

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K/A

Amendment No. 1

Annual report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2019;
or

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

COMMISSION FILE NO. 1-11602

Nano Magic Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

47-1598792

(IRS Employer Identification Number)

750 Denison Court, Bloomfield Hills, MI 48302

(Address of principal executive office, including Zip Code)

Registrant's telephone number, including area code: **(844) 273-6462**

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, \$0.0001 par value	NMGX	OTC Markets

Securities registered pursuant to Section 12(g) of the Exchange Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the Common Stock held by non-affiliates of the Registrant, based upon the closing price of the Class A Common Stock on the OTCQB system on June 30, 2019 of \$1.25, was approximately \$1,125,970.

As of April 20, 2020, the registrant had 7,199,941 shares of Class A Common Stock issued and outstanding.

Documents Incorporated by Reference: No documents are incorporated by reference into this annual report on Form 10-K.



EXPLANATORY NOTE

Reason for this Amendment

This Amendment No. 1 on Form 10-K/A (this “Amendment”) amends the Annual Report on Form 10-K for the year ended December 31, 2019 of Nano Magic Inc. (the “Company”), as originally filed (the “Original Filing”) with the U.S. Securities and Exchange Commission (the “SEC”) on May 14, 2020. This Amendment is being filed in order to supplement the Original Filing with the following disclosure pertaining to the Company’s reliance on the SEC Order issued March 25, 2020 (Release No. 34-88465) (the “Order”) pursuant to Section 36 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which granted exemptive relief from certain provisions of the Exchange Act and rules promulgated thereunder.

This Amendment provides the disclosure below in accordance with the Order, which was inadvertently omitted from the Original Filing.

Reliance on SEC Relief from Filing Requirements

The Company filed the Original Filing within the timeframe permitted by the Order. On March 30, 2020, the Company filed a Current Report on Form 8-K pursuant to which it (i) stated that it was relying on the Order; (ii) provided a brief description of the impact of the COVID-19 pandemic and related government restrictions on its operations, specifically with respect to the preparation of the Company’s Annual Report on Form 10-K, and indicated that it would not file its Annual Report on Form 10-K on a timely basis; and indicated it expected to file by April 28, 2020. On April 28, 2020 the Company filed a Current Report on Form 8-K pursuant to which it (i) stated that it was relying on the Order; (ii) provided a brief description of the impact of the COVID-19 pandemic and related government restrictions on its operations, specifically with respect to the preparation of the Company’s Annual Report on Form 10-K, and indicated that it would not file its Annual Report on Form 10-K on a timely basis; and (iii) indicated that it would file the Annual Report on Form 10-K by May 14, 2020.

The COVID-19 pandemic and related government restrictions have impacted the Company’s business and continue to cause risk to the Company’s performance. As the Company indicated in the Original Filing, these factors have affected its business operations and those of its vendors and customers. Logistics for shipping and receiving supplies and shipping the Company’s products have also been affected.

Apart from the disruption that continues to impact all manufacturing businesses, some of the raw materials and bottles used to produce the Company’s liquid products, including the new surface product described in the Original Filing, are used to produce hand sanitizer and other cleaning products that are currently in high demand. As a result, some of the Company’s raw materials and packaging have become harder to find due to the COVID-19 pandemic. If shortages continue, the Company may not be able to obtain adequate supply. Moreover, when the material is available, the price may be substantially higher which would likely adversely impact the Company’s profit margin even if it could implement some price increases.

Whether these effects on businesses and the Company’s customers generally, and on the Company’s business in particular, will continue, whether the effects noted will change with a continuation of government restrictions or changes in government restrictions over time, or from other effects of the COVID-19 pandemic is unknown.

These and other factors, such as government restrictions that required the Company’s employees, including key members of management, to work remotely, caused the Company to be unable to file a timely report without unreasonable effort or expense. The Company relied on the Order in furnishing the Current Reports on Form 8-K on March 30, 2020 and April 28, 2020, respectively, by the filing deadline for the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

In connection with the Amendment, pursuant to Rules 12b-15 and 13a-14 under the Exchange Act, the Company has provided amended disclosure under Part IV, Item 15 to include currently dated certifications from the Company’s principal executive officer and principal financial officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment does not amend, modify or update the information in, or exhibits to, the Original Filing, and the Company has not updated disclosures included therein to reflect any subsequent developments or events. This Amendment should be read in conjunction with the Original Filing and with the Company’s other SEC filings made subsequent to the filing of the Original Filing.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Part IV of our Original Filing is hereby amended solely to add the following Exhibits required to be filed in connection with this Amendment.

<u>Exhibit No.</u>	<u>Description</u>
31.1*	<u>Certification of Tom J. Berman, President & Chief Executive Officer of the Registrant, pursuant to 17 CFR 240-13a-14(a) or 17 CFR 240-15d-14(a)</u>
31.2*	<u>Certification of Leandro Vera, Chief Financial Officer of the Registrant, pursuant to 17 CFR 240-13a-14(a) or 17 CFR 240-15d-14(a)</u>

*Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Nano Magic Inc.
(Registrant)

Date: May 15, 2020

By: /s/ Tom J. Berman

Tom J. Berman, President & Chief Executive Officer

CERTIFICATION

I, Tom J. Berman, President and Chief Executive Officer of Nano Magic Inc, certify that: (1) I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the year ended December 31, 2019 of Nano Magic Inc.; and (2) based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, misleading with respect to the period covered by this report.

Date: May 15, 2020

/s/ Tom J. Berman

Tom J. Berman, President & Chief Executive Officer

CERTIFICATION

I, Leandro Vera, Chief Financial Officer of Nano Magic Inc, certify that: (1) I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the year ended December 31, 2019 of Nano Magic Inc.; and (2) based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, misleading with respect to the period covered by this report.

Date: May 15, 2020

/s/ Leandro Vera

Leandro Vera
Chief Financial Officer
