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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): November 6, 2017

**Atomera Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37850**  
(Commission File  
Number)

**30-0509586**  
(I.R.S. Employer  
Identification Number)

**750 University Avenue, Suite 280**  
**Los Gatos, California 95032**  
(Address of principal executive offices) (zip code)

**(408) 442-5248**  
(Registrant's telephone number, including area code)

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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**Item 2.02 Results of Operations and Financial Condition**

On November 6, 2017, Atomera Incorporated issued a press release announcing its financial results for the three and nine months ended September 30, 2017. The Company also conducted an earnings call over which it distributed an investor presentation. The text of the press release is attached hereto as Exhibit 99.1 and the investor presentation is attached hereto as Exhibit 99.2, both are incorporated by reference herein.

The information in this Current Report, including the exhibits attached hereto, is furnished pursuant to Item 2.02 and shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

- 99.1 [Press release dated November 6, 2017 Atomera Incorporated](#)
- 99.2 [Investor presentation November 6, 2017 Atomera Incorporated](#)

**SIGNATURES**

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

**ATOMERA INCORPORATED**

November 6, 2017

By: /s/ Frank Laurencio  
Frank Laurencio  
Chief Financial Officer

**Atomera Incorporated Provides Third Quarter Update**

LOS GATOS, CA -- 11/06/17 -- Atomera Incorporated (“Atomera” or the “Company”) (NASDAQ: ATOM), a semiconductor materials and intellectual property licensing company focused on deploying its proprietary technology into the semiconductor industry, today provided a corporate update and announced results for the third quarter ended September 30, 2017.

**Third Quarter Highlights**

- Atomera announced a new customer entering trials, which increases the number of potential customers in the pivotal integration phase to five.
- 13 total customers are now engaged with Atomera with two new additions since last quarter.
- Synopsys’ latest release of its market-leading TCAD software now supports modeling Atomera’s MST technology.
- Participated in marketing roadshow with Synopsys showcasing the simulation of MST, which resulted in significant increased industry interest and inbound customer activity.

**Management Commentary**

“Our third quarter showed significant increases in customer activity, both with new trials and earlier phase engagement. Atomera’s new Synopsys TCAD capability is generating strong industry enthusiasm and helping to shorten our time to revenue.” commented Scott Bibaud, President and CEO.

**Third Quarter Financial Results**

During the third quarter of 2017, the Company incurred a net loss of \$3.3 million, or (\$0.27) per share, compared to a net loss of \$3.6 million, or (\$0.30) per share, in the second quarter of 2017, and a net loss of \$4.1 million, or (\$0.56) per share, for the third quarter of 2016. Adjusted EBITDA (a non-GAAP financial measure) in the third quarter of 2017 was a loss of \$2.4 million compared to an adjusted EBITDA loss in the second quarter of 2017 of \$2.2 million, and an adjusted EBITDA loss of \$1.7 million in the third quarter of 2016.

The Company had \$19.6 million in cash and cash equivalents as of September 30, 2017, compared to \$21.7 million as of June 30, 2017.

The total number of shares outstanding was 12,160,637 as of September 30, 2017.

**Third Quarter 2017 Conference Call and Webcast**

Atomera will host a conference call to discuss its financial results and recent progress. Date: Monday, November 6, 2017

Time: 1:30 p.m. PT (4:30 p.m. ET)

Phone: 844-263-8318 (domestic); +1 (213) 358-0960 (international)

Replay: Available until November 13, 2017 (855) 859-2056 (domestic); +1(404) 537-3406 (international); passcode 96537935.

Webcast: Accessible at [www.atomera.com](http://www.atomera.com)

## **Note about NonGAAP Financial Measures**

In addition to the unaudited results presented in accordance with generally accepted accounting principles, or GAAP, in this press release, Atomera presents adjusted EBITDA, which is a nonGAAP financial measure. Adjusted EBITDA is determined by taking net loss and eliminating the impacts of interest, taxes, depreciation, amortization, stockbased compensation and the change in fair value of derivative liabilities. Our definition of adjusted EBITDA may not be comparable to the definitions of similarly titled measures used by other companies. We believe that this nonGAAP financial measure, viewed in addition to and not in lieu of its reported GAAP results, provides useful information to investors by providing a more focused measure of operating results. This metric is used as part of the Company's internal reporting to evaluate its operations and the performance of senior management. A table reconciling this measure to the comparable GAAP measure is available in the accompanying financial tables below.

