

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

### Table I - Non-Derivative Securities Beneficially Owned

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

| 1. Title of Derivate Security (Instr. 4)              | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-----------------|---|----------------------------|--|---|---|
|   | Date Exercisable                                     | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| <b>10% Senior Secured Convertible Promissory Note</b> | (1)  | 5/31/2017       | <b>Common Stock</b>   | <b>6666</b> (2)            | (1)  | <b>D</b>  |   |
| <b>Employee Stock Option (Right to Buy)</b>           | (3)  | 10/16/2025      | <b>Common Stock</b>   | <b>303002</b>              | <b>\$5.70</b>  | <b>D</b>  |   |

#### Explanation of Responses:

- (1) 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 initial public offering by the Issuer ("IPO"), 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.
- (2) Calculated based on the conversion price of \$3.75 per share, upon the completion of the Issuer's IPO.
- (3) 138,515 of the options vest and become exercisable subject to the conversion of all principal and accrued interest under the Issuer's convertible notes into shares of the Issuer's common stock on or before May 31, 2017 and, in addition to the performance vesting condition, all of the 303,002 options vest and first become exercisable over a four-year period commencing on the first anniversary of the October 16, 2015 date of grant.

#### Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| <b>BIBAUD SCOTT A.<br/>750 UNIVERSITY AVENUE, SUITE 280</b> | <b>X</b>      |           | <b>CEO and President</b> |       |

**Signatures**

**Scott A. Bibaud**

**8/4/2016**

—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 5(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.