

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): April 28, 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 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 April 28, 2021, Atomera Incorporated issued a press release announcing its financial results for the three months ended March 31, 2021. 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 April 28, 2021 Atomera Incorporated](#)
- 99.2 [Investor presentation dated April 28, 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: April 28, 2021

/s/ Francis B. Laurencio

Francis B. Laurencio,
Chief Financial Officer



Atomera Provides First Quarter 2021 Results
Recognizes Revenue from JDA Customer

LOS GATOS, Calif. -- April 28, 2021 -- Atomera Incorporated (NASDAQ: ATOM), a semiconductor materials and technology licensing company, today provided a corporate update and announced financial results for the first quarter ended March 31, 2021.

Recent Company Highlights

- Recognized revenue from Phase 4 manufacturing license of MST technology
- Appointed Sudarsan Srinivasan as Vice President of Engineering
- Positioned MST as potential solution to industry's long-term capacity issues

Management Commentary

"This quarter we reached another major milestone in our efforts to drive commercial adoption of MST by delivering Atomera's MST film recipe to our JDA customer, granting them our first manufacturing license to deposit MST film in their fab using their own tools. Working together with our customer, we look forward to proving the benefit of MST in a real-world semiconductor manufacturing environment," said Scott Bibaud, President and CEO. "We also augmented our senior leadership team with our recent hire of Sudarsan Srinivasan as our new Vice President of Engineering, who will help drive the commercialization of MST. Sudarsan was most recently with Applied Materials where he led the customer applications technology group. His guidance will be appreciated as we respond to new MST opportunities arising out of current industry production capacity issues."

Financial Results

During the first quarter of 2021, revenue was \$400,000, compared with \$62,000 in the first quarter of 2020. The Company incurred a net loss of (\$3.6) million, or (\$0.16) per basic and diluted share in the first quarter of 2020, compared to a net loss of (\$3.6) million, or (\$0.22) per basic and diluted share, for the first quarter of 2020. Adjusted EBITDA (a non-GAAP financial measure) in the first quarter of 2021 was a loss of (\$2.9) million compared to an adjusted EBITDA loss of (\$2.9) million in the first quarter of 2020.

The Company had \$36.7 million in cash and cash equivalents as of March 31, 2021, compared to \$37.9 million as of December 31, 2020.

The total number of shares outstanding was 23.0 million as of March 31, 2021.

First Quarter 2021 Results Webinar

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

Date: Wednesday, Apr. 28, 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

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, ST 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 Annual Report on Form 10-K filed with the SEC on February 19, 2021. 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)

	March 31, 2021	December 31, 2020
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 36,738	\$ 37,942
Accounts receivable, net	66	–
Prepaid expenses and other current assets	811	132
Total current assets	37,615	38,074
Property and equipment, net	164	153
Operating lease right-of-use asset	1,046	705
Long-term prepaid rent	450	450
Security deposit	14	13
Total assets	\$ 39,289	\$ 39,395
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 508	\$ 442
Accrued expenses	196	211
Accrued payroll related expenses	288	705
Current operating lease liability	195	90
Total current liabilities	1,187	1,448
Long term operating lease liability	888	602
Total liabilities	2,075	2,050
Commitments and contingencies		
Stockholders' equity:		
Preferred stock \$0.001 par value, authorized 2,500 shares; none issued and outstanding at March 31, 2021 and December 31, 2020	–	–
Common stock: \$0.001 par value, authorized 47,500 shares; 23,073 and 20,971 shares issued March 31, 2021 and December 31, 2020, respectively; 23,027 and 20,971 shares outstanding at March 31, 2021 and December 31, 2020, respectively	23	22
Additional paid-in capital	190,951	187,463
Accumulated deficit	(153,760)	(150,140)
Total stockholders' equity	37,214	37,345
Total liabilities and stockholders' equity	\$ 39,289	\$ 39,395

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

	Three Months ended	
	March 31,	
	2021	2020
Revenue	\$ 400	\$ 62
Cost of revenue	—	(13)
Gross margin	400	49
Operating expenses		
Research and development	2,229	2,062
General and administrative	1,513	1,445
Selling and marketing	266	225
Total operating expenses	4,008	3,732
Loss from operations	(3,608)	(3,683)
Other income		
Interest income	2	38
Total other income, net	2	38
Net loss before taxes	(3,606)	(3,645)
Provision for income taxes	14	—
Net loss	\$ (3,620)	\$ (3,645)
Net loss per common share, basic and diluted	\$ (0.16)	\$ (0.22)
Weighted average number of common shares outstanding, basic and diluted	22,090	16,760

Atomera Incorporated
Reconciliation to Non-GAAP EBITDA
(Unaudited)

	Three Months ended	
	March 31,	
	2021	2020
Net loss (GAAP)		
Add (subtract) the following items:	\$ (3,620)	\$ (3,645)
Interest income	(2)	(38)
Provision for income taxes	14	—
Depreciation and amortization	13	10
Warrant modification	—	139
Stock based compensation	731	629
Adjusted EBITDA (non-GAAP)	\$ (2,864)	\$ (2,905)