## **About Atomera Incorporated**

Atomera Incorporated has developed Mears Silicon Technology™ ("MST®"), which increases performance and power efficiency in semiconductor transistors. MST® can be implemented using equipment already deployed in semiconductor manufacturing facilities and is complementary to other nanoscaling technologies already in the semiconductor industry roadmap.

## **Safe Harbor**

This press release contains forwardlooking statements concerning Atomera Incorporated, including statements regarding the prospects for the semiconductor industry generally and the ability of our MST® technology to significantly improve semiconductor performance. Those forwardlooking statements involve known and unknown risks, uncertainties and other factors that could cause actual results to differ materially. Among those factors are: (1) the fact that we have not yet commenced revenue producing operations or entered into a definitive agreement with regard to the licensing or commercialization of our MST technology, thus subjecting us to all of the risks inherent in a prerevenue enterprise; (2) risks related to our ability to raise sufficient capital, as and when needed, to pursue the further development, licensing and commercialization of our MST® technology; (3) our ability to protect our proprietary technology, trade secrets and knowhow, and (4) those other risks disclosed in the section "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 31, 2017. We caution readers not to place undue reliance on any forwardlooking statements. We do not undertake, and specifically disclaim any obligation, to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

**Atomera Incorporated**  
**Condensed Balance Sheets**  
(in thousands, except per share data)

	September 30, 2017 (Unaudited)	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 19,606	\$ 26,718
Prepaid expenses and other current assets	132	96
Total current assets	<u>19,738</u>	<u>26,814</u>
Property and equipment, net	31	28
Security deposit	<u>37</u>	<u>37</u>
<b>Total assets</b>	<u>\$ 19,806</u>	<u>\$ 26,879</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 286	\$ 353
Accrued expenses	299	168
Accrued payroll related expenses	<u>277</u>	<u>510</u>
Total liabilities	<u>862</u>	<u>1,031</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value, authorized 2,500 shares; none issued and outstanding at September 30, 2017 and December 31, 2016	-	-
Common stock, \$0.001 par value, authorized 47,500 shares; 12,161 shares issued and outstanding at September 30, 2017 and 12,025 issued and outstanding as of December 31, 2016	12	12
Additional paid-in capital	125,387	121,833
Accumulated deficit	<u>(106,455)</u>	<u>(95,997)</u>
Total stockholders' equity	<u>18,944</u>	<u>25,848</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 19,806</u>	<u>\$ 26,879</u>

**Atomera Incorporated**  
**Condensed Statements of Operations**  
(Unaudited)  
(in thousands, except per share data)

	Three Months ended September 30,		Nine Months ended September 30,	
	2017	2016	2017	2016
Operating expenses:				
Research and development	\$ 1,602	\$ 941	\$ 4,502	\$ 2,757
General and administrative	1,374	1,613	4,689	3,369
Selling and marketing	350	229	1,367	439
Total operating expenses	<u>3,326</u>	<u>2,783</u>	<u>10,558</u>	<u>6,565</u>
Loss from operations	(3,326)	(2,783)	(10,558)	(6,565)
Other income/(expense):				
Interest income	42	6	106	8
Interest expense	-	(1,330)	-	(2,640)
Other expense	-	-	(6)	-
Total other income / (expense), net	<u>42</u>	<u>(1,324)</u>	<u>100</u>	<u>(2,632)</u>
Net loss	<u>\$ (3,284)</u>	<u>\$ (4,107)</u>	<u>\$ (10,458)</u>	<u>\$ (9,197)</u>
Net loss per common share, basic and diluted	<u>\$ (0.27)</u>	<u>\$ (0.56)</u>	<u>\$ (0.86)</u>	<u>\$ (2.59)</u>
Weighted average number of common shares outstanding, basic and diluted	<u>12,161</u>	<u>7,382</u>	<u>12,111</u>	<u>3,553</u>

**Atomera Incorporated**  
**Reconciliation to Non-GAAP Adjusted EBITDA**  
**(Unaudited)**  
**(in thousands)**

	<b>Three Months ended September 30,</b>		<b>Six Months ended September 30,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Net loss (GAAP):	\$ (3,284)	\$ (4,107)	\$ (10,458)	\$ (9,197)
Add (subtract) the following items:				
Interest income	(42)	(6)	(106)	(8)
Interest expense	—	1,330	—	2,640
Depreciation and amortization	4	4	13	10
Stock-based compensation	916	1,031	3,554	1,140
Adjusted EBITDA (non-GAAP)	<u>\$ (2,406)</u>	<u>\$ (1,748)</u>	<u>\$ (6,997)</u>	<u>\$ (5,415)</u>





