

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): March 7, 2017

**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))
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**Item 2.02 Results of Operations and Financial Condition**

On March 7, 2017, Atomera Incorporated issued a press release announcing its financial results for the three and twelve months ended December 31, 2016. We also conducted an earnings call over which we 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 exhibit 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 March 7, 2017 Atomera Incorporated

99.2 Investor presentation March 7, 2017 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**

March 7, 2017

By:           /s/ Francis B. Laurencio            
Francis B. Laurencio,  
Chief Financial Officer

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated March 7, 2017 Atomera Incorporated
99.2	Investor presentation March 7, 2017 Atomera Incorporated

## Atomera Incorporated Provides Fourth Quarter and Year-End Update

LOS GATOS, CA 03/07/17 Atomera Incorporated ("Atomera" or the "Company") (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 results for the fourth quarter and fiscal year ended December 31, 2016.

### Fourth Quarter Highlights

- Signed evaluation agreement with one new top-tier integrated device manufacturer and entered into the engagement and planning phase with four new prospective customers. Atomera's three earliest potential customers continue evaluation of MST<sup>®</sup>.
- Announced a collaboration with Synopsys, Inc., a leading provider of Technology Computer-Aided Design (TCAD) software tools, to integrate MST<sup>®</sup> into their Sentaurus TCAD models. This collaboration enables companies to model the integration of MST<sup>®</sup> into their semiconductor process which should shorten the time to adoption of Atomera's technology.
- Announced an R&D service agreement with specialty foundry TSI Semiconductors, enabling the Company to run internal wafer experiments resulting in significantly faster cycle times for developing MST<sup>®</sup> films and integrating them with new customers.

### Management Commentary

"We are extremely pleased with our progress in 2016," commented Scott Bibaud, President and CEO. "Our level of customer activity has never been stronger or broader than it is currently. We are now in various phases of engagement with over 30% of the top semiconductor companies in the world. During the last quarter, we have taken major steps toward accelerating our internal MST<sup>®</sup> development, shortening customer evaluation time for our revolutionary technology, and our very strong cash position affords us runway to continue investing in our technology and developing our business for the long term," added Mr. Bibaud.

### Fourth Quarter and Year-End Financial Results

During the fourth quarter of 2016, the Company incurred a net loss of \$3.4 million, or (\$0.28) per share, compared to a net loss of \$4.1 million, or (\$3.08) per share, for the fourth quarter of 2015. Adjusted EBITDA (a non-GAAP financial measure) in the fourth quarter of 2016 was a loss of \$2.1 million compared to an adjusted EBITDA loss of \$1.4 million in the fourth quarter of 2015.

Net loss for the year ended December 31, 2016 was \$12.6 million, or (\$2.22) per share, compared to a net loss of \$9.5 million, or (\$7.55) per share in the year ended December 31, 2015. Adjusted EBITDA for the year ended December 31, 2016 was a loss of \$7.5 million compared to an adjusted EBITDA loss of \$5.1 million in 2015.

The Company had \$26.7 million in cash and cash equivalents as of December 31, 2016, compared to \$3.2 million as of December 31, 2015.

The total number of shares outstanding was 12,024,564 as of December 31, 2016.

## **2016 Year-End and Fourth Quarter Conference Call and Webcast**

Atomera will host a conference call to discuss its financial results and recent progress. Date: Tuesday, March 7, 2017

Time: 1:30 p.m. PT (4:30 p.m. ET)

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

Replay: Available until March 14, 2017; 855-859-2056 (domestic); +1(404) 537-3406 (international); passcode 65012959.

Webcast: Accessible at [www.atomera.com](http://www.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, taxes, depreciation, amortization, stock-based 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 non-GAAP 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<sup>®</sup>”), which increases performance and power efficiency in semiconductor transistors. MST<sup>®</sup> 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.

### **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<sup>®</sup> 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 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 pre-revenue 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<sup>®</sup> technology; (3) our ability to protect our proprietary technology, trade secrets and know-how, and (4) those other risks disclosed in the section “Risk Factors” included in our final prospectus dated August 5, 2016 filed with the SEC on August 8, 2016. 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.

