

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				Issue	r Name	and Tick	er or	Tradii	ng Symb		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Mears Robert J				Atomera Inc [ ATOM ]												
(First	) (M	fiddle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)								Director 10% Owner				
(Last) (First) (Middle)										"						
750 UNIVERSITY AVENUE, SUITE 280						6/1	/20	18		Chief Techno	ology Om	cer				
(Stre	eet)		4.	If Ar	nendme	nt, Date O	rigir	nal File	ed (MM/DI	D/YYY	Y) 6. Individual	or Joint/G	roup Filing	Check Appl	icable Line)	
LOS GATOS, CA 95032											X_Form filed by One Reporting Person					
ity) (Sta	ite) (Z	ip)									roini incu by	Wiore than e	one Reporting I	CISOII		
		Table I	- Non-De	rivat	ive Secı	ırities Ac	quir	ed, Di	sposed o	f, or	Beneficially Own	ed				
1.Title of Security (Instr. 3)			. Trans. Date	Exec	ution	3. Trans. Co (Instr. 8)	ode	or Disposed of (D						Ownership Form: of B	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amour	(A) or (D)	Pric	ę				(Instr. 4)	
Common Stock 6/1/201			6/1/2018			S (1)		764	D	\$5.95	;	78524 D		D		
												2666		I	By wife	
Tabl	le II - Der	ivative S	Securities	Bene	eficially	Owned (	e.g.	, puts,	calls, wa	arran	ts, options, conve	rtible sec	urities)			
2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	Execution	(Instr. 8								ties Underlying ative Security	Derivative Security	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
										Title	Amount or Number of Shares		Reported	or Indirect		
	(Street Jacobs)  (First Jacobs)  (Street S, CA 95)  (State Jacobs)  Tab  2.  Conversion or Exercise Price of Derivative	(First) (Magnetic National Conversion or Exercise Price of Derivative (Sitrest) (Magnetic National Conversion (Magnetic Nation	(First) (Middle)  RSITY AVENUE, SUIT  (Street)  S, CA 95032 ity) (State) (Zip)  Table II - Derivative S  Conversion or Exercise Price of Perivative S	rt J  (First) (Middle) 3.  RSITY AVENUE, SUITE  (Street) 4.  S, CA 95032 ity) (State) (Zip)  Table I - Non-De  2. Trans. Date  6/1/2018  Table II - Derivative Securities  2. Conversion or Exercise Price of Derivative Price of	(Street) 4. If Ar  (Street) 5. CA 95032  (State) (Zip)  Table I - Non-Derivat  2. Trans. Date 2A. I Exect Date  (A) Exect Date  2. Conversion or Exercise Price of Perice of Date, if any Price of Derivative Securities Benefit Securities Benef	(Street)  (State)  (Zip)   Table I - Non-Derivative Securities Beneficially  (Street)  (Street)	Atomera Inc [ ATC   Atomera Inc [ ATC   3. Date of Earliest Transa   3. Date of Earliest Transa   4. If Amendment, Date C   5. CA 95032   (State)   (State)   (Zip)   (Z	Atomera Inc [ ATOM 3. Date of Earliest Transaction 5. CA 95032 (State) (State) (State) (State) (Alignment) (State) (State) (Alignment) (State) (State) (Alignment) (Alignment) (State) (Alignment) (Alignment) (State) (Alignment)	Atomera Inc [ ATOM ]  (First) (Middle) 3. Date of Earliest Transaction (MM/I)  (Street) 4. If Amendment, Date Original File  (Street) 4. If Amendment, Date Original File  (Street) 5. CA 95032  (State) (Zip) 2. Trans. Date 2. Trans. Date Execution Date, if any 2. Trans. Code (Instr. 8) 4. Security  (Code V Amour Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3) Date Date Date  (Instr. 4) Date Date  (Instr. 5) Date Date Date Date Date Date  (Instr. 6) Date Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 6) Date Date Date Date Date Date Date Date	Atomera Inc [ ATOM ]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)  RSITY AVENUE, SUITE 6/1/2018  (Street) 4. If Amendment, Date Original Filed (MM/DD/S, CA 95032  (ity) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D (Instr. 3, 4 and 5))  Code V Amount (D)  Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, was acquired of Date, if any Disposed of (D) (Instr. 8)  Conversion or Exercise Price of Date Ontervative Security  Atomera Inc [ ATOM ]  3. Date of Earliest Transaction (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/S)  At Securities Acquired, Disposed of (D) (Instr. 8)  Code V Amount (D)  Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, was acquired (A) or Disposed of (D) (Instr. 8)  Date Office of Date Ontervative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Exercise Price of Date Ontervative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Atomera Inc [ ATOM ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  S, CA 95032  (ity) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Date, if any  2. Trans. Date Execution Date, if any  (Instr. 8)  (Instr. 8)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Code V Amount (D) Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 8)  (Instr. 8)	Atomera Inc [ ATOM ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State)  (Instr. 8)  (Instr. 8)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3)  (	Atomera Inc [ ATOM ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (A) or Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Code V Amount (D) Price (Instr. 3)  (A) or Or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3)  (A) or Or Disposed of (D) (Instr. 3)  (Instr. 3)  (Instr. 4)  (Instr. 5)  (Instr. 3)  (I	Atomera Inc [ ATOM ]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)	Atomera Inc [ ATOM ]  (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY)	

#### **Explanation of Responses:**

(1) Represents the number of shares sold by the reporting person to cover tax withholding obligations in connection with the vesting of restricted stock grants that were previously reported in Table I on the Form 4 filed on March 22, 2017 and the Form 4 filed on March 6, 2018. This sale is to satisfy tax withholding obligations by a "sell to cover" transaction.

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Mears Robert J								
750 UNIVERSITY AVENUE, SUITE 280			Chief Technology Officer					
LOS GATOS, CA 95032								

#### **Signatures**

/s/ Mindi Zimmer, as Attorney-in-Fact 6/5/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.