

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Thomas Shawn G <small>(Last) (First) (Middle)</small> 750 UNIVERSITY AVENUE, SUITE 280 <small>(Street)</small> LOS GATOS, CA 95032 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Atomera Inc [ATOM] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/19/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP of Marketing and Bus Dev 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/19/2025		A		30,064 ⁽¹⁾	A	\$0	30,064	D	
Common Stock	2/19/2025		A		10,021 ⁽²⁾	A	\$0	40,085	D	
Common Stock	2/19/2025		A		10,021 ⁽³⁾	A	\$0	50,106	D	
Common Stock	2/19/2025		A		10,022 ⁽⁴⁾	A	\$0	60,128	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock of which 8.33% shall vest each quarter for the next 36 months commencing on June 1, 2025.
- (2) Each performance stock unit represents a contingent right to receive one share of common stock subject to achieving certain performance criteria. The performance period is January 1, 2025 through December 31, 2025 with vesting on March 1, 2026.
- (3) Each performance stock unit represents a contingent right to receive one share of common stock subject to achieving certain performance criteria. The performance period is January 1, 2025 through December 31, 2026 with vesting on March 1, 2027.
- (4) Each performance stock unit represents a contingent right to receive one share of common stock subject to achieving certain performance criteria. The performance period is January 1, 2025 through December 31, 2027 with vesting on March 1, 2028.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Shawn G 750 UNIVERSITY AVENUE, SUITE 280 LOS GATOS, CA 95032			VP of Marketing and Bus Dev	

Signatures

/s/ by Mindi Zimmer, as Attorney-in-Fact For: Shawn Thomas

2/21/2025

^{**}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.

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