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## 3Q 2017 Conference Call



## Forward-Looking Statements

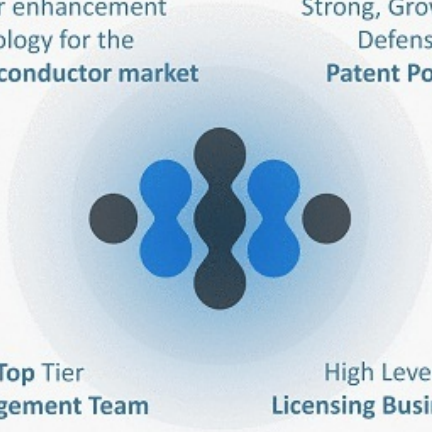
This presentation contains forward-looking statements concerning Atomera Incorporated (“Atomera,” the “Company,” “we,” “us,” and “our”). The words “believe,” “may,” “will,” “potentially,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “plan,” “expect” and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 31, 2017 (the “2016 Annual Report”). In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in our forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances described in the forward-looking statements will be achieved or occur.

This presentation contains only basic information concerning Atomera. The Company’s filings with the Securities Exchange Commission, including the 2016 Annual Report, include more information about factors that could affect the Company’s operating and financial results. We assume no obligation to update information contained in this presentation. Although this presentation may remain available on the Company’s website or elsewhere, its continued availability does not indicate that we are reaffirming or confirming any of the information contained herein.

