

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 ap	plicable)				
	At	omo	era In	c [ATO	\mathbf{M}									
	3. I	3. Date of Earliest Transa				action (MM/DD/YYYY)								
JITE				3/1	/20	19			See Remarks	8				
	4. I	f An	nendmei	nt, Date O	rigin	al File	ed (MM/DI	D/YYY	YY) 6. Individual	or Joint/G	roup Filing	Check Appl	icable Line)	
												erson		
le I - N	lon-Der	ivati	ve Secu	rities Acc	quire	ed, Di	sposed o	f, or	Beneficially Own	ed				
Title of Security 2. Trans. D Instr. 3)					de							Ownership of In Form: Ben	7. Nature of Indirect Beneficial Ownership	
				Code	V	Amou	(A) or (D)	Pric	e			or Indirect (I) (Instr. 4)		
3/1	/2019			S (1)		711	D	\$3.72	2	57233		D		
ve Sec	urities I	Bene	ficially	Owned (e.g. ,	puts,	calls, wa	arrar	its, options, conv	ertible sec	urities)			
			Acquired (A) of Disposed of (I			ecurities Expiration Date or (D)			ities Underlying ative Security	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of Be Derivative Or Security: (In	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Code	V	(A)	(D)	Date Exerc			Title	Amount or Number of Shares		Reported	or Indirect		
) [Deemed	At 3. I UITE 4. I ble I - Non-Der 2. Trans. Date 3/1/2019 ive Securities I Deemed aution 3, if any 4. Trans. (Instr. 8)	Atomo 3. Date UITE 4. If An ble I - Non-Derivati 2. Trans. Date 2A. If Executable 2A. If Executable	Atomera Inc 3. Date of Earlic 4. If Amendment 4. If Amendment 2. Trans. Date 2A. Deemed Execution Date, if any Deemed Execution Date, if any Deemed Execution Deemed Execution Date, if any Deemed Execution Deemed Execution Date, if any Deemed Deemed	Atomera Inc [ATO 3. Date of Earliest Transa 3/1 4. If Amendment, Date O ble I - Non-Derivative Securities Acc 2. Trans. Date 2A. Deemed Execution Date, if any	Atomera Inc [ATOM] 3. Date of Earliest Transaction 3/1/20 4. If Amendment, Date Origin 4. If Amendment, Date Origin 2. Trans. Date 2A. Deemed 3. Trans. Code (Instr. 8) 2. Trans. Date 2A. Deemed 5. Trans. Code (Instr. 8) 2. Trans. Date 2A. Deemed 5. Trans. Code (Instr. 8) 3/1/2019 5 (I) 4. Trans. Code 5. Number of Derivative Securities 6. 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Explanation of Responses:

(1) Represents the number of shares sold by the reporting person to cover tax withholding obligations in connection with the vesting of restricted stock grants that were previously reported in Table I on the Form 4 filed on March 22, 2017 and the Form 4 filed on March 6, 2018. This sale is to satisfy mandatory non-discretionary tax withholding obligations by a "sell to cover" transaction.

Remarks:

The reporting person is the Chief Financial and Accounting Officer.

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Laurencio Francis								
750 UNIVERSITY AVENUE, SUITE 280			See Remarks					
LOS GATOS, CA 95032								

Signatures

/s/ Mindi Zimmer, as Attorney-in-Fact 3/5/2019

**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

