in the Company. Communications will be forwarded to the proper recipient unless they (a) concern individual grievances or other interests that could not reasonably be construed to be of concern to the stockholders or other constituencies of the Company, (b) advocate the Company's engaging in illegal activities, (c) contain offensive, scurrilous or abusive content, or (d) have no relevance to the business or operations of the Company.

**Directors Attendance at Annual Meetings** We encourage, but do not require, our directors to attend our Annual Meeting of Stockholders. When a director is unable to attend an Annual Meeting of Stockholders in person, but is able to attend by electronic conferencing, we will arrange for the director to participate by other means such that the director can hear and be heard by those present at the meeting. The entire Board of Directors attended our 2012 Annual Meeting of Stockholders.

**Board's Philosophy in Risk Oversight, Roles and Diversity --** The Board of Directors considers its role in risk oversight to focus primarily on evaluating risk at the entity and strategic levels, with management primarily responsible for managing day-to-day risk factors and presenting summary materials for those positions to the Board of Directors. Consistent with this philosophy, the Board of Directors has no formal policy as to whether the roles of Chief Executive Officer and Chairman should be segregated or combined. Rather, pursuant to our Corporate Governance Principles, the Board of Directors considers the circumstances of the Company and makes a determination as to the appropriate leadership structure for the Company based on what the Board considers to be in the best interests of the Company at that time. As of the date of this Proxy Statement, the positions of CEO and Chairman are held by two individuals. Mr. Henderson serves as Chairman and Mr. Jankowski serves as CEO. Mr. Henderson brings extensive experience in corporate leadership from his own working experience and from the

many boards on which he serves or has served in the past, and Mr. Jankowski is expected to benefit from that experience. The Board of Directors believes that is the most appropriate structure for the Company at this time. Under our Corporate Governance Principles, in the event that the Chairman of the Board is not an Outside Director, the Board will elect a lead independent director, who will have the responsibility to schedule and prepare agendas for meetings of the Outside Directors, communicate with the CEO, disseminate information to the rest of the Board and raise issues with management on behalf of the Outside Directors when appropriate. The Board evaluates its leadership structure on an ongoing basis and may change it as circumstances warrant.

The Board of Directors does not have a stated policy regarding diversity, although pursuant to our Corporate Governance Principles, diversity is one factor that the Nominating and Corporate Governance Committee considers when recommending directors for stockholder approval. The Board seeks experienced individuals for service who bring extensive experience in leadership, operations, finance and engineering, particularly in areas directly applicable to the Company or its intended future endeavors.

### EXECUTIVE OFFICERS

The table below identifies executive officers of the Company who are not identified in the tables entitled Election of Directors -- Nominees or -- Other Directors. We prepared the following executive officer summaries using information furnished to us by the executive officer.

| <u>Name</u>           | <u>Age</u> | <u>Position</u>  |
|-----------------------|------------|--|
| Frank J. Cesario      | 43         | Chief Financial Officer                                  |
| Kevin Cureton         | 51         | Vice President Sales, Marketing and Business Development |
| Nancy Baldwin         | 62         | Vice President -- Human Resources and Investor Relations |
| Patrick Murray, Ph.D. | 46         | Vice President -- Research and Development               |

**Mr. Cesario** joined the Company in June 2009 as Chief Financial Officer. He brings more than 10 years of CFO and controller experience at manufacturing entities. Prior to joining Nanophase, Mr. Cesario served in a similar capacity with ISCO International, Inc., a publicly traded global supplier of telecommunications equipment, as well as Turf Ventures LLC, a privately held chemicals distributor. He began his career with KPMG Peat Marwick and then served in progressively responsible finance positions within Material Sciences Corporation and Outokumpu Copper, Inc. Mr. Cesario holds an M.B.A. (Finance) from DePaul University and a B.S. (Accountancy) from the University of Illinois, as well as being a registered CPA in the state of Illinois.

**Mr. Cureton** joined the Company in November 2012 as Vice President of Sales, Marketing and Business Development. His chemical industry experience has spanned more than twenty years with companies including twelve years at AMCOL, where one of his roles was Managing Director of its nanomaterial-based Health & Beauty Solutions division. Prior to that, he made significant contributions at Air Products, Borden, and other entities. He holds an undergraduate degree in chemical engineering from Carnegie Mellon University and an M.B.A. from the University of Chicago.

**Ms. Baldwin** has served as the Director of Human Resources and Information Technology since joining the Company in 2000. In September of 2008, she was appointed as our Vice President of Human Resources and Investor Relations. Prior to joining Nanophase, she served as Vice President of iLink Global, and Chief Human Resources Officer at the Marketing Store, a global supplier to McDonald's Corporation. Previous experience includes 14 years at Arthur Andersen, LLP & Andersen Consulting, LLP in various positions. Ms. Baldwin has a B.S. in Education from Western Illinois University and post graduate studies at Northern Illinois University. In 2010, Ms. Baldwin was appointed to the Romeoville Economic Development Commission. She is currently an active member of the Will County Three Rivers Manufacturing Human Resources Association.

**Dr. Murray** joined the Company in 2001 as a senior scientist. He was promoted to Director of Research and Development in 2005 and appointed Vice President of Research and Development in 2008. He holds an undergraduate degree in Biochemistry from Illinois Benedictine College (Benedictine University) and a doctorate in Organic Chemistry from the University of Illinois at Urbana-Champaign. Dr. Murray has over 15 years of experience in the areas of polymer synthesis, particle dispersion, chemical process development and technical project management. Dr. Murray has been focused on dispersion product development and technical support for business development. Prior to joining Nanophase, Dr. Murray held various research and management positions at Nalco Chemical Company.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act) requires our officers (as defined under Section 16), directors and persons who beneficially own greater than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC. Based solely on a review of the forms it has received and on written representations from certain reporting persons that no such forms were required for them, we believe that during 2012 all Section 16 filing requirements applicable to our officers, directors and 10% beneficial owners were complied with by such persons, except as follows. During 2012, several Form 4 filings related to the participation of our officers and directors in our stockholder rights offering were filed three or more business days after the transactions were committed due to administrative processes surrounding the offering, as many stockholders did not know their final allocations in the rights offering until up to ten days after the closing date. In addition, the Form 4 filed for Kevin Cureton disclosing his initial stock option grant upon his arrival at the Company was filed as soon as administratively practical but was not filed within two business days of the grant date.

