

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): May 22, 2020

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 8.01 Other Events.

On May 22, 2020, Atomera Incorporated issued a press release regarding the rescheduling of its 2020 Annual Stockholder Meeting. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information furnished with this Item 8.01, including Exhibit 99.1, shall not be deemed “filed” for 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, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits **Method Filing**

The following exhibit is furnished with this report:

99.1	Press release dated May 22, 2020	Filed electronically herewith
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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: May 22, 2020

/s/ Francis B. Laurencio

Francis B. Laurencio,
Chief Financial Officer

Atomera Announces New Date for Annual Meeting of Stockholders and Change to Virtual-Only Format

LOS GATOS, California, May 22, 2020 (GLOBE NEWSWIRE) – Atomera Incorporated (Nasdaq: ATOM) announced today the rescheduling of its 2020 Annual Meeting of Stockholders.

On April 1, 2020, Atomera filed with the SEC proxy materials for an Annual Meeting originally scheduled for May 7, 2020 and on April 27, 2020 announced the rescheduling of the Annual Meeting to May 26, 2020 due to the COVID-19 related restrictions set out in the California Proclamation of a State of Emergency and the Order of the Health Officer of the County of Santa Clara. Due to the continuing COVID-19 related restrictions on meetings and the conduct of non-essential business, Atomera has further rescheduled the Annual Meeting to July 30, 2020 and has changed to a virtual meeting format. As a result of this rescheduling, Atomera's Board of Directors has set a new record date as required under Delaware law.

"The extension of COVID-19-related restrictions, which we currently anticipate will remain in place until at least May 31, leave us with no choice but to reschedule our Annual Meeting a second time. Our Board assessed all available options to hold the meeting as close to the original date as possible, but balancing local restrictions due to the pandemic and the timing requirements under Delaware law and SEC rules dictate that July 30 is the earliest practicable date we can hold the meeting," said Scott Bibaud, President and CEO. "We look forward to our stockholders' participation at the meeting in the virtual format."

Atomera will be refiling with the SEC and distributing to stockholders of record revised proxy materials containing information about the rescheduled meeting, including instructions for attending the meeting and voting in the virtual format.

About Atomera Incorporated

Atomera Incorporated 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 nanoscaling 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 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 to our ability to advance the licensing arrangements with our initial integration licensees to royalty-based manufacturing and distribution licenses or our ability to add other licensees; (3) 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; (4) our ability to protect our proprietary technology, trade secrets and knowhow and (5) those other risks disclosed in the section "Risk Factors" included in our Annual Report on Form 10-K filed with the SEC on March 13, 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.

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