**Atomera Incorporated**  
**Condensed Balance Sheets**  
(in thousands)

	<b>December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 26,718	\$ 3,197
Restricted investment	–	15
Prepaid expenses and other current assets	96	48
Total current assets	26,814	3,260
Property and equipment, net	28	15
Deferred offering costs	–	145
Security deposit	37	–
	28	160
<b>Total assets</b>	<b>\$ 26,879</b>	<b>\$ 3,420</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)</b>		
Current liabilities:		
Accounts payable	\$ 353	\$ 301
Accrued expenses	168	131
Accrued payroll related expenses	510	14
Senior secured convertible promissory notes payable, net	–	16,095
Total liabilities	1,031	16,541
Commitments and contingencies	–	–
Stockholders' equity (deficiency):		
Preferred stock, \$0.001 par value, authorized 2,500 shares; none issued and outstanding at December 31, 2016 and 2015	–	–
Common stock, \$0.001 par value, authorized 47,500 shares; 12,025 shares issued and outstanding at December 31, 2016 and 1,617 issued and outstanding as of December 31, 2015	12	2
Additional paid-in capital	121,833	70,452
Subscription receivable	–	(188)
Accumulated deficit	(95,997)	(83,387)
Total stockholders' equity (deficiency)	25,848	(13,121)
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 26,879</b>	<b>\$ 3,420</b>

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

	Three Months ended December 31, (unaudited)		Twelve Months ended December 31,	
	2016	2015	2016	2015
Operating Expenses:				
Research and development	\$ 1,236	\$ 492	\$ 3,993	\$ 2,022
General and administrative	1,736	960	5,105	3,441
Selling and marketing	462	18	901	36
Total operating expenses	<u>\$ 3,434</u>	<u>\$ 1,470</u>	<u>\$ 9,999</u>	<u>\$ 5,499</u>
Loss from operations	(3,434)	(1,470)	(9,999)	(5,499)
Other income/(expense):				
Interest income	21	–	29	5
Interest expense	–	(567)	(2,640)	(1,930)
Loss on settlement of options and warrants	–	(2,089)	–	(2,089)
Total other expense, net	<u>21</u>	<u>(2,656)</u>	<u>(2,611)</u>	<u>(4,014)</u>
Net loss:	<u>\$ (3,413)</u>	<u>\$ (4,126)</u>	<u>\$ (12,610)</u>	<u>\$ (9,513)</u>
Net loss per common share, basic and diluted	<u>\$ (0.28)</u>	<u>\$ (3.08)</u>	<u>\$ (2.22)</u>	<u>\$ (7.55)</u>
Weighted average number of common shares outstanding, basic and diluted	<u>12,025</u>	<u>1,338</u>	<u>5,682</u>	<u>1,260</u>



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

	<b>Three Months ended December 31,</b>		<b>Twelve Months ended December 31,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net loss (GAAP):	\$ (3,413)	\$ (4,126)	\$ (12,610)	\$ (9,513)
Add (subtract) the following items:				
Interest income	(21)	–	(29)	(5)
Interest expense	–	567	2,640	1,930
Depreciation and amortization	5	3	15	10
Loss on settlement of options & warrants	–	2,089	–	2,089
Stock-based compensation	1,328	57	2,468	431
Adjusted EBITDA (non-GAAP)	<u>\$ (2,101)</u>	<u>\$ (1,410)</u>	<u>\$ (7,516)</u>	<u>\$ (5,058)</u>



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## Q4 2016 Conference Call

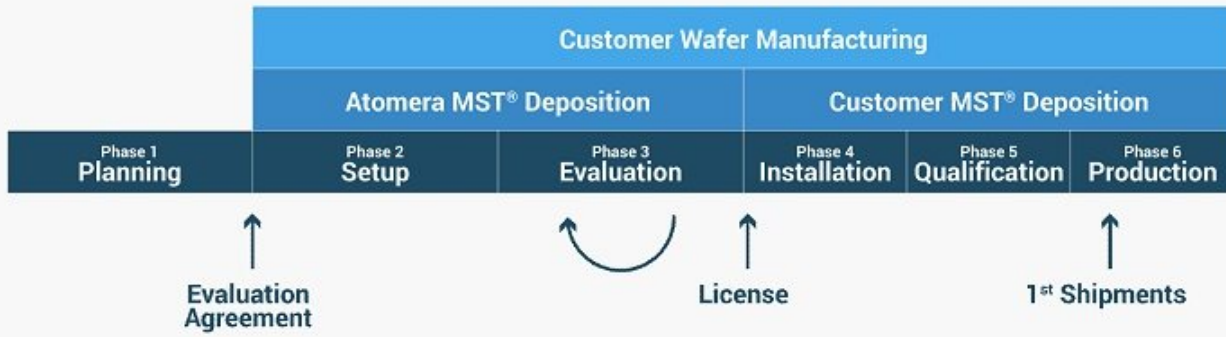
March 7, 2017

# 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 final prospectus dated August 5, 2016 filed with the SEC on August 8, 2016 (the “IPO Prospectus”). 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 IPO Prospectus and its Quarterly Report on Form 10Q for the quarter ended September 30, 2016, 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.