## EXECUTIVE COMPENSATION

### *Compliance with Section 162(m)*

The Compensation Committee currently intends for all compensation paid to the executive officers to be tax deductible to the Company pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended ( Section 162(m) ). Section 162(m) provides that compensation paid to the executive officers in excess of \$1,000,000 cannot be deducted by the Company for Federal income tax purposes unless, in general, (1) such compensation is performance-based, established by a committee of Outside Directors and objective, and (2) the plan or agreement providing for such performance-based compensation has been approved in advance by stockholders. The Compensation Committee believes that the requirements of Section 162(m) are uncertain at this time and may arbitrarily impact the Company. In the future, the Compensation Committee may determine to adopt a compensation program that does not satisfy the conditions of Section 162(m) if in its judgment, after considering the additional costs of not satisfying Section 162(m), it deems such program to be appropriate.

### SUMMARY COMPENSATION TABLE

The following table sets forth a summary of the compensation for each of our named executive officers in U.S. dollars for the financial years ended December 31, 2012 and 2011.

| Name and<br>Principal<br>Position                                | Year | Salary<br>(\$) | Bonus<br>(\$) | Non-Equity<br>Incentive  |                              |                                   | Total<br>(\$) |
|--|------|----------------|---------------|--------------------------|------------------------------|-----------------------------------|---------------|
|  |      |                |               | Option<br>Awards<br>(\$) | Plan<br>Compensation<br>(\$) | All Other<br>Compensation<br>(\$) |               |
|  |      |                | (1)           | (2)                      | (3)                          | (4)                               |               |
| <b>Jess A.<br/>Jankowski<br/>Chief<br/>Executive<br/>Officer</b> | 2012 | \$ 281,342     | \$ 48,000     | \$ 22,073                | \$ -                         | \$ 27,572                         | \$ 378,987    |
|  | 2011 | \$ 274,060     | \$ 30,000     | \$ 75,019                | \$ -                         | \$ 28,848                         | \$ 407,927    |
| <b>Frank J.<br/>Cesario<br/>Chief<br/>Financial<br/>Officer</b>  | 2012 | \$ 159,231     | \$ 13,000     | \$ 9,235                 | \$ -                         | \$ 6,123                          | \$ 187,589    |
|  | 2011 | \$ 127,577     | \$ 8,000      | \$ 27,360                | \$ -                         | \$ 6,115                          | \$ 169,052    |
| <b>Patrick<br/>Murray</b>  | 2012 | \$ 168,408     | \$ 20,000     | \$ 11,712                | \$ -                         | \$ 23,032                         | \$ 223,152    |



**Vice  
President -  
Research and  
Development**

|      |    |         |    |        |    |        |     |    |        |    |         |
|------|----|---------|----|--------|----|--------|-----|----|--------|----|---------|
| 2011 | \$ | 164,409 | \$ | 12,000 | \$ | 37,950 | \$- | \$ | 24,308 | \$ | 238,667 |
|------|----|---------|----|--------|----|--------|-----|----|--------|----|---------|

**Nancy  
Baldwin  
Vice  
President -  
Human  
Resources  
and Investor  
Relations**

|      |    |         |    |        |    |       |     |    |        |    |         |
|------|----|---------|----|--------|----|-------|-----|----|--------|----|---------|
| 2012 | \$ | 155,654 | \$ | 13,000 | \$ | 9,235 | \$- | \$ | 12,747 | \$ | 190,636 |
|------|----|---------|----|--------|----|-------|-----|----|--------|----|---------|

|      |    |         |    |       |    |        |     |    |        |    |         |
|------|----|---------|----|-------|----|--------|-----|----|--------|----|---------|
| 2011 | \$ | 153,206 | \$ | 8,000 | \$ | 27,360 | \$- | \$ | 13,115 | \$ | 201,681 |
|------|----|---------|----|-------|----|--------|-----|----|--------|----|---------|

- (1) These amounts were earned in 2012 and 2011, but paid in early 2013 and 2012, respectively. Bonus compensation is driven by Company performance against its goals as ultimately determined by the Board of Directors. A set of Company-level objectives is created at the beginning of the year, focusing on total revenue, revenue growth, particular sources of revenue growth, business development achievements, and cash flows and related targets, as well as a small discretionary component designed to capture items not specifically listed. Each measure has four levels of achievement, typically 0%, 50%, 75% and 100% of the value of that item in the aggregate bonus measurement. The resulting bonus calculation is then applied to each individual's bonus potential as a percentage of salary.
- (2) The amounts in this column represent the aggregate fair value of awards granted in 2012 and 2011 fiscal years in accordance with FASB ASC Topic 718. See Note 10 of the notes to our financial statements contained in Part II, Item 8 of our Annual Report for a discussion of all assumptions made by us in determining the FASB ASC Topic 718 values.

- (3) None.
- (4) The amounts in this column represent 401(k) match, health insurance and life insurance. Health insurance benefits are the same for all employees. Life insurance is provided in the amount of one times the annual base salary with a maximum of \$150,000.

***Employment Agreements***

Effective as of August 12, 2009, we entered into an employment agreement with Mr. Jankowski in connection with his services as President and Chief Executive Officer of the Company. No term has been assigned to Mr. Jankowski's employment agreement.

