

**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): February 13, 2018

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)

(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.

Item 2.02 Results of Operations and Financial Condition

On February 13, 2018, Atomera Incorporated issued a press release announcing its financial results for the three and twelve months ended December 31, 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 February 13, 2018 Atomera Incorporated](#)
- 99.2 [Investor presentation February 13, 2018 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

February 13, 2018

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

Atomera Provides Fourth Quarter and Year-End 2017 Results

Generates First Revenue

LOS GATOS, CA 02/13/18 Atomera Incorporated (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 financial results for the fourth quarter and fiscal year ended December 31, 2017.

Company Highlights

- Achieved first revenue, consisting of non-recurring engineering services revenue, demonstrating early success with its new engagement model
- Engaged with the largest number of customers in company history
- Installed MST technology at a customer fab
- Filed 22 new patent applications and was granted four new US patents during 2017

Management Commentary

“In 2017 we reached several major milestones. Atomera recognized its first revenue in the fourth quarter and we ended the year with double the number of companies in technical evaluation and testing of MST as we had at the beginning of the year,” commented Scott Bibaud, President and CEO. “Our level of customer engagement has never been stronger or broader than it is currently, our number of engagements has never been greater, and we have taken major steps toward accelerating the cycle time of our internal development of MST. We are now in various phases of engagement with half of the top semiconductor companies in the world.”

Fourth Quarter and Year-End Financial Results

During the fourth quarter of 2017, revenue was \$110,000, and the Company incurred a net loss of \$2.6 million, or (\$0.21) per basic and diluted share, compared to a net loss of \$3.4 million, or (\$0.28) per basic and diluted share, for the fourth quarter of 2016. Adjusted EBITDA (a non-GAAP financial measure) in the fourth quarter of 2017 was a loss of \$2.1 million compared to an adjusted EBITDA loss of \$2.1 million in the fourth quarter of 2016.

For the year ended December 31, 2017, revenue was \$110,000, and net loss was \$13.1 million, or (\$1.08) per basic and diluted share, compared to a net loss of \$12.6 million, or (\$2.22) per basic and diluted share in the year ended December 31, 2016. Adjusted EBITDA for the year ended December 31, 2017 was a loss of \$9.1 million compared to an adjusted EBITDA loss of \$7.5 million in 2016.

The Company had \$17.4 million in cash and cash equivalents as of December 31, 2017, compared to \$26.7 million as of December 31, 2016.

The total number of shares outstanding was 12,160,637 as of December 31, 2017.

2017 Fourth Quarter and Full Year Results Conference Call and Webcast

Atomera will host a conference call today to discuss its financial results and recent progress. Date: Tuesday, February 13, 2018

Time: 2:00 p.m. PT (5:00 p.m. ET)

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

Replay: Available until February 28, 2018; 855-859-2056 (domestic); +1(404) 537-3406 (international); passcode 7378905.

Webcast: Accessible at 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, the change in fair value of derivative liabilities, and the gain on the extinguishment of debt. 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 and 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.

Investor Contact:

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Mike Bishop
(415) 894-9633
investor@atomera.com

Atomera Incorporated
Condensed Balance Sheets
(in thousands)

	December 31,	
	2017	2016
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 17,369	\$ 26,718
Accounts receivable, net of allowance of \$0	110	–
Prepaid expenses and other current assets	248	96
Total current assets	17,727	26,814
Property and equipment, net	67	28
Security deposit	13	37
Total assets	\$ 17,807	\$ 26,879
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 198	\$ 353
Accrued expenses	239	168
Accrued payroll related expenses	512	510
Total liabilities	949	1,031
Commitments and contingencies	–	–
Stockholders' equity :		
Preferred stock, \$0.001 par value, authorized 2,500 shares; none issued and outstanding at December 31, 2017 and 2016	–	–
Common stock, \$0.001 par value, authorized 47,500 shares; 12,161 shares issued and outstanding at December 31, 2017 and 12,025 issued and outstanding as of December 31, 2016	12	12
Additional paid-in capital	125,911	121,833
Accumulated deficit	(109,065)	(95,997)
Total stockholders' equity	16,858	25,848
Total liabilities and stockholders' equity	\$ 17,807	\$ 26,879

