

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): February 10, 2021

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 Capital 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 February 10, 2021, Atomera Incorporated issued a press release announcing its financial results for the three and twelve months ended December 31, 2020. 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:

- 99.1 [Press release dated February 10, 2021 Atomera Incorporated](#)
- 99.2 [Investor presentation dated February 10, 2021 Atomera Incorporated](#)

**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: February 10, 2021

*/s/ Francis B. Laurencio*

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Francis B. Laurencio,  
Chief Financial Officer



## Atomera Provides Fourth Quarter and Fiscal 2020 Results

LOS GATOS, Calif. Feb. 10, 2021 Atomera Incorporated (NASDAQ: ATOM), a semiconductor materials and technology licensing company, today provided a corporate update and announced financial results for the fourth quarter and fiscal year ended December 31, 2020.

### Recent Company Highlights

- Executed Joint Development Agreement with a market leading semiconductor company
- Strengthened balance sheet by completing \$25 million at-the-market equity offering
- Announced availability of MSTcad V1.0 for modeling semiconductor device improvements with MST

### Management Commentary

“The JDA we recently announced marks a major milestone for Atomera, including a manufacturing license which will enable our customer to deposit MST film on its wafers in its own fab positioning them for fast integration and transition to production. Our release of MSTcad V1.0 simplifies customer evaluation of MST, which should extend our reach to new customers and technologies and shorten time to revenue” said Scott Bibaud, President and CEO. “With our strong balance sheet and foundational improvements to our business, we believe we are starting 2021 in the strongest position in Atomera history.”

### Financial Results

During the fourth quarter of 2020, revenue was \$0, compared with \$138,000 in the fourth quarter of 2019. The Company incurred a net loss of (\$3.9) million, or (\$0.19) per basic and diluted share in the fourth quarter of 2020, compared to a net loss of (\$3.0) million, or (\$0.18) per basic and diluted share, for the fourth quarter of 2019. Adjusted EBITDA (a non-GAAP financial measure) in the fourth quarter of 2020 was a loss of (\$3.0) million compared to an adjusted EBITDA loss of (\$2.4) million in the fourth quarter of 2019.

For fiscal year 2020, revenue was \$62,000, compared with \$533,000 in fiscal 2019. Net loss was (\$14.6) million, or (\$0.79) per basic and diluted share for fiscal 2020, compared to (\$13.3) million, or (\$0.84) per basic and diluted share in fiscal 2019. Adjusted EBITDA for fiscal 2020 was a loss of (\$11.7) million compared to an adjusted EBITDA loss of (\$10.7) million in fiscal 2019.

The Company had \$37.9 million in cash and cash equivalents as of December 31, 2020, compared to \$14.9 million as of December 31, 2019. The Company completed an at-the-market equity offering on January 5, 2021, raising net proceeds (after commission and expenses) of \$24.2 million through the sale of 2,221,575 shares at an average price of \$11.25 per share between September 2, 2020 and January 5, 2021.

The total number of shares outstanding was 22.4 million as of December 31, 2020.

### Fourth Quarter and Fiscal Year 2020 Results Webinar

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

Date: Wednesday, Feb. 10, 2021

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](http://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 or entered into a definitive royalty-based manufacturing and distribution license agreement with regard to our MST technology, thus subjecting us to all of the risks inherent in an early-stage enterprise; (2) risks related our ability to successfully complete the milestones in our joint development agreement or, even if successfully completed,

to reach a commercial distribution license with our JDA customer; (3) risks related to our ability to advance the licensing arrangements with our initial integration licensees, Asahi Kasei Microdevices, STM Microelectronics and our fabless licensee, to royalty-based manufacturing and distribution licenses or our ability to add other licensees; (4) 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; (5) our ability to protect our proprietary technology, trade secrets and know-how and (6) those other risks disclosed in the section "Risk Factors" included in our Prospectus Supplement filed with the SEC on September 2, 2020. 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**  
**Balance Sheets**  
(in thousands, except per share data)