Pursuant to the terms of his employment agreement, Mr. Jankowski will receive an annual base salary of not less than \$275,000. In addition, Mr. Jankowski will be eligible for discretionary bonuses for services to be performed as an executive officer of the Company based on performance and achieving milestones approved by the Board of Directors.

Mr. Jankowski will be eligible for such stock options and other equity compensation as the Board deems appropriate, subject to the provisions of the 2010 Equity Plan. Mr. Jankowski will also be entitled to the employee benefits made available by the Company generally to all other executive officers of the Company, subject to the terms and conditions of our employee benefit plan in effect from time to time.

In the event Mr. Jankowski's employment is terminated other than for cause (as such term is defined in the employment agreement), Mr. Jankowski will receive a sum equal to Mr. Jankowski's base salary in effect at the time of termination for 52 full weeks after the effective date of termination, payable in proportionate amounts on our regular pay cycle for professional employees, provided that Mr. Jankowski signs, without subsequent revocation, a separation agreement and release in a form acceptable to the Company. In addition, all stock options granted to Mr. Jankowski prior to termination will become fully vested and exercisable in accordance with the applicable option grant agreement and the 2010 Equity Plan. If he is terminated for cause, or if he resigns as an employee of the Company, Mr. Jankowski will not be entitled to any severance or other benefits accruing after the term of the employment agreement and such rights will be forfeited immediately upon the end of such term.

If, within two years after the occurrence of a change in control, as defined in his employment agreement, Mr. Jankowski's employment is terminated other than for cause, his responsibilities or annual compensation are materially reduced without his prior consent, or the Company ceases to be publicly held (each, a Trigger), then, subject to Mr. Jankowski signing, without subsequently revoking, a Separation Agreement and Release in a form acceptable to the Company, Mr. Jankowski will receive a sum equal to his base salary for 104 full weeks after the date the Trigger occurs. In addition, all stock options granted to Mr. Jankowski prior to the Trigger will become fully vested and exercisable in accordance with the applicable option grant agreement and the 2010 Equity Plan.

Effective as of June 24, 2009, we entered into an employment agreement with Mr. Cesario providing for an annual base salary of not less than \$150,000. We also granted to Mr. Cesario options to purchase up to 20,000 shares of common stock at an exercise price of \$1.07 per share with options for one-third of such shares becoming exercisable on each of the first three anniversaries of the date of grant. No term has been assigned to Mr. Cesario's employment agreement. As subsequently amended during 2012, if Mr. Cesario is terminated other than for cause (as such term is defined in Mr. Cesario's employment agreement), Mr. Cesario will receive severance benefits in an amount equal to Mr. Cesario's base salary for 26 weeks.

Effective as of November 28, 2012, we entered into an employment agreement with Mr. Cureton providing for an annual base salary of not less than \$190,000. No term has been assigned to Mr. Cureton's employment agreement. If Mr. Cureton is terminated other than for cause (as such term is defined in Mr. Cureton's employment agreement), Mr. Cureton will receive severance benefits in an amount equal to Mr. Cureton's base salary for 26-39 weeks, with the amount beginning at 39 weeks if terminated within the first year and declining annually to 26 weeks after three full years of employment. A signing bonus of \$25,000 was paid upon Mr. Cureton's acceptance of employment. Subject to the terms of his employment agreement, if Mr. Cureton's employment had terminated within six months of his start date, he would have had to return 100% of the signing bonus. If his employment terminates after six months but prior to one year, then he must return 75% of the signing bonus. After one year of employment the signing bonus becomes nonrefundable.

Effective as of September 25, 2008, we entered into an employment agreement with Dr. Murray providing for an annual base salary of not less than \$150,000. No term has been assigned to Dr. Murray's employment agreement. If Dr. Murray is terminated other than for cause (as such term is defined in Dr. Murray's employment agreement), Dr. Murray will receive severance benefits in an amount equal to Dr. Murray's base salary for 26 weeks.

Effective as of September 25, 2008, we entered into an employment agreement with Ms. Baldwin providing for an annual base salary of not less than \$150,000. No term has been assigned to Ms. Baldwin's employment agreement. If Ms. Baldwin is terminated other than for cause (as such term is defined in Ms. Baldwin's employment agreement), Ms. Baldwin will receive severance benefits in an amount equal to Ms. Baldwin's base salary for 26 weeks.

### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding each unexercised option held by each of our executive officers as of December 31, 2012.