# Customer Engagement Phases



# Customer Progress



## At IPO:

- 3 customers in evaluation

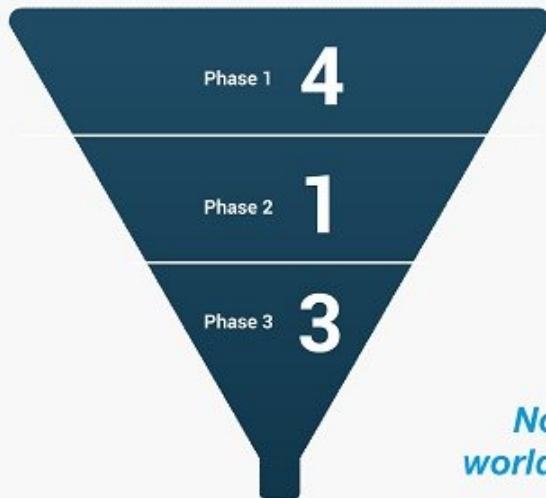
# Customer Progress



## Q3 Earnings:

- 2 new NDA's
- 1 customer in planning phase
- 3 customers in evaluation
- Customer interest increasing

# Customer Progress



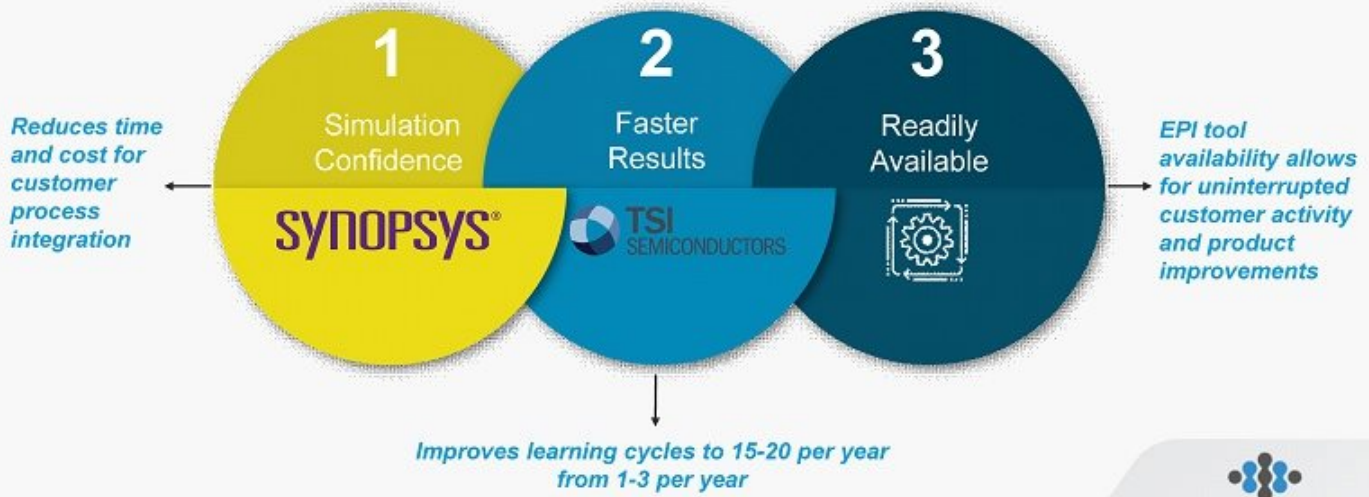
## Q4 Earnings:

- 5 new NDA's
- 4 customers in planning phase
- 1 new evaluation agreement
  - Entered into setup phase
- 3 customers in evaluation
- Time from interest to engagement improving

