

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Atomera Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

30-0509586

(I.R.S. Employer Identification No.)

750 University Avenue, Suite 280

Los Gatos, California

(Address of principal executive offices)

95032

(Zip Code)

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

**Title of each class
to be so registered**

Common Stock, par value \$0.001 per share

**Name of each exchange on which
each class is to be registered**

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-212353** (if applicable)

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

Item 1. Description of Registrant's Securities to be Registered

Atomera Incorporated (the "Registrant") hereby incorporates by reference the description of its common stock, par value \$0.001 per share, to be registered hereunder contained under the heading "Description of Securities" in the Registrant's Registration Statement on Form S-1 (File No. 333-212353), as originally filed with the Securities and Exchange Commission (the "Commission") on June 30, 2016, as amended (the "Registration Statement"), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

The Registrant's common stock to be registered hereunder has been approved for listing on the NASDAQ Capital Market of The NASDAQ Stock Market LLC under the symbol "ATMR."

Item 2. Exhibits

Pursuant to the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 2, 2016

Atomera Incorporated

By: /s/ Scott A. Bibaud
Scott A. Bibaud,
Chief Executive Officer