| NAME              | OPTION AWARDS |                      |          |            | STOCK AWARDS  |                    |
|-------------------|---------------|----------------------|----------|------------|---------------|--------------------|
|                   | NUMBER OF     | NUMBER OF SECURITIES | OPTION   | OPTION     | NUMBER        | MARKET VALUE       |
|                   | SECURITIES    |                      |          |            | OF SHARES OF  | OF SHARES OF STOCK |
|                   | UNDERLYING    | UNEXERCISED          | EXERCISE | EXPIRATION | THAT HAVE NOT | THAT HAVE NOT      |
| UNEXERCISED       | UNEXERCISED   | PRICE                | DATE     | VESTED     | VESTED        |                    |
| OPTIONS           | OPTIONS       | (\$)                 |          | (\$)       | (\$)          |                    |
| (#)               | (#)           |                      |          | (#)        |               |                    |
| EXERCISABLE       | UNEXERCISABLE |                      |          |            |               |                    |
| Jess A. Jankowski | 18,000        | -0-                  | \$3.660  | 03/24/13   |               |                    |
|                   | 11,000        | -0-                  | \$5.550  | 10/11/14   |               |                    |
|                   | 10,000        | -0-                  | \$6.030  | 09/27/15   |               |                    |
|                   | 15,000        | -0-                  | \$6.010  | 09/27/16   |               |                    |
|                   | 18,000        | -0-                  | \$4.480  | 11/06/17   |               |                    |
|                   | 23,000        | -0-                  | \$3.140  | 05/12/18   |               |                    |
|                   | 30,000        | -0-                  | \$1.020  | 05/04/19   |               |                    |
|                   | 18,000        | 9,000 (1)            | \$1.700  | 05/03/20   |               |                    |
|                   | 28,333        | 56,667 (2)           | \$1.260  | 05/02/21   |               |                    |
| -0-               | 98,000 (3)    | \$0.300              | 08/07/22 |            |               |                    |
|                   |               |                      |          | -          | -             |                    |
| Frank J. Cesario  | 20,000        | -0-                  | \$1.070  | 06/24/19   |               |                    |
|                   | 13,333        | 6,667 (1)            | \$1.700  | 05/03/20   |               |                    |
|                   | 10,333        | 20,667 (2)           | \$1.260  | 05/02/21   |               |                    |
|                   | -0-           | 41,000 (3)           | \$0.300  | 08/07/22   |               |                    |
|                   |               |                      |          | -          | -             |                    |
| Kevin Cureton     | -0-           | 52,000 (4)           | \$0.300  | 11/28/22   |               |                    |
|                   |               |                      |          | -          | -             |                    |
| Patrick Murray    | 3,000         | -0-                  | \$5.550  | 10/11/14   |               |                    |
|                   | 3,000         | -0-                  | \$6.030  | 09/27/15   |               |                    |
|                   | 9,000         | -0-                  | \$6.010  | 09/27/16   |               |                    |
|                   | 9,000         | -0-                  | \$4.480  | 11/06/17   |               |                    |
|                   | 16,000        | -0-                  | \$3.140  | 05/12/18   |               |                    |
|                   | 30,000        | -0-                  | \$1.020  | 05/04/19   |               |                    |
|                   | 18,000        | 9,000 (1)            | \$1.700  | 05/03/20   |               |                    |
|                   | 14,333        | 28,667 (2)           | \$1.260  | 05/02/21   |               |                    |

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|               |        |            |         |          |   |   |
|---------------|--------|------------|---------|----------|---|---|
|               | -0-    | 52,000 (3) | \$0.300 | 08/07/22 |   |   |
|               |        |            |         |          | - | - |
| Nancy Baldwin | 3,000  | -0-        | \$5.550 | 10/11/14 |   |   |
|               | 7,500  | -0-        | \$6.010 | 09/27/16 |   |   |
|               | 9,000  | -0-        | \$4.480 | 11/06/17 |   |   |
|               | 15,000 | -0-        | \$3.140 | 05/12/18 |   |   |
|               | 30,000 | -0-        | \$1.020 | 05/04/19 |   |   |
|               | 18,000 | 9,000 (1)  | \$1.700 | 05/03/20 |   |   |
|               | 10,333 | 20,667 (2) | \$1.260 | 05/02/21 |   |   |
|               | -0-    | 41,000 (3) | \$0.300 | 08/07/22 |   |   |
|               |        |            |         |          | - | - |

- (1) Vested in three equal installments on May 3, 2011, 2012 and 2013.
- (2) Vests in three equal installments on May 2, 2012, 2013 and 2014.
- (3) Vests in three equal installments on August 7, 2013, 2014 and 2015.
- (4) Vests in three equal installments on November 28, 2013, 2014 and 2015.

**POTENTIAL PAYMENT UPON TERMINATION OR CHANGE IN CONTROL**

*Severance Benefits.* Please see discussion of severance benefits under *Employment Agreements* above.

*Change in Control.* Upon a change in control, the 2001 Equity Compensation Plan (the predecessor to the 2004 Equity Compensation Plan), the 2004 Equity Compensation Plan (the predecessor to the 2010 Equity Plan) and the 2010 Equity Plan each provide that: (1) vesting under all outstanding stock options will automatically accelerate and each option will become fully exercisable; (2) the restrictions and conditions on all outstanding restricted shares shall immediately lapse; and (3) the holders of performance shares will receive a payment in settlement of the performance shares, in an amount determined by the Compensation Committee,

based on the target payment for the performance period and the portion of the performance period that precedes the change in control. If the Company is not the surviving entity, the successor is required to assume all unexercised options.

**Payments.** The following table quantifies the estimated payments that would be made in each covered circumstance to our executive officers:

| NAME              | TERMINATION BY COMPANY<br>WITHOUT CAUSE (1) | CHANGE IN<br>CONTROL (2) | INVOLUNTARY TERMINATION IN<br>CONNECTION WITH OR FOLLOWING<br>A CHANGE IN CONTROL (3) |
|-------------------|---|--------------------------|---|
| Jess A. Jankowski | \$292,000                                   | -                        | \$584,000   |
| Frank J. Cesario  | \$80,000                                    | -                        | \$80,000  |
| Kevin Cureton     | \$142,500                                   | -                        | \$142,500   |
| Patrick Murray    | \$87,500                                    | -                        | \$87,500  |
| Nancy Baldwin     | \$80,000                                    | -                        | \$80,000  |

- (1) This amount represents the severance benefits that would be received under the executive officer's employment agreement as described above had the executive officer been terminated by the Company without cause on December 31, 2012.
- (2) This amount represents an estimate of the value that would have been received under the equity compensation plans had a change in control occurred as of December 31, 2012 and the executive officers benefited from an acceleration of vesting in the equity-based plan awards, as described above. For this purpose, the closing price of our common stock as of December 31, 2012 was used. The amount represents the difference between the exercise price of any unvested options and \$0.34.
- (3) This amount represents an estimate of the payments and value that would have been received by the executive officers had the executive officers been terminated by the Company without cause on December 31, 2012 in connection with a change in control on this date.

