

Edgar Filing: Energy Recovery, Inc. - Form 8-K

(Registrant's telephone number, including area code)

Not applicable

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On March 5, 2019, after nearly 24 years of distinguished service, Mr. Hans Peter Michelet notified the Board of Directors (the “Board”) of Energy Recovery, Inc. (the “Company”) that he intends to retire from the Board and as Chairman of the Board upon the completion of the current Board term, which ends at our 2019 Annual Meeting. Mr. Michelet has notified the Board that his decision to not seek re-election is not based on any disagreement with the Company. Mr. Robert Mao has been appointed as the Company’s next Chairman of the Board and will succeed Mr. Michelet upon his retirement.

Item 7.01 Regulation FD Disclosure

On March 8, 2019, the Company issued a press release announcing the appointment of Mr. Mao as Chairman of the Board. A copy of such press release relating to this appointment is attached hereto as Exhibit 99.1. The information in Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” 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, nor shall it be deemed subject to the requirements of amended Item 10 of Regulation S-K, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this Form 8-K.

**Exhibit
Number**

Description

99.1 Press Release by Energy Recovery, Inc., dated March 8, 2019

SIGNATURE

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.

Date: March 8, 2019

Energy Recovery, Inc.

By: /s/ William Yeung
William Yeung
General Counsel