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

	Three Months ended December 31, (unaudited)		Twelve Months ended December 31,	
	2017	2016	2017	2016
Revenue	\$ 110	\$ –	\$ 110	\$ –
Cost of revenue	39	–	39	–
Gross margin	71	–	71	–
Operating Expenses:				
Research and development	\$ 1,324	\$ 1,236	\$ 5,826	\$ 3,993
General and administrative	1,107	1,736	5,796	5,105
Selling and marketing	292	462	1,659	901
Total operating expenses	\$ 2,723	\$ 3,434	\$ 13,281	\$ 9,999
Loss from operations	(2,652)	(3,434)	(13,210)	(9,999)
Other income/(expense):				
Interest income	42	21	148	29
Interest expense	–	–	–	(2,640)
Other expense	–	–	(6)	–
Total other expense, net	42	21	142	(2,611)
Net loss:	\$ (2,610)	\$ (3,413)	\$ (13,068)	\$ (12,610)
Net loss per common share, basic and diluted	\$ (0.21)	\$ (0.28)	\$ (1.08)	\$ (2.22)
Weighted average number of common shares outstanding, basic and diluted	12,161	12,025	12,124	5,682

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

	Three Months ended December 31,		Twelve Months ended December 31,	
	2017	2016	2017	2016
Net loss (GAAP):	\$ (2,610)	\$ (3,413)	\$ (13,068)	\$ (12,610)
Add (subtract) the following items:				
Interest income	(42)	(21)	(148)	(29)
Interest expense	—	—	—	2,640
Depreciation and amortization	6	5	19	15
Stock-based compensation	524	1,328	4,078	2,468
Adjusted EBITDA (non-GAAP)	<u>\$ (2,122)</u>	<u>\$ (2,101)</u>	<u>\$ (9,119)</u>	<u>\$ (7,516)</u>



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4Q 2017 Conference Call

Forward-Looking Statements

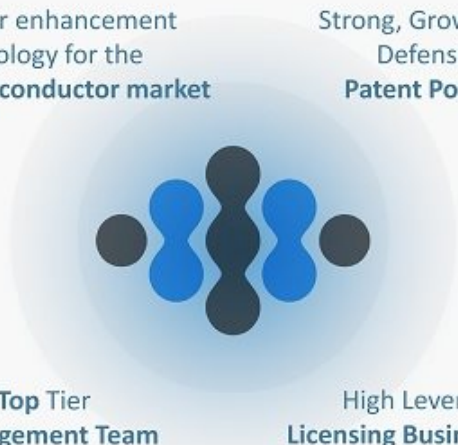
This presentation contains forward-looking statements concerning Atomera Incorporated (“Atomera,” the “Company,” “we,” “us,” and “our”). The words “believe,” “may,” “will,” “potentially,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “plan,” “expect” and similar expressions 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 \$400B semiconductor market