#### SECURITY OWNERSHIP OF MANAGEMENT

#### AND PRINCIPAL STOCKHOLDERS

The following table sets forth, as of June 15, 2013, certain information with respect to the beneficial ownership of our common stock by (1) each person known by the Company to own beneficially more than 5% of the outstanding shares of common stock, (2) each of our directors, (3) each of our executive officers and (4) all of our current executive officers and directors as a group.

| Name                 | Number of Shares<br>Beneficially Owned (1) | Percent of Shares<br>Beneficially Owned |
|----------------------|--|---|
| Bradford T. Whitmore | 10,683,739 (2)                             | 37.5%                                   |
| Spurgeon Corporation | 3,034,710 (3)                              | 10.7%                                   |
|                      | 2,433,300 (4)                              | 8.6%                                    |

## Grace Brothers, Ltd.

|   |                |      |
|---|----------------|------|
| James A. Henderson  | 173,666 (5)    | *    |
| Richard W. Siegel, Ph.D.  | 401,837 (6)    | 1.4% |
| James A. McClung  | 61,653 (7)     | *    |
| W. Ed Tyler   | 9,999 (8)      | *    |
| R. Janet Whitmore   | 690,731 (9)    | 2.4% |
| George A. Vincent, III  | 22,000 (10)    | *    |
| Jess A. Jankowski   | 263,133 (11)   | *    |
| Kevin Cureton   | -              | *    |
| Patrick Murray, Ph.D.   | 144,502 (12)   | *    |
| Nancy Baldwin   | 126,819 (13)   | *    |
| Frank J. Cesario  | 104,782 (14)   | *    |
| All executive officers and directors as a group<br>(11 persons) | 1,999,122 (15) | 6.9% |



Unless otherwise indicated below, the person's address is the same as the address for the Company.

\*Denotes beneficial ownership of less than one percent.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC. Unless otherwise indicated below, the persons in the above table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.
- (2) Includes 2,433,300 shares of common stock held by Grace Brothers, Ltd., 601,410 shares of common stock held by Grace Investments, Ltd. and 7,649,029 shares held by Bradford T. Whitmore. Mr. Whitmore is a general partner of both Grace entities. In such capacities, Mr. Whitmore shares voting and investment power with respect to the shares of common stock held by the Grace entities. This information is based on information reported on a Form 4 filed with the SEC on May 8, 2013. The address of the stockholder is 1560 Sherman Avenue, Suite 900, Evanston, Illinois 60201.
- (3) Includes 2,433,300 shares of common stock held by Grace Brothers, Ltd. and 601,410 shares of common stock held by Grace Investments, Ltd. Spurgeon Corporation is a general partner of both Grace entities and shares voting and investment power with respect to the shares of common stock held by such Grace entities. This information is based on information reported on the Form 4 referenced above. The address of the stockholder is 1560 Sherman Avenue, Suite 900, Evanston, Illinois 60201.
- (4) This information is based on information reported on the Form 4 referenced above. The address of the stockholder is 1560 Sherman Avenue, Suite 900, Evanston, Illinois 60201.
- (5) Includes Mr. Henderson's 13,666 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (6) Includes Dr. Siegel's 11,999 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (7) Includes Mr. McClung's 14,000 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (8) Includes Mr. Tyler's 9,999 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (9) Includes Ms. Whitmore's 19,999 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.

- (10) Includes Mr. Vincent's 22,000 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.

- (11) Includes Mr. Jankowski's 223,332 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (12) Includes Dr. Murray's 142,999 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (13) Includes Ms. Baldwin's 125,832 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (14) Includes Mr. Cesario's 74,332 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.
- (15) Includes all executive officers and directors as a group's 658,158 shares of common stock issuable upon exercise of options exercisable currently or within 60 days of June 15, 2013.

**Securities Authorized for Issuance under Equity Compensation Plan**

The following table gives information about our common stock that may be issued upon the exercise of options and rights under all of our existing compensation plans on December 31, 2012, including the 2001 Equity Compensation Plan and the 2010 Equity Plan. The 2010 Equity Plan replaced the 2004 Equity Compensation Plan, the Director Restricted Stock Plan, and the Amended and Restated 2006 Stock Appreciation Rights Plan.

| Plan Category                         | (a) Number of securities to<br>be issued upon<br>exercise of<br>outstanding<br>options,<br>warrants and<br>rights | (b) Weighted<br>average exercise<br>price of<br>outstanding<br>options, warrants<br>and rights | (c) Number of securities<br>remaining available for future<br>issuance under<br>equity<br>compensation plans<br>(including securities reflected<br>in column (a)) |
|---------------------------------------|---|--|---|
| Plans Approved by Stockholders        | 1,951,537   | \$ 1.69  | 1,277,138   |
| Plans Not Approved by<br>Stockholders | None  | \$ -   | None  |

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

**Review of Related Person Transactions.** Under our Audit and Finance Committee's charter, the Audit and Finance Committee must review and approve all related person transactions in which any executive officer, director, director nominee or more than 5% stockholder, or any of their immediate family members, has a direct or indirect material interest. The Audit and Finance Committee may not approve a related person transaction unless it is in, or not inconsistent with, our best interests and, where applicable, the terms of such transaction are at least as favorable to us as could be obtained from an unrelated third party.

We did not engage in any transactions in which a related person had or will have a direct or indirect material interest during 2011 or 2012. No such transactions are currently contemplated.

## PROPOSAL 2

### APPROVAL OF AN ADVISORY, NON-BINDING VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Section 14A of the Exchange Act, as added by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), enables our stockholders to approve, on an advisory, non-binding basis, the compensation of our named executive officers listed in the Summary Compensation Table in the Executive Compensation section of this Proxy Statement (our named executive officers), as disclosed in this Proxy Statement in accordance with the compensation disclosure rules of the SEC. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and our philosophy, policies and practices described in this Proxy Statement. This vote is commonly known as a say-on-pay advisory vote.