	December 31, 2020 (Unaudited)	December 31, 2019
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 37,942	\$ 14,871
Prepaid expenses and other current assets	132	132
Total current assets	<u>38,074</u>	<u>15,003</u>
Property and equipment, net	153	63
Operating lease right-of-use asset	705	161
Long-term prepaid rent	450	–
Security deposit	13	13
<b>Total assets</b>	<u>\$ 39,395</u>	<u>\$ 15,240</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 442	\$ 315
Accrued expenses	211	145
Accrued payroll related expenses	705	819
Current operating lease liability	90	152
Deferred revenue	–	37
Total current liabilities	<u>1,448</u>	<u>1,468</u>
Long term operating lease liability	<u>602</u>	<u>–</u>
<b>Total liabilities</b>	2,050	1,468
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value, authorized 2,500 shares; none issued and outstanding at December 31, 2020 and December 31, 2019.	–	–
Common stock, \$0.001 par value, authorized 47,500 shares; 22,375 and 17,117 shares issued and outstanding at December 31, 2020 and December 31, 2019, respectively.	22	17
Additional paid-in capital	187,463	149,017
Accumulated deficit	(150,140)	(135,262)
Total stockholders' equity	<u>37,345</u>	<u>13,772</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 39,395</u>	<u>\$ 15,240</u>

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

	Three Months ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	\$ —	\$ 138	\$ 62	\$ 533
Cost of revenue	—	(29)	(13)	(253)
Gross margin	—	109	49	280
Operating expenses				
Research and development	2,227	1,818	8,424	7,748
General and administrative	1,377	1,155	5,624	5,203
Selling and marketing	273	242	921	954
Total operating expenses	3,877	3,215	14,969	13,905
Loss from operations	(3,877)	(3,106)	(14,920)	(13,625)
Other income				
Interest income	1	60	42	325
Total other income	1	60	42	325
Net loss	\$ (3,876)	\$ (3,046)	\$ (14,878)	\$ (13,300)
Net loss per common share, basic and diluted	\$ (0.19)	\$ (0.18)	\$ (0.79)	\$ (0.84)
Weighted average number of common shares outstanding, basic and diluted	20,908	16,606	18,752	15,852

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

	Three Months Ended December 31,		Year Ended December 31,	
	2020	2019	2020	2019
Net loss (GAAP)	\$ (3,876)	\$ (3,046)	\$ (14,878)	\$ (13,300)
Add (subtract) the following items:				
Interest income	(1)	(60)	(42)	(325)
Depreciation and amortization	9	11	41	44
Warrant modification	2	–	141	–
Stock-based compensation	817	649	3,041	2,929
Adjusted EBITDA (non-GAAP)	<u>\$ (3,049)</u>	<u>\$ (2,446)</u>	<u>\$ (11,697)</u>	<u>\$ (10,652)</u>

**Investor Contact:**  
Bishop IR  
Mike Bishop  
(415) 894-9633  
investor@atomera.com



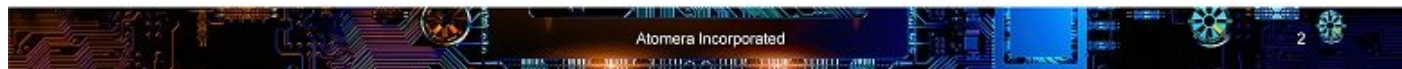
The image features a futuristic, digital-themed background with glowing blue and white light trails, grid patterns, and particle effects. In the center, the Atomera logo is displayed, consisting of a stylized cluster of blue and grey dots. Below the logo, the word "atomera" is written in a lowercase, sans-serif font. Underneath the company name, the text "Q4 2020 Conference Call" is prominently displayed in a large, white, sans-serif font. Below this, the date "February 10, 2021" is written in a smaller, white, sans-serif font. At the bottom of the slide, the text "Atomera Incorporated" is visible on the left and the number "1" is on the right, both in a small, white font.

