

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): November 1, 2023

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)

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|--------------------------|--|
| Common stock: Par value \$0.001 | ATOM | Nasdaq Global Market |

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 November 1, 2023, Atomera Incorporated issued a press release announcing its financial results for the three and nine months ended September 30, 2023. The Company also intends to conduct an earnings call over which it will distribute 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

The following exhibits are filed with this report:

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 99.1 | Press release dated November 1, 2023 Atomera Incorporated |
| 99.2 | Investor presentation dated November 1, 2023 Atomera Incorporated |
| 104 | Cover Page Interactive Data File (formatted in iXBRL, and included in exhibit 101). |

SIGNATURES

Pursuant to the requirements of the Securities 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

Dated: November 1, 2023

/s/ Francis B. Laurencio

Francis B. Laurencio,
Chief Financial Officer



Atomera Provides Third Quarter 2023 Results

LOS GATOS, Calif. – Nov. 1, 2023 – Atomera Incorporated (NASDAQ: ATOM), a **semiconductor materials and technology licensing company**, today provided a corporate update and announced financial results for the third quarter ended Sept. 30, 2023.

Recent Company Highlights

- MST’s benefits for DRAMs highlighted in new whitepaper on Atomera’s website
- Positive results with customers across all market segments
- Atomera announced as partner in the Southwest Advanced Prototyping Hub which was awarded \$39.8 million from the CHIPS and Science Act

Management Commentary

“The benefits of MST, including to DRAM and advanced nodes, are becoming increasingly clear to the industry as evidenced by our good progress with customers and increased participation in a number of development ecosystem organizations this past quarter,” said Scott Bibaud, President and CEO. “Building on the recently announced catalyst of our traditional MST business, we believe these new markets provide an opportunity for robust TAM expansion for Atomera.”

Financial Results

The Company incurred a net loss of (\$5.0) million, or (\$0.20) per basic and diluted share in the third quarter of 2023, compared to a net loss of (\$4.6) million, or (\$0.20) per basic and diluted share, for the third quarter of 2022. Adjusted EBITDA (a non-GAAP financial measure) in the second quarter of 2023 was a loss of (\$4.2) million compared to an adjusted EBITDA loss of (\$3.7) million in the third quarter of 2022.

The Company had \$20.4 million in cash, cash equivalents and short-term investments as of Sept. 30, 2023, compared to \$21.2 million as of December 31, 2022.

The total number of shares outstanding was 25.8 million as of Sept 30, 2023.

Third Quarter 2023 Results Webinar

Atomera will host a live video webinar today to discuss its financial results and recent progress.

Date: Wednesday, Nov. 1, 2022

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

Webcast: Accessible at <https://ir.atomera.com>

Note about Non-GAAP 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 non-GAAP financial measure. Adjusted EBITDA is determined by taking net loss and eliminating the impacts of interest, depreciation, amortization and stock-based compensation. Our definition of adjusted EBITDA may not be comparable to the definitions of similarly-titled measures used by other companies. We believe that this non-GAAP financial measure, viewed in addition to and not in lieu of our 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 is a semiconductor materials and technology licensing company focused on deploying its proprietary, silicon-proven technology into the semiconductor industry. Atomera 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 nano-scaling technologies already in the semiconductor industry roadmap. More information can be found at www.atomera.com

Safe Harbor

This press release contains forward-looking 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 forward-looking 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, to date, we have only recognized minimal engineering services and licensing revenues and we have not yet commenced principal revenue producing operations, thus subjecting us to all of the risks inherent in an early-stage enterprise; (2) the risk that STMicroelectronics does not proceed with MST in its manufacturing process or does not take MST-enabled products to market, (3) risks related to our ability to successfully complete the milestones in our joint development agreements or, even if successfully completed, to reach a commercial distribution license with our JDA customers; (4) risks related to our ability to advance licensing arrangements with our integration licensees to royalty-based manufacturing and distribution licenses or our ability to add other licensees; (5) 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; (6) our ability to protect our proprietary technology, trade secrets and knowhow and (7) those other risks disclosed in the section "Risk Factors" included in our Annual Report on Form 10-K filed with the SEC on February 15, 2023 and in our Quarterly Report on Form 10-Q filed today with the SEC. We caution readers not to place undue reliance on any forward-looking 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.