Our compensation philosophy seeks to closely align the interests of our named executive officers with the interests of our stockholders. We compensate our named executive officers in accordance with employment agreements and strategies that are designed to motivate our named executive officers to achieve both annual and long-term financial and strategic objectives. The following is a summary of how we determine the compensation of our named executive officers:

Base salary. Base salary reflects the market for executive talent in our industry, along with each named executive officer's experience and particular expertise, both in the industry and with the Company.

Annual salary adjustment. Each year the Compensation Committee evaluates whether the named executive officer's salary is keeping pace with inflation and market conditions and adequately reflecting the named executive officer's overall contributions to the Company. During 2012, as a result of this review, the Compensation Committee authorized increases in base salaries of approximately 3% to each named executive officer.

Annual bonus. Each year the Compensation Committee evaluates the named executive officer's contributions to our annual operating results and achievement of our annual objectives to determine whether such named executive officer should be awarded a cash bonus. In 2012, these objectives focused on total revenue and adjusted EBITDA (earnings before interest, taxes, depreciation, amortization and non-cash equity charges). Typically minimum achievement levels are set by the Compensation Committee at the beginning of a year and must be met for any bonus to be earned, with higher levels of performance often yielding increased payouts on a sliding scale with a defined maximum. A small percentage of the potential bonus (typically 20% or less) is at the discretion of the Compensation Committee based on factors beyond those achievement levels targeted for the year.

Stock-based incentives. Each year the Compensation Committee evaluates the non-cash portion of a named executive officer's compensation, which typically consists of grants of stock options. The stock-based compensation can vest over longer or shorter terms under our 2010 Equity Plan, but usually vest on an annual basis over three years. Providing a significant portion of the named executive officer's total compensation in the form of stock or stock options is intended to align the named executive officer's interests with our long-term stock value. Our stock-based awards are simple and straightforward, as only stock options are typically awarded, and the value of the stock option awards are linked to our share price appreciation.

We encourage our stockholders to read the Executive Compensation section above in this Proxy Statement, including the compensation tables and narrative discussion, for more information on the compensation paid to our named executive officers.

None of the compensation described above, other than base salary, is automatic or perfunctory. The Compensation Committee and our Board believe that our named executive officer compensation for the fiscal year ended December 31, 2012 aligned with our philosophy and corporate performance, was effective in retaining and motivating our named executive officers to work toward our annual and long-term goals, and was well within the range of normal practices for companies of our size and in our industry. Accordingly, we ask for our stockholders to indicate their support for the compensation paid to our named executive officers by voting FOR the following advisory, non-binding resolution at the Annual Meeting:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2013 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation tables and narrative discussion.

Because your vote is advisory, the result will not be binding on the Company or our Board or Compensation Committee. Nonetheless, the Board and the Compensation Committee value the opinions of our stockholders and will consider the outcome of the vote, along with other relevant factors, when making future compensation decisions for our named executive officers.

**THE BOARD OF DIRECTORS RECOMMENDS**

**A VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED  
EXECUTIVE OFFICERS**

**PROPOSAL 3**

**APPROVAL OF AN ADVISORY, NON-BINDING VOTE ON THE FREQUENCY OF  
FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED  
EXECUTIVE OFFICERS**

Section 14A of the Exchange Act and Section 951 of the Dodd-Frank Act also enable our stockholders, beginning with this Annual Meeting and not less frequently than once every six years thereafter, to indicate in a separate stockholder advisory vote their preference as to whether future stockholder advisory say-on-pay votes on executive compensation should occur every one, two or three years.

After careful consideration, the Board of Directors recommends that future stockholder advisory say-on-pay votes on executive compensation be conducted every three years. A vote every three years provides stockholders and advisory firms the opportunity to evaluate our compensation program on a more thorough, longer-term basis than an annual or bi-annual vote.

The Board of Directors believes that a triennial vote is appropriate for the following reasons:

A triennial approach provides regular input by stockholders, while allowing stockholders to better judge our compensation programs in relation to our long-term performance and avoiding over-emphasis on short-term variations in compensation and business results. This benefits our institutional and other stockholders, who have historically held on to our stock over the long-term.

A triennial vote will provide our Compensation Committee and our Board sufficient time to thoughtfully evaluate the results of the most recent advisory vote on the compensation paid to our named executive officers, discuss the implications of the vote with our stockholders and develop and implement any changes to our executive compensation that may be appropriate in light of the vote.

A triennial vote will also allow for these changes to our executive compensation to be in place long enough for stockholders to see and evaluate the effectiveness of these changes.

The composition and level of compensation paid to executives in the market evolves over multiple years. A triennial approach will allow us to review evolving practices in the market to ensure our compensation programs reflect best practices.

A triennial vote is also sensitive to stockholders who have interests in many companies and may not be able to devote sufficient time to an annual or bi-annual review of pay practices for all of their holdings. Although the Board of Directors recommends that future say-on-pay votes be held every three years, stockholders are not voting to approve or disapprove the Board's recommendation. Rather, stockholders will have the opportunity to choose from four options: holding the vote every one, two or three years or abstaining.

Although this advisory vote on the frequency of future say-on-pay votes is not binding on our Board of Directors, we expect that the Board of Directors will take into account the result of the vote when determining the frequency of future say-on-pay votes. However, the Board may decide that it is in the best interests of our stockholders and the Company to hold future say-on-pay votes more or less frequently than the option preferred by our stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS**

**THAT OUR STOCKHOLDERS VOTE TO CONDUCT FUTURE SAY-ON-PAY VOTES**

**EVERY THREE YEARS**

**PROPOSAL 4**

**RATIFICATION OF APPOINTMENT OF AUDITORS**

**Report of the Audit and Finance Committee**

The Audit and Finance Committee reviews the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process. The Company's independent auditor is responsible for performing an independent audit of the Company's financial statements and expressing an opinion on the conformity of the audited financial statements to generally accepted accounting principles.

