FORM 4

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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)
Laurencio Francis (Last) (First) (Middle) **C/O ATOMERA, INC., 750 UNIVERSITY AVENUE, SUITE 280** (Street) **LOS GATOS, CA 95032** (City) (State) (Zip)	**Atomera Inc [ATOM]** 3. Date of Earliest Transaction (MM/DD/YYYY) **9/1/2023** 4. If Amendment, Date Original Filed (MM/DD/YYYY)	___ Director ___ 10% Owner **_X_** Officer (give title below) ___ Other (specify below) **CFO** 6. Individual or Joint/Group Filing (Check Applicable Line) **_X_** Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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	9/1/2023		S		848 [1]	D	$6.28	77,293	D	
Common Stock	9/1/2023		S		383 [1]	D	$6.28	76,910	D	
Common Stock	9/1/2023		S		199 [1]	D	$6.28	76,711	D	
Common Stock	9/1/2023		S		1,291 [1]	D	$6.28	75,420	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	Title	Amount or Number of Shares				

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 stockgrants that were previously reported. This sale is to satisfy mandatory non-discretionary tax withholding obligations by a "sell to cover" transaction.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laurencio Francis **C/O ATOMERA, INC.** **750 UNIVERSITY AVENUE, SUITE 280** **LOS GATOS, CA 95032**			CFO	

Signatures

/s/ Mindi Zimmer, as Attorney-in-Fact for Francis Laurencio	**9/5/2023**
**Signature of Reporting Person	Date