

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

**SCHEDULE 13G**  
**(Amendment No. 3)**

**Under the Securities Exchange Act of 1934**

Energy Recovery, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title of Class of Securities)

29270J100

(CUSIP Number)

February 6, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  ZBI Equities, L.L.C.
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<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <span style="float: right;">(a) <input type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>
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<b>3</b>	SEC USE ONLY
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<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
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<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	SOLE VOTING POWER  0
	<b>6</b>	SHARED VOTING POWER  3,750,900
	<b>7</b>	SOLE DISPOSITIVE POWER  0
	<b>8</b>	SHARED DISPOSITIVE POWER  3,750,900

<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,750,900
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<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;"><input type="checkbox"/></span>
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.4%
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<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IA
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Ziff Brothers Investments, L.L.C.									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>									
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="1"> <tr> <td>5</td> <td>SOLE VOTING POWER 0</td> </tr> <tr> <td>6</td> <td>SHARED VOTING POWER 3,750,900</td> </tr> <tr> <td>7</td> <td>SOLE DISPOSITIVE POWER 0</td> </tr> <tr> <td>8</td> <td>SHARED DISPOSITIVE POWER 3,750,900</td> </tr> </table>	5	SOLE VOTING POWER 0	6	SHARED VOTING POWER 3,750,900	7	SOLE DISPOSITIVE POWER 0	8	SHARED DISPOSITIVE POWER 3,750,900
5	SOLE VOTING POWER 0									
6	SHARED VOTING POWER 3,750,900									
7	SOLE DISPOSITIVE POWER 0									
8	SHARED DISPOSITIVE POWER 3,750,900									
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,750,900									
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>									
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.4%									
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC									

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Samana Capital, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  3,750,900
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  3,750,900

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,750,900
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.4%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Morton Holdings, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  3,750,900
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  3,750,900

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,750,900
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.4%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Philip B. Korsant
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  3,750,900
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  3,750,900

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,750,900
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  7.4%
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN

**Item 1. (a) Name of Issuer**

Energy Recovery, Inc.

**Item 1. (b) Address of Issuer's Principal Executive Offices**

1717 Doolittle Drive  
San Leandro, CA 94577

**Item 2. (a) Name of Person Filing**

This Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")\*:

- (i) ZBI Equities, L.L.C. ("ZBIE");
- (ii) Ziff Brothers Investments, L.L.C. ("ZBI");
- (iii) Samana Capital, L.P. ("SC");
- (iv) Morton Holdings, Inc. ("MH"); and
- (v) Philip B. Korsant.

\* Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Schedule 13G is being filed on behalf of each of them.

**Item 2. (b) Address of Principal Business Office or, if None, Residence**

ZBI Equities, L.L.C.  
350 Park Avenue  
11th floor  
New York, NY 10022

Ziff Brothers Investments, L.L.C.  
350 Park Avenue  
11th floor  
New York, NY 10022

Samana Capital, L.P.  
35 Ocean Reef Drive  
Suite 142  
Key Largo, Florida 33037

Morton Holdings, Inc.  
35 Ocean Reef Drive  
Suite 142  
Key Largo, Florida 33037

Philip B. Korsant  
35 Ocean Reef Drive  
Suite 142  
Key Largo, Florida 33037

**Item 2. (c) Citizenship**

See Item 4 of the attached cover pages.

**Item 2. (d) Title of Class of Securities**

Common Stock, \$.001 Par Value Per Share (the "Common Stock")

**Item 2. (e) CUSIP Number**

29270J100

**Item 3.**

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

**Item 4. Ownership**

Item 4 is hereby amended and restated in its entirety as follows:

- (a) Amount beneficially owned:

See Item 9 of the attached cover pages.

- (b) Percent of class:

See Item 11 of the attached cover pages.

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

SC is the owner of record of the Common Stock reported herein. MH is the general partner of SC. On February 6, 2013, SC entered into an investment management agreement with ZBIE (the "IMA"), pursuant to which SC has granted ZBIE investment and voting control over the Common Stock reported herein. ZBIE is wholly-owned by ZBI. As a result thereof, each of ZBI and ZBIE may be deemed to beneficially own the Common Stock reported herein. In addition, each of MH and Philip B. Korsant may be deemed to beneficially own the Common Stock reported herein as a result of certain rights retained by SC under the IMA.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2013

ZBI EQUITIES, L.L.C.

By: /s/ David Gray

Name: David Gray  
Title: Vice President

ZIFF BROTHERS INVESTMENTS, L.L.C.

By: /s/ David Gray

Name: David Gray  
Title: Vice President

SAMANA CAPITAL, L.P.

By: Morton Holdings, Inc., its general partner

By: /s/ David Gray

Name: David Gray  
Title: Vice President

MORTON HOLDINGS, INC.

By: /s/ David Gray

Name: David Gray  
Title: Vice President

/s/ PHILIP B. KORSANT

Philip B. Korsant

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**EXHIBIT A**

The undersigned, ZBI Equities, L.L.C., a Delaware limited liability company, Ziff Brothers Investments, L.L.C., a Delaware limited liability company, Samana Capital, L.P., a Delaware limited partnership, Morton Holdings, Inc., a Delaware corporation, and Philip B. Korsant, hereby agree and acknowledge that the information required by this Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 14, 2013

ZBI EQUITIES, L.L.C.

By: /s/ David Gray  
Name: David Gray  
Title: Vice President

ZIFF BROTHERS INVESTMENTS, L.L.C.

By: /s/ David Gray  
Name: David Gray  
Title: Vice President

SAMANA CAPITAL, L.P.

By: Morton Holdings, Inc., its general partner

By: /s/ David Gray  
Name: David Gray  
Title: Vice President

MORTON HOLDINGS, INC.

By: /s/ David Gray  
Name: David Gray  
Title: Vice President

/s/ PHILIP B. KORSANT  
Philip B. Korsant