FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*]

Laurencio Francis

 (Last) (First) (Middle)

750 UNIVERSITY AVENUE, SUITE 280
 (Street)

LOS GATOS, CA 95032
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

Atomera Inc [ATMR]

 3. Date of Earliest Transaction (MM/DD/YYYY)

8/10/2016

 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 ____ Director   ____ 10% Owner
 X __ Officer (give title below)   ____ Other (specify below)
 See Remarks

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X _ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	$7.50	8/10/2016		A		173543		(1)	8/10/2026	Common Stock	173543	$0.00	173543	D	

Explanation of Responses:

(1) The initial vesting date of the options is the later of the one year anniversary of the date of the reporting person's employment or the completion of the Issuer's initial public offering. A portion of the options equal to the product of .25 times a fraction, the denominator of which is 12 and the numerator of which is the lesser of 12 and the number of 30-day periods, or portions thereof, or the variable number, between the date of the reporting person's employment and the initial vesting date of the options will vest on such date, with the remainder vesting in equal monthly installments over 48 months less the variable number.

Remarks:
The reporting person is the Chief Financial and Accounting Officer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laurencio Francis **750 UNIVERSITY AVENUE, SUITE 280** **LOS GATOS, CA 95032**			**See Remarks**	

Signatures

Francis Laurencio	**8/11/2016**
[**] Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*   If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).