-- Financial Tables Follow --

Atomera Incorporated
Condensed Balance Sheets
(in thousands, except per share data)

| | September 30, 2023 <u>(Unaudited)</u> | June 30, 2023 <u>(Unaudited)</u> | December 31, 2022 <u></u> |
|---|---|--|---------------------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | \$ 12,642 | \$ 12,904 | \$ 21,184 |
| Short-term investments | 7,747 | 10,931 | – |
| Interest receivable | 56 | 50 | – |
| Prepaid expenses and other current assets | 392 | 650 | 418 |
| Total current assets | <u>20,837</u> | <u>24,535</u> | <u>21,602</u> |
| Property and equipment, net | 129 | 135 | 158 |
| Long-term prepaid maintenance and supplies | 91 | 91 | 91 |
| Security deposit | 14 | 14 | 14 |
| Operating lease right-of-use asset | 574 | 631 | 700 |
| Financing lease right-of-use-asset | 3,184 | 3,583 | 4,164 |
| Total assets | <u>\$ 24,829</u> | <u>\$ 28,989</u> | <u>\$ 26,729</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| Current liabilities: | | | |
| Accounts payable | \$ 462 | \$ 562 | \$ 397 |
| Accrued expenses | 230 | 218 | 173 |
| Accrued payroll related expenses | 698 | 578 | 967 |
| Current operating lease liability | 262 | 259 | 245 |
| Current financing lease liability | 1,299 | 1,357 | 1,126 |
| Total current liabilities | <u>2,951</u> | <u>2,974</u> | <u>2,908</u> |
| Long-term operating lease liability | 348 | 400 | 521 |
| Long-term financing lease liability | 2,066 | 2,376 | 2,986 |
| Total liabilities | <u>5,365</u> | <u>5,750</u> | <u>6,415</u> |
| Commitments and contingencies | – | – | – |
| Stockholders' equity: | | | |
| Preferred stock \$0.001 par value, authorized 2,500 shares; none issued and outstanding as of September 30, 2023, June 30, 2023 and December 31, 2022 | – | – | – |
| Common stock: \$0.001 par value, authorized 47,500 shares; 25,804 shares issued and 25,784 outstanding as of September 30, 2023; 25,770 shares issued and outstanding as of June 30, 2023; 23,973 shares issued and outstanding as of December 31, 2022 | 26 | 26 | 24 |
| Additional paid-in capital | 217,946 | 216,681 | 203,585 |
| Other comprehensive income(loss) | (3) | (2) | – |
| Accumulated deficit | (198,505) | (193,466) | (183,295) |
| Total stockholders' equity | <u>19,464</u> | <u>23,239</u> | <u>20,314</u> |
| Total liabilities and stockholders' equity | <u>\$ 24,829</u> | <u>\$ 28,989</u> | <u>\$ 26,729</u> |

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

| | Three Months Ended | | | Nine Months Ended | |
|---|-----------------------|-------------------|-----------------------|-----------------------|--------------------|
| | September 30, 2023 | June 30, 2023 | September 30, 2022 | September 30, 2023 | 2022 |
| Revenue | \$ — | \$ — | \$ 2 | \$ — | \$ 377 |
| Cost of revenue | — | — | — | — | (81) |
| Gross margin | — | — | 2 | — | 296 |
| Operating expenses | | | | | |
| Research and development | 3,305 | 3,192 | 2,743 | 9,533 | 7,515 |
| General and administrative | 1,683 | 1,775 | 1,567 | 5,200 | 4,882 |
| Selling and marketing | 365 | 393 | 347 | 1,147 | 1,019 |
| Total operating expenses | <u>5,353</u> | <u>5,360</u> | <u>4,657</u> | <u>15,880</u> | <u>13,416</u> |
| Loss from operations | (5,353) | (5,360) | (4,655) | (15,880) | (13,120) |
| Other income (expense) | | | | | |
| Interest income | 177 | 152 | 113 | 528 | 151 |
| Accretion income | 112 | 107 | — | 221 | — |
| Interest expense | (47) | (51) | (60) | (151) | (200) |
| Other income (expense), net | 72 | — | 72 | — | — |
| Total other income (expense), net | <u>314</u> | <u>208</u> | <u>53</u> | <u>670</u> | <u>(49)</u> |
| Net loss | <u>\$ (5,039)</u> | <u>\$ (5,152)</u> | <u>\$ (4,602)</u> | <u>\$ (15,210)</u> | <u>\$ (13,169)</u> |
| Net loss per common share, basic and diluted | <u>\$ (0.20)</u> | <u>\$ (0.21)</u> | <u>\$ (0.20)</u> | <u>\$ (0.62)</u> | <u>\$ (0.57)</u> |
| Weighted average number of common shares outstanding, basic and diluted | <u>25,255</u> | <u>24,677</u> | <u>23,294</u> | <u>24,536</u> | <u>23,029</u> |