*Now engaged with 30% of the world's top semiconductor makers\**

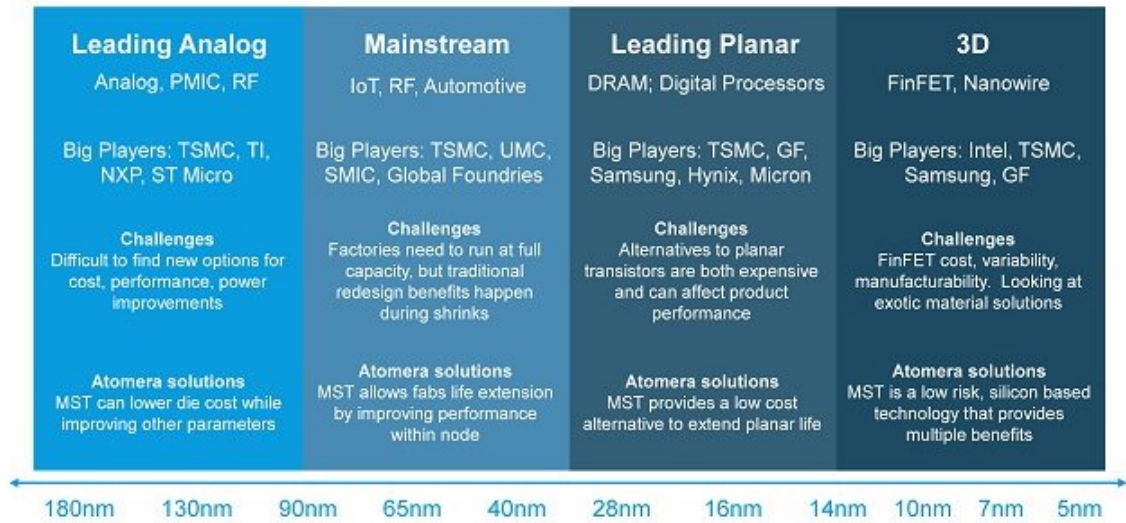


# Shortening Time to Revenue

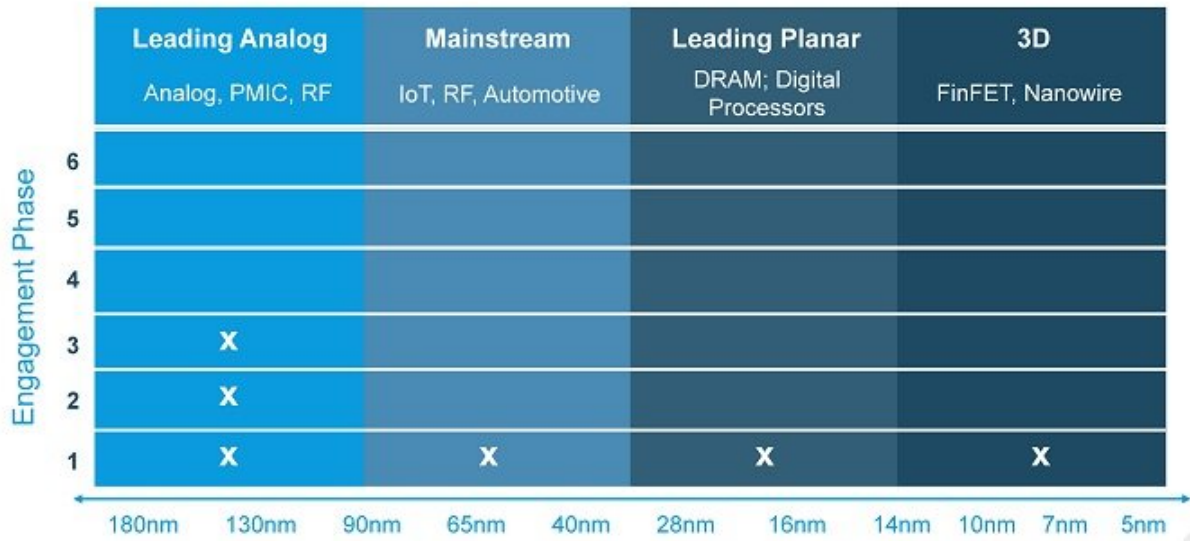




# Market Segment Strategies



# Market Segment & Customer Engagement Status



# Financials

	Quarterly Results		Annual Results	
	Q4 2016	Q4 2015	2016	2015
Operating Expense	(\$3.4M)	(\$1.5M)	\$(10.0M)	(\$5.5M)
Net Loss	(\$3.4M)	(\$4.1M)	\$(12.6M)	(\$9.5M)
Loss Per Share	(\$0.28)	(\$3.08)	(\$2.22)	(\$7.55)
Adjusted EBITDA (Non-GAAP)*	(\$2.1M)	(\$1.4M)	(\$7.5M)	(\$5.1M)
<b>Reconciliation between GAAP &amp; Non-GAAP</b>				
Interest Expense	-	\$0.6M	\$2.6M	\$1.9M
Loss on warrant & option exchange	-	\$2.1M	-	\$2.1M
Stock-based compensation	\$1.3M	\$0.1M	\$2.5M	\$0.4M
Total Adjustments	\$1.3M	\$2.7M	\$5.1M	\$4.4M
Cash at December, 2016	\$26.7M			
Cash consumed Q4 2016	\$1.5M			
Shares outstanding	12,024,564			

\* For a full reconciliation of GAAP and non-GAAP results, please see our press release issued March 7, 2017. Totals may be slightly affected by rounding.