Strong, Growing and Defensible Patent Portfolio

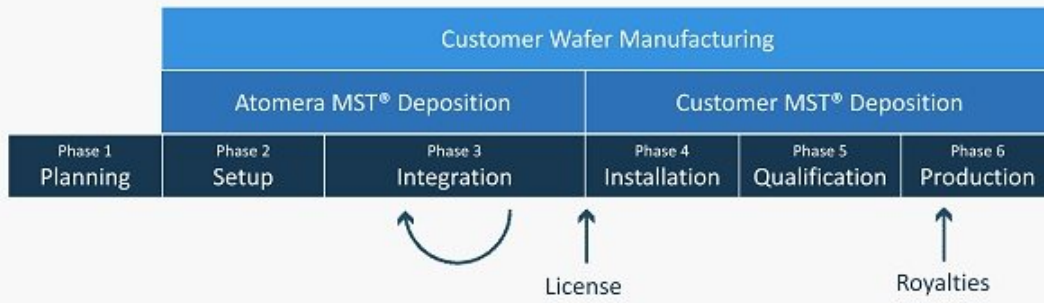


Top Tier Management Team

High Leverage IP Licensing Business Model

Technology at the Atomic Level

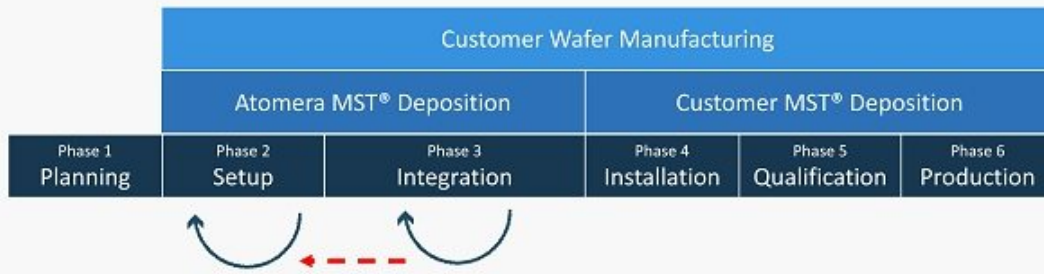
Customer Engagement Phases



Customer Engagement Phases



Customer Engagement Phases

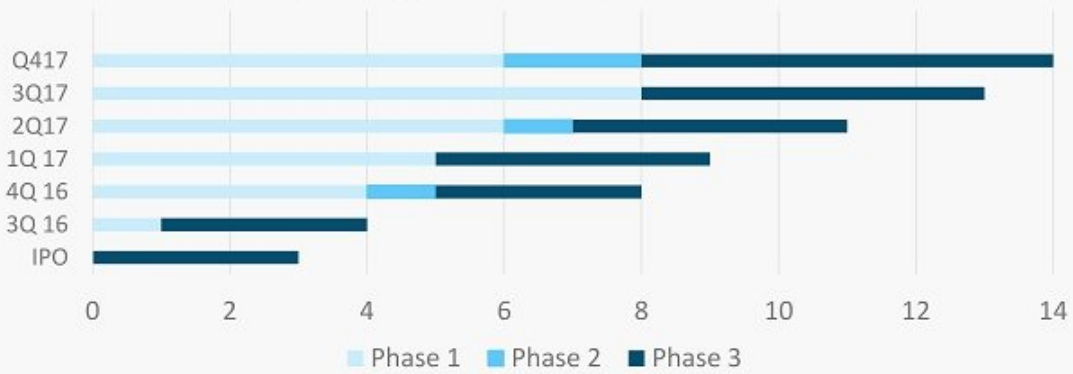


Customer Engagement Phases



Customer Engagement Pipeline

Quarterly Customer Pipeline Growth



Now engaged with 50% of the world's top semiconductor makers*

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

Financials

	2017					
	FY 2017	FY 2016	Q4 2017	Q3 2017	Q2 2017	Q1 2017
GAAP Results						
Operating Expense	(\$13.3M)	(\$10.0M)	(\$2.7M)	(\$3.3M)	(\$3.7M)	(\$3.6M)
Net Loss	(\$13.1M)	(\$12.6M)	(\$2.6M)	(\$3.3M)	(\$3.6M)	(\$3.5M)
Loss Per Share	(\$1.08)	(\$2.22)	(\$0.21)	(\$0.27)	(\$0.30)	(\$0.29)
Reconciliation between GAAP & Non-GAAP*						
Net Loss (GAAP)	(\$13.1M)	(\$12.6M)	(\$2.6M)	(\$3.3M)	(\$3.6M)	(\$3.5M)
Interest Expense	-	\$2.6M				
Stock-Based Compensation	\$4.0M	\$2.5M	(\$0.5M)	(\$0.9M)	(\$1.4M)	(\$1.2M)
Adjusted EBITDA (Non-GAAP)*	(\$9.1M)	(\$7.5M)	(\$2.1M)	(\$2.4M)	(\$2.2M)	(\$2.4M)
Cash at December 31, 2017	\$17.4M					
Shares Outstanding at December 31, 2017	12.2M					



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4Q 2017 Conference Call