# Company Overview

Transistor enhancement  
technology for the  
**\$350B semiconductor market**

Strong, Growing and  
Defensible  
**Patent Portfolio**



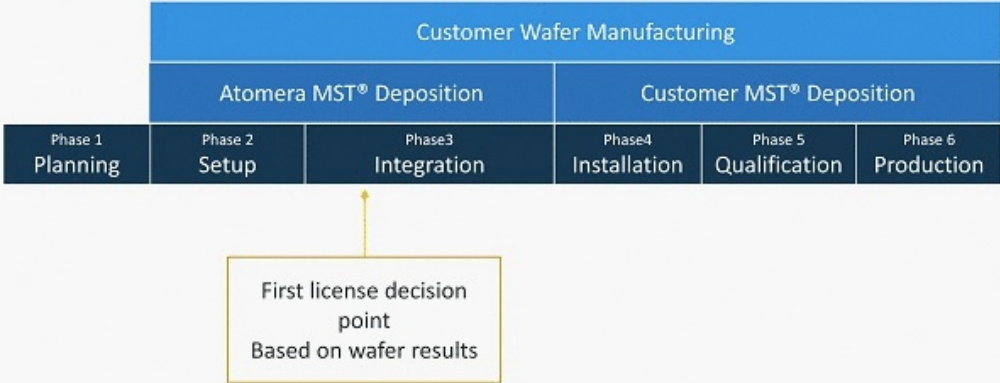
**Top Tier  
Management Team**

**High Leverage IP  
Licensing Business Model**

## Technology at the Atomic Level



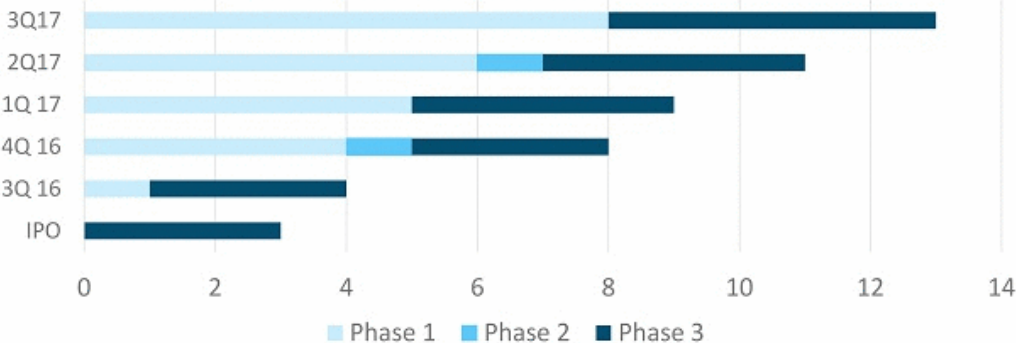
# Customer Engagement Phases



# Customer Pipeline

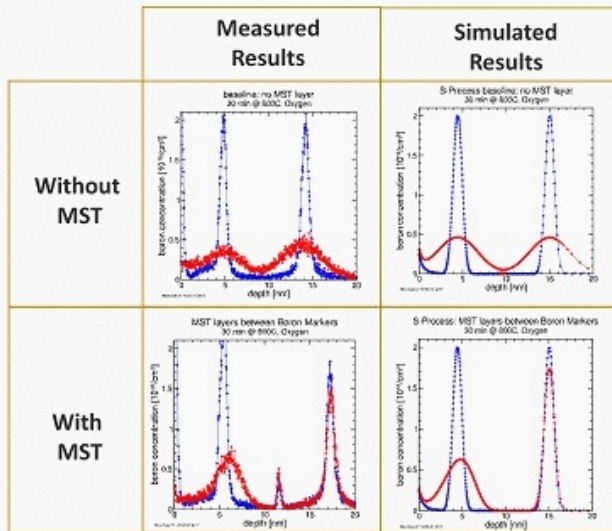


### Quarterly Pipeline Growth



Now engaged with 40% of the world's top semiconductor makers\*

\* 8 of the top 20 (IC Insights, McClean Report 2017)



Press release:

## Atomera Technology Supported by Synopsys Sentaurus in Latest Release

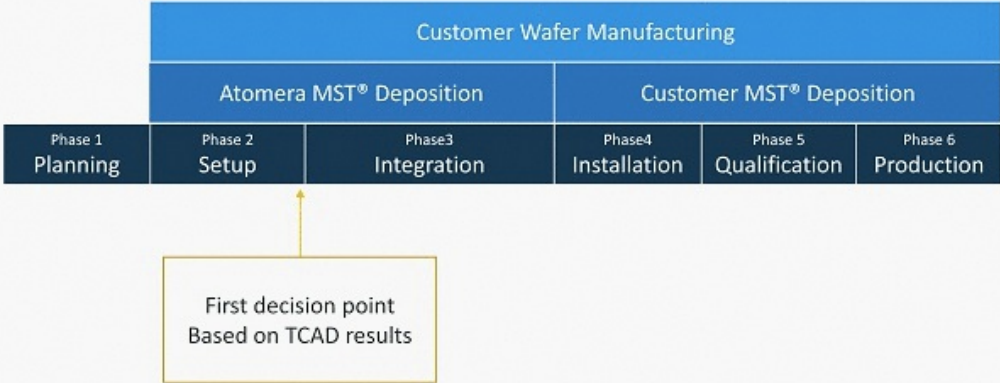
*Industry leading Sentaurus TCAD software will assist design engineers in modeling Atomera's semiconductor performance enhancement technology*

LOS GATOS, CA -- (Marketwired) -- 10/10/17 -- [Atomera](#) Incorporated (NASDAQ: ATOM)

- [Atomera's Mears Silicon Technology™ \(MST®\)](#) enhances transistors to deliver significantly better performance in today's electronics.
- Atomera's MST module can now be modeled using the latest release of [Synopsys' Sentaurus™ TCAD](#)
- Sentaurus TCAD tools help manufacturers develop and optimize semiconductor process technologies and devices



# Customer Engagement Phases



# Financials

	2017		
	Q3 2017	Q2 2017	Q1 2017
<b>GAAP Results</b>			
Operating Expense	(\$3.3M)	(\$3.7M)	(\$3.6M)
Net Loss	(\$3.3M)	(\$3.6M)	(\$3.5M)
Loss Per Share	(\$0.27)	(\$0.30)	(\$0.29)
<b>Reconciliation between GAAP &amp; Non-GAAP*</b>			
Net Loss (GAAP)	(\$3.3M)	(\$3.6M)	(\$3.5M)
Interest Expense	-	-	-
Stock-Based Compensation	(\$0.9M)	(\$1.4M)	(\$1.2M)
Adjusted EBITDA (Non-GAAP)*	(\$2.4M)	(\$2.2M)	(\$2.4M)
Cash at September 30, 2017	\$19.6M		
Shares Outstanding at September 30, 2017	12,160,637		

\* For a full reconciliation of GAAP and non-GAAP results, please see our press release issued November 6, 2017.





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## **3Q 2017 Conference Call**

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