The Audit and Finance Committee has reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2012. The Audit and Finance Committee has discussed with McGladrey LLP, the Company's independent auditor, the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit and Finance Committee has received and reviewed the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit and Finance Committee concerning independence, and the Audit and Finance Committee discussed with McGladrey LLP their independence from management and the Company. The Audit and Finance Committee has considered whether the provision of services by McGladrey LLP not related to the audit of the financial statements referred to above and to the reviews of the interim financial statements included in the Company's Forms 10-Q are compatible with maintaining McGladrey LLP's independence, and has determined that they are compatible and do not impact McGladrey LLP's independence.

Based on the reviews and discussions referred to above, the Audit and Finance Committee recommended to the Board of Directors that the audited financial statements referred to above should be included in the Company's Annual Report on Form 10-K accompanying this Proxy Statement and filed with the SEC for the year ended December 31, 2012.

**Audit and Finance Committee**

**James A. McClung, Chairman**

**George A. Vincent, III**

**Richard W. Siegel, Ph.D.**

**Appointment of Independent Auditors**

The Audit and Finance Committee has appointed McGladrey LLP, an independent registered public accounting firm, as auditors of our financial statements for the year ended December 31, 2013. McGladrey LLP has been engaged as auditors for the Company since November 2001. The Audit and Finance Committee has determined to afford stockholders the opportunity to express their opinions on the matter of auditors and, accordingly, is submitting to the stockholders at the Annual Meeting a proposal to ratify the Audit and Finance Committee's appointment of McGladrey LLP. If a majority of the shares voted at the Annual Meeting, in person or by proxy, are not voted in favor of the ratification of the appointment of McGladrey LLP, the Audit and Finance Committee will interpret this as an instruction to seek other auditors. It is expected that representatives of McGladrey LLP will be present at the Annual Meeting and will be available to respond to questions. They will be given an opportunity to make a statement if they desire to do so.

The following fees were incurred by the Company for the services of McGladrey LLP in relation to the 2012 and 2011 fiscal years.

Audit Fees. The aggregate amount billed by McGladrey LLP for audit services performed for the fiscal years ended December 31, 2012 and 2011 was approximately \$139,000 and \$158,000, respectively. Audit services include the auditing of financial statements and quarterly reviews.

Audit Related Fees. Total audit related fees billed by McGladrey LLP were approximately \$18,000 and \$1,000 for the fiscal years ended December 31, 2012 and 2011, which may include costs incurred for reviews of registration statements, assistance with Staff comment letters, and consultation on various accounting matters in support of our financial statements.

Tax Fees. There were no fees billed by our principal accountant for tax related services for the fiscal years ended December 31, 2012 and 2011.



All Other Fees. Other than those fees described above, during the fiscal years ended December 31, 2012 and 2011, there were no other fees billed for services performed by our principal accountant.

All of the fees described above were approved by our Audit and Finance Committee.

**Audit and Finance Committee Pre-Approval Policies and Procedures.**

Our Audit and Finance Committee pre-approves the audit and non-audit services performed by McGladrey LLP, our principal accountants, in order to ensure that the provision of such services does not impair McGladrey LLP's independence. Unless a type of service to be provided by McGladrey LLP has received general pre-approval, it will require specific pre-approval by the Audit and Finance Committee. In addition, any proposed services exceeding pre-approval cost levels or budgeted amounts will require specific pre-approval by the Audit and Finance Committee.

The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit and Finance Committee specifically provides for a different period. The Audit and Finance Committee will periodically revise the list of pre-approved services, based on subsequent determinations, and has delegated pre-approval authority to the Chairman of the Audit and Finance Committee. In the event the Chairman exercises such delegated authority, he shall report such pre-approval decisions to the Audit and Finance Committee at its next scheduled meeting. The Audit and Finance Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

**THE BOARD OF DIRECTORS AND THE AUDIT AND FINANCE COMMITTEE RECOMMEND THAT THE STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF MCGGLADREY LLP AS THE INDEPENDENT AUDITORS OF OUR FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013.**

### MISCELLANEOUS AND OTHER MATTERS

*Solicitation* -- The cost of this proxy solicitation will be borne by the Company. We may request banks, brokers, fiduciaries, custodians, nominees and certain other record holders to send proxies, proxy statements and other materials to their principals at our expense. Such banks, brokers, fiduciaries, custodians, nominees and other record holders will be reimbursed by the Company for their reasonable out-of-pocket expenses of solicitation. We do not anticipate that costs and expenses incurred in connection with this proxy solicitation will exceed an amount normally expended for a proxy solicitation for an election of directors in the absence of a contest. In addition to soliciting proxies by mail, certain of our officers and employees, without additional compensation, may solicit proxies personally or by telephone or electronic communication on our behalf.

*Proposals of Stockholders* -- Proposals of stockholders to be considered for inclusion in our proxy statement and proxy for the 2014 Annual Meeting must be received by the Corporate Secretary of the Company on or before February 28, 2014. If a stockholder submits a proposal to be considered at the 2014 Annual Meeting other than in accordance with Rule 14a-8 under the Exchange Act, and does not provide notice of such proposal to the Company by May 14, 2014, the holders of any proxy solicited by our Board of Directors for use at such meeting will have discretionary authority to vote with respect to any proposal as to which timely notice is not given.