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

The image is a promotional graphic for an Atomera conference call. It features a dark blue background with a futuristic, digital aesthetic. The background is filled with glowing blue and white light trails, resembling data streams or fiber optic paths. 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 "Q1 2021 Conference Call" is prominently displayed in a large, white, sans-serif font. Below that, the date "April 28, 2021" is written in a smaller, white, sans-serif font. At the bottom center, the text "Atomera Incorporated" is visible in a very small font. In the bottom right corner, there is a small white number "1".

atomera

Q1 2021 Conference Call

April 28, 2021

Atomera Incorporated

1

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 19, 2021. 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®)

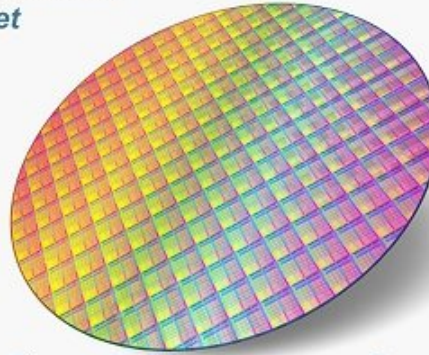
Quantum Engineered Materials



atomera

Transistor enhancement technology for the \$450B semiconductor market

High Leverage IP Licensing Business Model



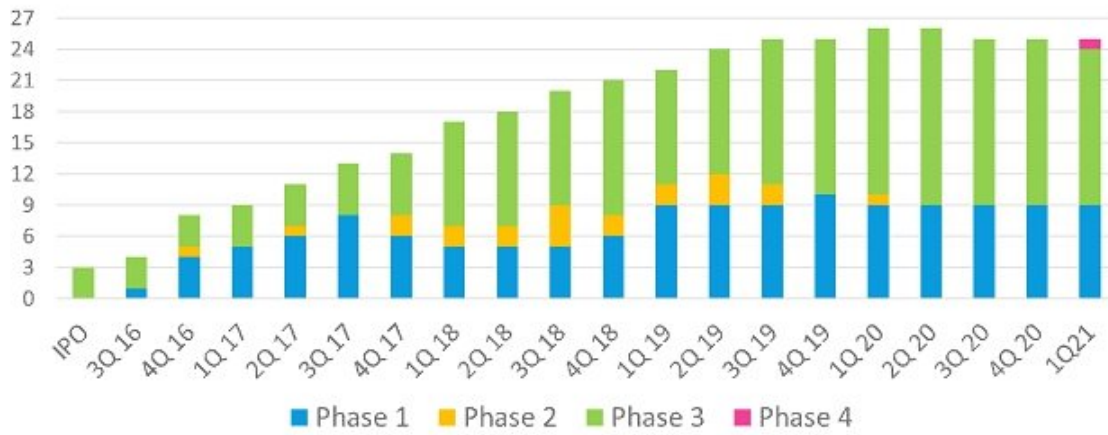
Top Tier Management Team

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*

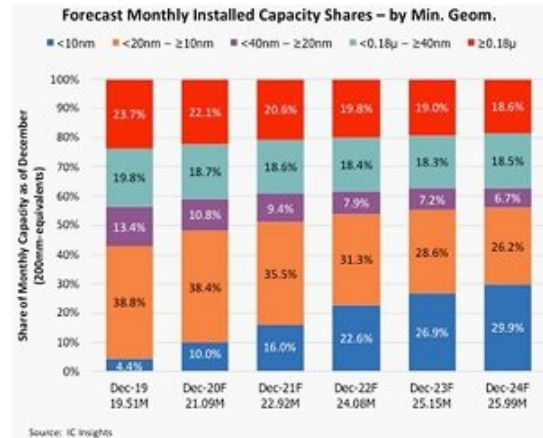
* At least 10 of the top 20 (IC Insights, McClean Report 2021)



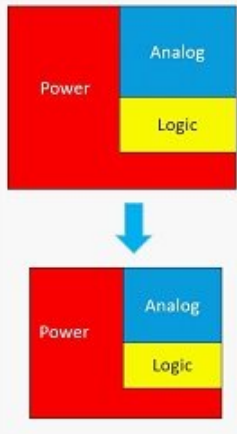
Capacity challenge and opportunity



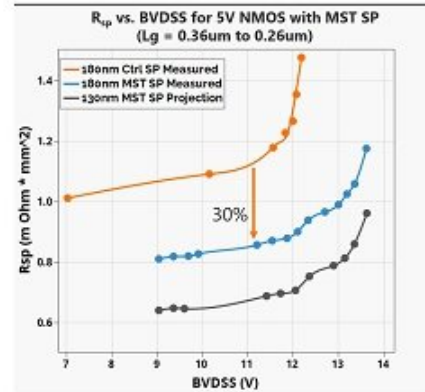
- ▶ **Chip shortages create challenge**
 - Shortages focused on legacy nodes
- ▶ **Legacy nodes made up 52% of production in 2020**
 - 41% at 40nm and below
 - 22% at 0.18u and below
- ▶ **MST provides an option to increase capacity in older production lines**



