

FORM 4

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

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

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
BIBAUD SCOTT A.			Atomera Inc [ATMR]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO and President		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
750 UNIVERSITY AVENUE, SUITE 280			8/10/2016					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LOS GATOS, CA 95032						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	8/10/2016		C		6906	(1)	A	(2)	16906	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				
10% Senior Secured Convertible Promissory Note	(2)	8/10/2016		C		\$25897.26	(2)	5/31/2017	Common Stock	6906 (1)	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$7.50	8/10/2016		A		608755	(3)	8/10/2026	Common Stock	608755	\$0.00	608755	D	

Explanation of Responses:

- Calculated based on the conversion price of \$3.75 per share, upon the completion of the Issuer's initial public offering ("IPO").
- All principal and interest under the 10% senior secured convertible promissory note are convertible into shares of the Issuer's common stock as follows: (i) upon the consummation of an IPO by the Issuer, all principal and interest shall automatically convert at 50% of the IPO price, provided, however, in no event shall the conversion price be greater than \$7.362 nor less than \$3.681 per share; (ii) in the event of a subsequent private placement approved by the holders of 50% or more of the aggregate principal amount of all convertible notes, all principal and interest shall automatically convert at 50% of the offer price in the subsequent private placement, provided, however, in no event shall the conversion price be greater than \$7.362 nor less than \$3.681 per share; and (iii) until the 10th day prior to the consummation of an IPO by the Issuer, the reporting person, at his option, may convert at a conversion price of \$7.362 per share.
- The initial vesting date of the options is the later of the one year anniversary of the date of the reporting person's employment or the completion of the Issuer's IPO. A portion of the options equal to the product of .25 times a fraction, the denominator of which is 12 and the numerator of which is the lesser of 12 and the number of 30-day periods, or portions thereof, or the variable number, between the date of the reporting person's employment and the initial vesting date of the options will vest on such date, with the remainder vesting in equal monthly installments over 48 months less the variable number.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIBAUD SCOTT A. 750 UNIVERSITY AVENUE, SUITE 280 LOS GATOS, CA 95032	X		CEO and President	

Signatures

Scott A. Bibaud

8/11/2016

—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.