In addition, our By-Laws, as currently in effect, establish procedures for stockholder nominations for election of directors and bringing business before our annual meeting of stockholders. Among other requirements, to nominate a person for election as a director at our 2014 Annual Meeting of Stockholders, a stockholder's notice must be delivered to, or mailed and received by, our Corporate Secretary at our principal executive offices not less than 60 days nor more than 90 days prior to the meeting. In the event that we have not publicly disclosed the date of the meeting at least 70 days prior to the date of the meeting, notice by the stockholder must be received not later than the close of business on the 10<sup>th</sup> day following the day on which notice of the date of the meeting was publicly disclosed. Among other requirements, to bring business before our 2014 Annual Meeting of Stockholders, a stockholder's notice must be delivered to, or mailed and received by, our Corporate Secretary at our principal executive offices by February 28, 2014, except that if the date of the Annual Meeting has been changed by more than 30 days from the previous year's meeting, notice by the stockholder must be received within 10 days after we publicly disclose the date of the meeting. In each case, the notice must contain certain information concerning the proposed nominee or business and the stockholder making the proposal. The specific requirements of these advance notice provisions are set forth in Article II, Sections 2.4 and 2.5 of our By-Laws, a copy of which is available upon request. Such request and any stockholder proposals should be sent to our Corporate Secretary at our principal executive offices.

*Other Business* -- The Board of Directors is not aware of any other matters to be presented at the Annual Meeting other than those mentioned in this Proxy Statement and our Notice of Annual Meeting of Stockholders enclosed herewith. If any other matters are properly brought before the Annual Meeting, however, it is intended that the persons named in the proxies will vote such proxies as the Board of Directors directs.

*Additional Information* -- We will furnish without charge a copy of our Annual Report, as filed with the SEC, upon the written request of any person who is a stockholder as of the Record Date, and will provide copies of the exhibits to such Annual Report upon payment of a reasonable fee which shall not exceed our reasonable expenses in connection therewith. Requests for such materials should be directed to Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois 60446, Attention: Nancy Baldwin, Vice President - Human Resources and Investor Relations. The information on our website, [www.nanophase.com](http://www.nanophase.com), is not, and should not be deemed to be, a part of this Proxy Statement, or incorporated by reference into any other filings we make with the SEC.

By order of the Board of Directors

/s/ FRANK J. CESARIO  
Frank J. Cesario

Chief Financial Officer

Romeoville, Illinois

June 28, 2013

**ALL STOCKHOLDERS ARE REQUESTED TO VOTE VIA THE INTERNET, BY  
TELEPHONE OR BY COMPLETING, DATING, SIGNING AND RETURNING A  
PROXY CARD PROMPTLY.**

NANOPHASE TECHNOLOGIES  
CORPORATION  
C/O Broadridge  
P.O. Box 1342  
Brentwood, NY 11717

**VOTE BY INTERNET- [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: x**      **KEEP THIS PORTION FOR YOUR RECORDS**

**DETACH AND RETURN THIS PORTION ONLY**

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**The Board of Directors recommends you vote**

**FOR the following:**

To withhold authority to vote for any individual

nominee(s), mark For All Except and write the

number(s) of the nominee(s) on the line below.

|                                   | <b>For</b> | <b>Withhold</b> | <b>For All</b> |
|-----------------------------------|------------|-----------------|----------------|
| 1. Election of Directors Nominees | <b>All</b> | <b>All</b>      | <b>Except</b>  |
|                                   | ..         | ..              | ..             |

01 James A. Henderson    02 James A. McClung,    03 R. Janet Whitmore  
Ph.D.

**The Board of Directors recommends you vote FOR the following proposal:**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--|------------|----------------|----------------|
| 2. TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS | ..         | ..             | ..             |

**The Board of Directors recommends you vote 3 YEARS on the following proposal:**

|  | <b>3 Years</b> | <b>2 Years</b> | <b>1 Year</b> | <b>Abstain</b> |
|--|----------------|----------------|---------------|----------------|
| 3. TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS | ..             | ..             | ..            | ..             |

**The Board of Directors recommends you vote FOR the following proposal:**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--|------------|----------------|----------------|
| 4. PROPOSAL TO RATIFY THE APPOINTMENT OF McGLADREY LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY S FINANCIAL STATEMENTS FOR THE | ..         | ..             | ..             |

YEAR ENDED DECEMBER 31, 2013

NOTE: EACH OF THE PERSONS NAMED AS PROXIES ARE AUTHORIZED, IN SUCH PERSON'S DISCRETION, TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING, OR ANY ADJOURNMENTS THEREOF.

Please sign exactly as your name(s) appear(s) hereon.  
When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

|                                       |      |                          |      |
|---------------------------------------|------|--------------------------|------|
| Signature [PLEASE SIGN WITHIN<br>BOX] | Date | Signature (Joint Owners) | Date |
|---------------------------------------|------|--------------------------|------|

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice & Proxy Statement, Form 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**NANOPHASE TECHNOLOGIES CORPORATION**

**1319 MARQUETTE DRIVE**

**ROMEOVILLE, ILLINOIS 60446**

**PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON AUGUST 13, 2013**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder(s) hereby appoints Jess A. Jankowski and Frank J. Cesario, and each of them, with full power of substitution, as attorney and proxy for, and in the name and place of, the undersigned, and hereby authorizes each of Mr. Jankowski and Mr. Cesario to represent and to vote all of the shares which the undersigned is entitled to vote at the Annual Meeting of Stockholders of Nanophase Technologies Corporation to be held at Nanophase Technologies Corporation, 1319 Marquette Drive, Romeoville, Illinois 60446, on Tuesday, August 13, 2013 at 8:30 a.m., Chicago time, and at any adjournments thereof, upon the matters as set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement, receipt of which is hereby acknowledged.

THIS PROXY, WHEN PROPERLY EXECUTED AND RETURNED IN A TIMELY MANNER, WILL BE VOTED AT THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED FOR EACH OF THE NOMINEES LISTED IN PROPOSAL 1, FOR PROPOSAL 2, FOR EVERY 3 YEARS FOR PROPOSAL 3 AND FOR PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXIES HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

Continued and to be signed and dated on reverse side