MST enables legacy capacity expansion



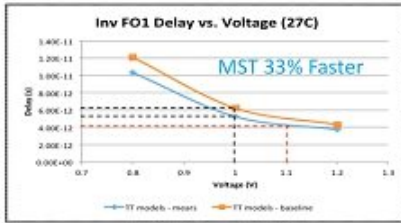
- ▶ **MST provides 30% performance advantage**
 - 0.13u analog design
 - MST vs control silicon
- ▶ **Enables a die shrink of 15-20%**
- ▶ **Smaller die mean more manufacturing capacity**
 - Without the cost of building an new fab



MST 28nm benefits



MST shows 30% higher performance



MST performance improvement due to:

- Higher electron mobility
- Improved gate oxide integrity enabling higher overdrive

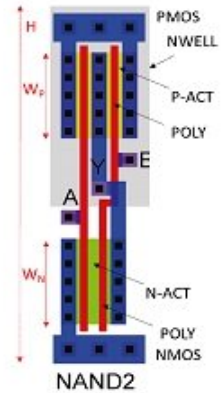
▶ Performance improvements due to MST can be traded for area reduction

▶ 28nm PDK SPICE model used to showcase:

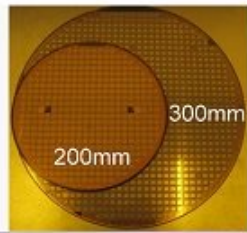
- Logic scaling with MST shows 22-25% area reduction
 - Using a NAND2 gate
- Analog scaling with MST shows up to 21% area reduction

▶ Implementation of MST on new 28nm designs can result in >20% more production capacity

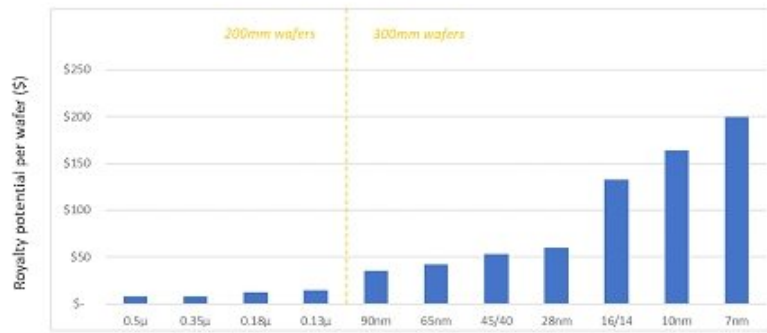
▶ Allows excellent economic benefits for the whole value chain



Epi deposition tool



300mm Epi Deposition Tool



Source: The McClean Report - 2019



Financial Review



	Q1 '20	Q2 '20	Q3 '20	Q4 '20	FY 2020	Q1 '21
GAAP Results						
Revenue	\$0.06M	\$ -	\$ -	\$ -	\$0.06M	\$0.4M
Gross Profit	\$0.05M	\$ -	\$ -	\$ -	\$0.05M	\$0.4M
Operating Expense						
R&D	\$2.1M	\$2.1M	\$2.0M	\$2.2M	\$8.4M	\$2.2M
G&A	\$1.4M	\$1.5M	\$1.3M	\$1.4M	\$5.6M	\$1.5
S&M	\$0.2M	\$0.2M	\$0.2M	\$0.3M	\$0.9M	\$0.3M
Total Operating Expense	\$3.7M	\$3.8M	\$3.6M	\$3.9M	\$15.0M	\$4.0M
Net Loss	(\$3.6M)	(\$3.8M)	(\$3.6M)	(\$3.9M)	(\$14.9M)	(\$3.6M)
Loss Per Share	(\$0.22)	(\$0.21)	(\$0.19)	(\$0.19)	(\$0.79)	(\$0.16)
Reconciliation between GAAP & Non-GAAP						
Net Loss (GAAP)	(\$3.6M)	(\$3.8M)	(\$3.6M)	(\$3.9M)	(\$14.9M)	(\$3.6M)
Stock-Based Compensation	\$0.6M	\$0.8M	\$0.8M	\$0.8M	\$3.0M	\$0.7M
Warrant Modification	\$0.1M	-	-	-	\$0.1M	-
Other income (expense)	-	-	-	-	\$0.1M	-
Adjusted EBITDA (Non-GAAP)*	(\$2.9M)	(\$3.0M)	(\$2.7M)	(\$3.0M)	(\$11.7M)	(\$2.9M)

*Adjusted EBITDA is a non-GAAP financial measure. A full reconciliation of GAAP and non-GAAP results is contained in our Q1 press release.

Mission Statement

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





atomera

Thank You