Atomera Incorporated
Reconciliation to Non-GAAP EBITDA
(Unaudited)

| | Three Months Ended | | | Nine Months Ended | |
|-------------------------------|-------------------------------------|--------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | September 30, 2023 | June 30, 2023 | September 30, 2022 | September 30, 2023 | September 30, 2022 |
| Net loss (GAAP) | \$ (5,039) | \$ (5,152) | \$ (4,602) | \$ (15,210) | \$ (13,169) |
| Depreciation and amortization | 20 | 20 | 19 | 60 | 58 |
| Stock-based compensation | 1,041 | 1,030 | 889 | 2,998 | 2,474 |
| Interest income | (177) | (152) | (113) | (528) | (151) |
| Accretion income | (112) | (107) | – | (221) | – |
| Interest expense | 47 | 51 | 60 | 151 | 200 |
| Other (income) expense, net | (72) | – | – | (72) | – |
| Net loss non-GAAP EBITDA | <u>\$ (4,292)</u> | <u>\$ (4,310)</u> | <u>\$ (3,747)</u> | <u>\$ (12,822)</u> | <u>\$ (10,588)</u> |

Investor Contact:

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(415) 894-9633
investor@atomera.com



Safe Harbor



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 disclosed in the section "Risk Factors" included in our Annual Report on Form 10-K filed with the SEC on February 15, 2023 (the "Annual Report") Quarterly Report on Form 10-Q filed with the SEC on November 1, 2023. 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 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.

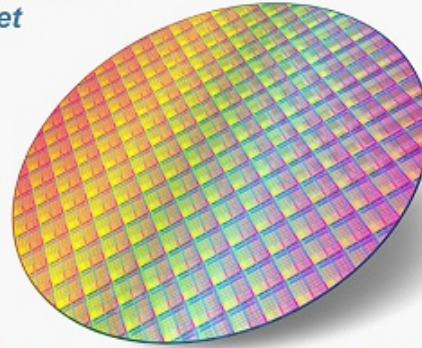
Mears Silicon Technology (MST®)

Quantum Engineered Materials



Transistor enhancement technology for the \$550B semiconductor market

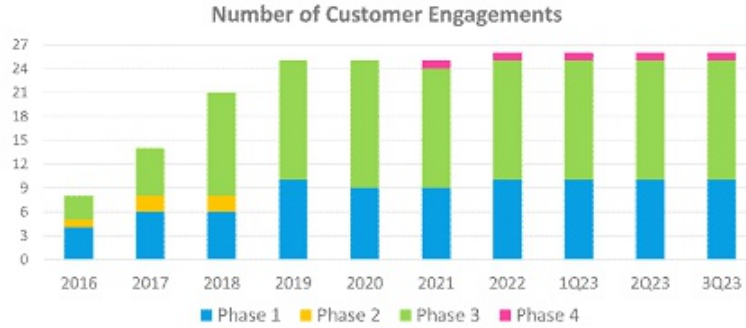
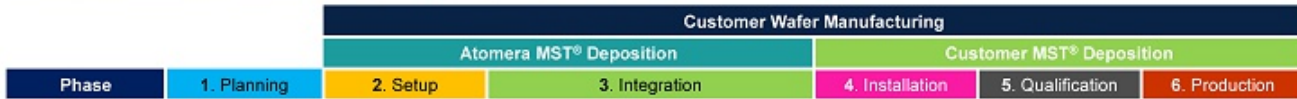
High Leverage IP Licensing Business Model



