
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 31, 2013

APPLIED NANOTECH HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction of incorporation)

001-11602
(Commission File Number)

76-0273345
(IRS Employer Identification No.)

3006 Longhorn Boulevard, Suite 107, Austin, Texas 78758
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (512) 339-5020

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On October 31, 2013, Applied Nanotech Holdings, Inc. ("we", "us" or "our") issued a joint press release with Nanofilm, Ltd. regarding their planned stock swap transaction. The press release is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

The information contained in the press release attached hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Joint Press Release of Applied Nanotech Holdings, Inc. and Nanofilm, Ltd. dated October 31, 2013 (furnished herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Applied Nanotech Holdings, Inc

Date: October 31, 2013

By: /s/ Douglas P. Baker
Douglas P. Baker
Chief Financial Officer

**Applied Nanotech Holdings, Inc. (OTCQB: APNT) and Nanofilm, Ltd.
Announce Plan to Merge in a Stock Swap Transaction**

Austin, Texas and Valley View, Ohio - October 31, 2013 - Applied Nanotech Holdings, Inc. (OTCQB:APNT), a global leader in nanotechnology research and development, and Nanofilm, Ltd., a private company with a leading market position for specialty optical coatings, cleaners and nano-composite products, jointly announce they have signed a Letter of Intent (“LOI”) to combine through a stock swap transaction.

The new combined company will have expanded capability to deliver innovative nanotechnology-based products. The new company will build on the 25-year success of Nanofilm in developing and commercializing technologies that enhance a variety of consumer and industrial products. APNT and Nanofilm will combine their technologies and commercialization capabilities to create a broad array of next generation products. Based on 2012 pro forma financials, assuming the merger had occurred at the beginning of 2012, the new combined company would have 2012 revenues exceeding \$14 million. The new company will have the personnel, development facilities, operating facilities, and customer relations to support its projected rapid revenue growth.

The new company’s Chairman and Chief Executive Officer will be Dr. Scott Rickert, who holds similar positions with Nanofilm. Dr. Rickert commented, “I’ve long had a vision for a growth company using nanotechnologies producing high margin products. I am enthusiastic to have this expanded base to enhance the growth of this new combined company, selling nanotechnology products in the worldwide marketplace.”

Dr. Robert Ronstadt, APNT’s Chairman, noted, “Both APNT and Nanofilm bring valuable resources to this union. APNT has outstanding R&D capabilities while Nanofilm brings strong management, manufacturing, marketing, and sales capabilities. This is an ideal combination for both companies.”

Dr. Zvi Yaniv, President and Chief Operating Officer of APNT commented, “I am excited about the opportunities that await us as I join in the creative efforts of the new innovation team that Dr. Rickert is establishing to develop and commercialize nanotechnology-enhanced products.”

The closing of the proposed merger is conditioned upon APNT and Nanofilm obtaining working capital financing; completion of due diligence; signing of a definitive merger agreement containing customary representations, warranties, and closing conditions; SEC approval of APNT’s proxy statement; approval by the respective boards of directors; approval by the shareholders of APNT; and approval by the members of Nanofilm.

About APNT (OTCQB: APNT)

Applied Nanotech Holdings, Inc. (APNT) is an Austin, Texas-based global leader in nanotechnology research and development and has ongoing research programs and license agreements with product innovators around the world. For information about Applied Nanotech Holdings, Inc., please visit www.appliednanotech.net.

About Nanofilm, Ltd.

Nanofilm, Ltd. is a Valley View, Ohio private company that develops nano-layer coatings, nano-based cleaners, and nano-composite products. Nanofilm's primary commercial products center around its unique eyecare glass cleaning and de-fogging products; other products include precision mold release treatments, stay-clean surface treatments for ceramic insulators, and scuff-resistant treatments for commercial dinnerware. For information about Nanofilm, please visit www.nanofilmttechnology.com.

DISCLOSURE NOTICE: The information contained in this release is as of October 31, 2013. APNT and Nanofilm assume no obligation to update forward-looking statements contained in this release as the result of new information or future events or developments.

This release contains forward-looking information that involves substantial risks and uncertainties about the proposed merger of APNT and Nanofilm and their expectations regarding expansion and product development. Such risks and uncertainties include, among other things, the uncertainty regarding the completion of due diligence, completion of working capital financing, entry into a definitive merger agreement, approval by the respective board of directors, shareholders and members of APNT and Nanofilm, and market acceptance of products using their technologies.

A further description of risks and uncertainties regarding APNT's business can be found in its Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in its reports on Form 10-Q and Form 8-K.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the merger of APNT and Nanofilm discussed in this press release, APNT will be filing a proxy statement and relevant documents concerning the transaction with the Securities and Exchange Commission ("SEC"). SECURITY HOLDERS OF APNT ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders can obtain free copies of the proxy statement and other documents when they become available by contacting our [Investor Relations Department], 3006 Longhorn Boulevard, Suite 107, Austin, Texas 78758 (Telephone: (512) 339-5020). In addition, documents we filed with the SEC are available free of charge at the SEC's web site at <http://www.sec.gov> and at our website www.appliednanotech.net under "Investor Information - SEC Filings."

APNT and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger of APNT and Nanofilm. Information regarding our directors and executive officers is available in our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on March 1, 2013, and the proxy statement and other relevant materials to be filed with the SEC in connection with these matters. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

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