# 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 Prospectus Supplement filed pursuant to Rule 424(b)(5) with the SEC on September 2, 2020. 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 Prospectus Supplement, 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®)

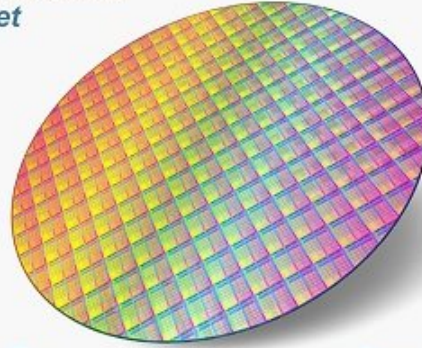
Quantum Engineered Materials



atomera

Transistor enhancement technology for the \$450B semiconductor market

High Leverage IP Licensing Business Model



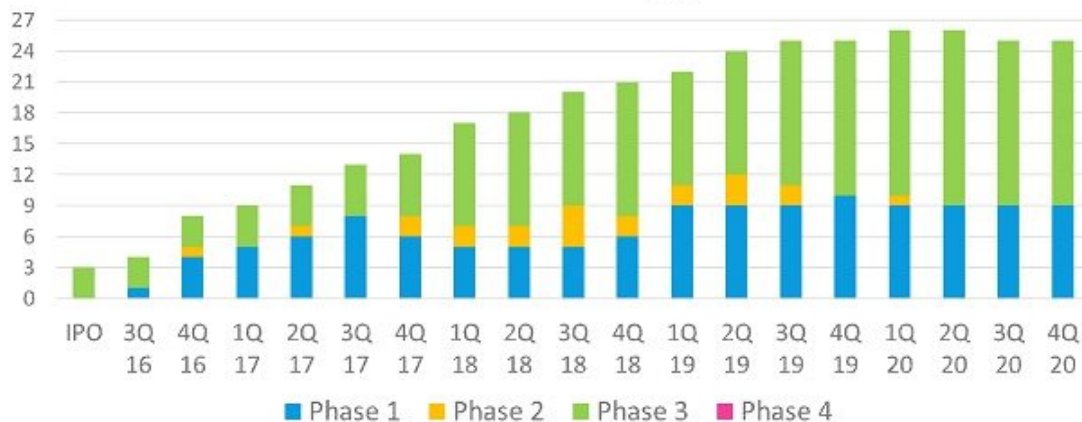
Top Tier Management Team

Strong, Growing and Defensible Patent Portfolio

# Customer Pipeline



## Number of Customer Engagements



- 19 customers, 25 engagements
- Working with 50% of the world's top semiconductor makers\*

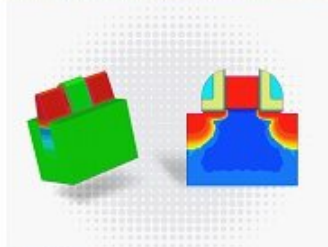
\* At least 10 of the top 20 (IC Insights, McClean Report 2021)



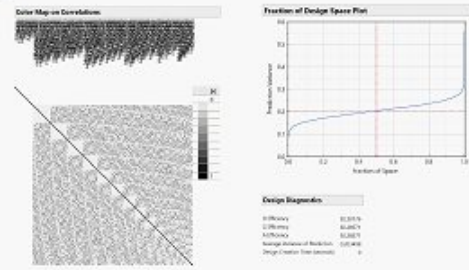


- ▶ Advantages of joint development
  - Atomera and customer engineers aligned on common goal
  - Customer “resident expert” team develops expertise on Atomera technology
  - Resident experts become natural advocates
- ▶ First JDA signed with market leading semiconductor company
  - Includes a manufacturing license, putting them in Phase 4
  - Upon completion, MST can more easily be adopted by business units
  - Each business unit is an incremental licensing opportunity

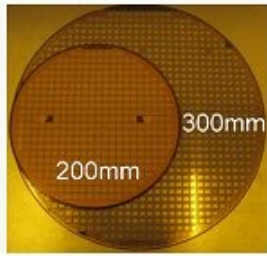
- ▶ Leading semiconductor companies use TCAD to model manufacturing processes
- ▶ MSTcad is an add-on for MST
- ▶ MSTcad can optimize complex statistical experiments to assess impact of multiple manufacturing options
- ▶ Lowers cost of MST evaluation
- ▶ Accelerates time to successful results by customers