Top Tier Management Team

Strong, Growing and Defensible Patent Portfolio

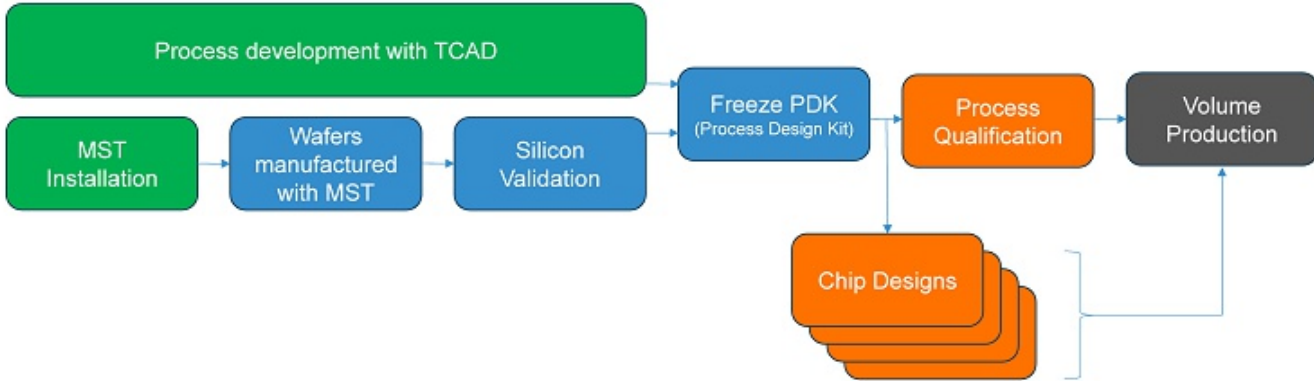
Customer Pipeline



• 10 of the top 20 (IC Insights, McClean Report 2022)
 ^ End of year engagement count

- 20 customers, 26 engagements
- Working with 50% of the world's top semiconductor makers*

Productization cycle



MST technology focus areas



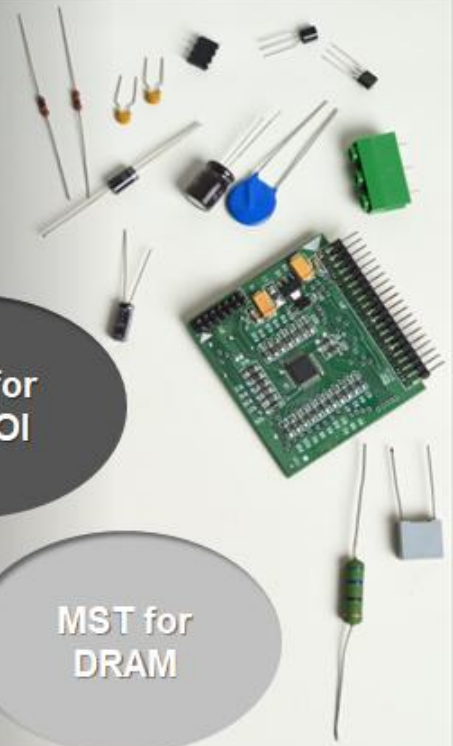
Atomera

MST-SP,
SPX

MST for
RF-SOI

MST for
Advanced
Nodes

MST for
DRAM



Financial Review



| | <i>Three Months Ended</i> | | |
|--|---------------------------|----------------------|---------------------------|
| | September 30, 2023 | June 30, 2023 | September 30, 2022 |
| <i>(S in thousands, except per-share data)</i> | | | |
| REVENUE | \$ - | \$ - | \$ 2 |
| Gross Profit | - | - | 2 |
| OPERATING EXPENSES | | | |
| Research & Development | 3,305 | 3,192 | 2,743 |
| General and Administration | 1,683 | 1,775 | 1,567 |
| Selling and Marketing | 365 | 393 | 347 |
| TOTAL OPERATING EXPENSES | 5,353 | 5,360 | 4,657 |
| OPERATING LOSS | (5,353) | (5,360) | (4,655) |
| Other Income (Expense) | 314 | 208 | 53 |
| NET LOSS | \$ (5,039) | \$ (5,152) | \$ (4,602) |
| Net Loss Per Share | \$ (0.20) | \$ (0.21) | \$ (0.20) |
| Weighted average shares outstanding | 25,255 | 24,677 | 23,294 |
| ADJUSTED EBITDA (NON-GAAP) | \$ (4,292) | \$ (4,310) | \$ (3,747) |
| ADJUSTED EBITDA PER SHARE | \$ (0.17) | \$ (0.17) | \$ (0.16) |
| <i>Balance Sheet Information</i> | | | |
| Cash, equivalents & ST investments | \$ 20,389 | \$ 23,835 | \$ 23,287 |
| Debt | - | - | - |

Mission Statement

*We collaborate with customers
to improve their products,
through integration of MST,
so that both companies
benefit financially*





atomera

Thank You