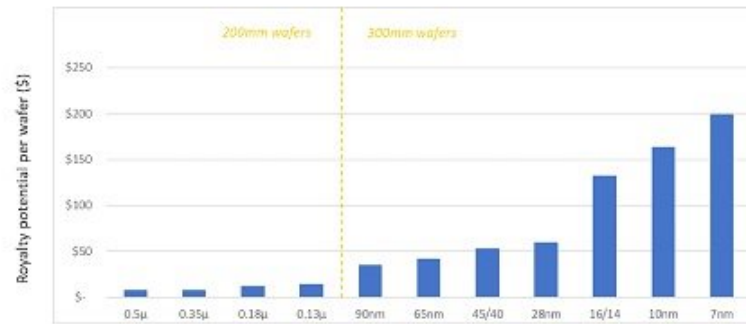
## Design Evaluation



# Epi deposition tool



**300mm Epi Deposition Tool**

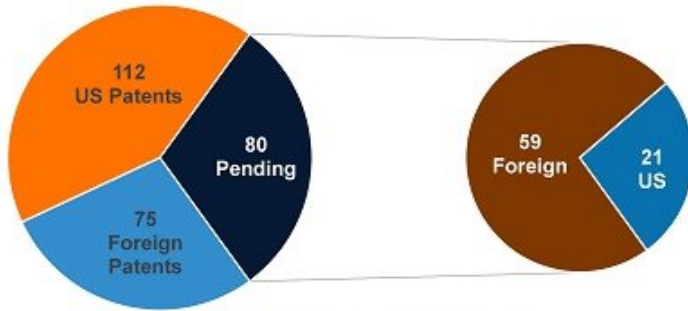


Source: The McClean Report - 2019

# Patent Portfolio – 17% increase YoY



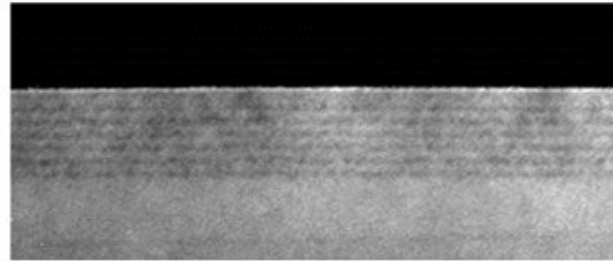
## 269 Patents Granted and Pending



Core MST Method and Device  
MST Enabled Devices/Architecture  
Next-Gen Architectures using MST

## Discoverable

These distinctive layers are visible on products using MST



**Extensive know-how**  
Extends life and value of patents



# Financial Review



	FY 2019	Q1 '20	Q2 '20	Q3 '20	Q4 '20	FY 2020
<b>GAAP Results</b>						
Revenue	\$0.53M	\$0.06M	\$ -	\$ -	\$ -	\$0.06M
Gross Profit	\$0.28M	\$0.05M	\$ -	\$ -	\$ -	\$0.05M
Operating Expense						
R&D	\$7.7	\$2.1M	\$2.1M	\$2.0M	\$2.2M	\$8.4M
G&A	\$5.2	\$1.4M	\$1.5M	\$1.3M	\$1.4M	\$5.6M
S&M	\$1.0	\$0.2M	\$0.2M	\$0.2M	\$0.3M	\$0.9M
Total Operating Expense	\$13.9M	\$3.7M	\$3.8M	\$3.6M	\$3.9M	\$15.0M
Net Loss	(\$13.3M)	(\$3.6M)	(\$3.8M)	(\$3.6M)	(\$3.9M)	(\$14.9M)
Loss Per Share	(\$0.84)	(\$0.22)	(\$0.21)	(\$0.19)	(\$0.19)	(\$0.79)
<b>Reconciliation between GAAP &amp; Non-GAAP</b>						
Net Loss (GAAP)	(\$13.3M)	(\$3.6M)	(\$3.8M)	(\$3.6M)	(\$3.9M)	(\$14.9M)
Stock-Based Compensation	\$2.9M	\$0.6M	\$0.8M	\$0.8M	\$0.8M	\$3.0M
Warrant Modification	-	\$0.1M	-	-	-	\$0.1M
Other income (expense)	(\$0.3M)	-	-	-	-	\$0.1M
Adjusted EBITDA (Non-GAAP)*	(\$10.7M)	(\$2.9M)	(\$3.0M)	(\$2.7M)	(\$3.0M)	(\$11.7M)

\* Adjusted EBITDA is a non-GAAP financial measure. A full reconciliation of GAAP and non-GAAP results is contained in our press release. Some totals reflect rounding



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Thank You