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

SCHEDULE 13G (Amendment No. 3)

Under the Securities Exchange Act of 1934

| (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) |
| □ Kuie 15u-1(0) |
| ■ 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). |

| CUSII | P No. 29270J100 | | | 13G | Page 2 of 11 Pages | | | | | |
|-------|---|---------|---------------------------|--------------------------|--------------------|---|--|--|--|--|
| | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | | | |
| | ZBI Equities, L.L.C. | | | | | | | | | |
| 2 | CHECK THE APPR | OPRIAT | TE BOX IF A MEMBER OF A C | GROUP (SEE INSTRUCTIONS) | (a) □ (b) □ | | | | | |
| 3 | SEC USE ONLY | | | | | | | | | |
| 4 | CITIZENSHIP OR I | PLACE (| OF ORGANIZATION | | | | | | | |
| | Delaware | | | | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POWER | | | | | | | |
| | SHARES | | 0 | | | | | | | |
| В | BENEFICIALLY | | SHARED VOTING POWER | | | | | | | |
| | OWNED BY | | 3,750,900 | | | | | | | |
| | EACH | 7 | SOLE DISPOSITIVE POWER | | | | | | | |
| | REPORTING | | 0 | | | | | | | |
| | PERSON | 8 | SHARED DISPOSITIVE POW | /ER | | | | | | |
| | WITH | | 3,750,900 | | | | | | | |
| 9 | AGGREGATE AM | OUNT I | BENEFICIALLY OWNED BY I | EACH REPORTING PERSON | | • | | | | |
| | 3,750,900 | | | | | | | | | |
| 10 | O CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | | | | | | | | |
| 11 | 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | | |
| 11 | 7.4% | | | | | | | | | |
| 12 | 7 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | | | | | | | | | |
| | IA | | | | | | | | | |
| | | | | | | | | | | |

| CUS | IP No. 29270J10 | 0 | | 13G | Page 3 of 11 P | ages | | |
|--------------------|---|-----------|-----------------------|-----------------------------|----------------|------|--|--|
| | | | | | | | | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | |
| | Ziff Brothers Investments, L.L.C. | | | | | | | |
| 2 | CHECK THE APPI | ROPRIA | ΓΕ BOX IF A MEMBER OF | F A GROUP (SEE INSTRUCTIONS | (a) □ (b) □ | | | |
| 3 | SEC USE ONLY | | | | | | | |
| 4 | CITIZENSHIP OR | PLACE | OF ORGANIZATION | | | | | |
| | Delaware | | | | | | | |
| | NUMBER OF | 5 | SOLE VOTING POWER | | | | | |
| | SHARES | | 0 | | | | | |
| | BENEFICIALLY | 6 | SHARED VOTING POWE | CR . | | | | |
| OWNED BY 3,750,900 | | 3,750,900 | | | | | | |
| | EACH 7 SOLE DISPOSITIVE POWE | | | /ER | | | | |
| | REPORTING | | 0 | | | | | |
| | PERSON 8 SHARED DISPOSITIVE POWER | | | | | | | |
| | WITH | | 3,750,900 | | | | | |
| 9 | AGGREGATE AN | MOUNT | BENEFICIALLY OWNED | BY EACH REPORTING PERSON | | | | |
| | 3,750,900 | | | | | | | |
| 10 | 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | | | | | | |
| 1 | PERCENT OF CL | ASS RE | PRESENTED BY AMOUNT | Γ IN ROW (9) | | | | |
| | 7.4% | | | | | | | |

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

| USIP No. 29270J100 | | 13G | Page 4 of 11 Pages | | | | |
|--|---|---------------------------|--------------------|--|--|--|--|
| I.R.S. IDENTIF | 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) SEC USE ONLY (a) (b) (b) (c) | | | | | | |
| 3 SEC USE ONL | | | | | | | |
| 4 CITIZENSHIP Delaware | OR PLACE OF ORGANIZATIO | N | | | | | |
| NUMBER OF SHARES | 5 SOLE VOTING POWER 0 | R | | | | | |
| BENEFICIALLY OWNED BY | 6 SHARED VOTING POV 3,750,900 | | | | | | |
| EACH REPORTING | 7 SOLE DISPOSITIVE PO | DWER | | | | | |
| PERSON WITH | 8 SHARED DISPOSITIVE 3,750,900 | E POWER | | | | | |
| 9 AGGREGATE AM 3,750,900 | OUNT BENEFICIALLY OWNER | D BY EACH REPORTING PERSO | N | | | | |
| 10 CHECK IF THE ACTIONS) | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | | | | | |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.4% | | | | | | | |
| 12 TYPE OF REPORT | | | | | | | |

| CUSIP No. | . 29270J100 | | | 13G | Page 5 of 11 Pages | |
|-----------------------|--|---------|----------------------------------|--|--|--|
| I I.F | AMES OF REPOR.S. IDENTIFICA | ATION 1 | PERSONS NOS. OF ABOVE PERSONS | S (ENTITIES ONLY) | | |
| 2 ^{CI} | HECK THE APP | ROPRIA | ATE BOX IF A MEMBER O | DF A GROUP (SEE INSTRUCTIO | NS) (a) (b) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d | |
| 3 SE | EC USE ONLY | | | | | |
| 4 | ITIZENSHIP OR Delaware | PLACE | E OF ORGANIZATION | | | |
| S BENI OV RE | NUMBER OF 5 SOLE VOTING POWER 0 SHARES 0 BENEFICIALLY 6 SHARED VOTING POWER 3,750,900 EACH 7 SOLE DISPOSITIVE POWER 0 PERSON 8 SHARED DISPOSITIVE POWER | | | /ER | | |
| 9 AG 3,7: | 750,900 HECK IF THE AG STRUCTIONS) ERCENT OF CLA | GGREGA | | BY EACH REPORTING PERSON) EXCLUDES CERTAIN SHARES TIN ROW (9) | | |

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

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| SIP No. 29270J100 | | | 13G | | Page 6 of 11 Pages | | |
|---|---|------------------------------------|-----------------|----------|--------------------|--|--|
| NAMES OF REPIRES. IDENTIFIC | CATION NOS | SONS . OF ABOVE PERSONS (ENTITI | ES ONLY) | | | | |
| 2 CHECK THE AP | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) □ | | | | | | |
| 3 SEC USE ONLY | SEC USE ONLY | | | | | | |
| 4 CITIZENSHIP Of United States of A | | ORGANIZATION | | | | | |
| NUMBER OF SHARES | 5 SOI 0 | LE VOTING POWER | | | | | |
| BENEFICIALLY OWNED BY | 101 | ARED VOTING POWER | | | | | |
| EACH REPORTING | 7 SOI | LE DISPOSITIVE POWER | | | | | |
| PERSON WITH | 101 | ARED DISPOSITIVE POWER | | | | | |
| 9 AGGREGATE AN 3,750,900 | AOUNT BEN | EFICIALLY OWNED BY EACH I | REPORTING PERS | ON | | | |
| 10 CHECK IF THE A | GGREGATE | AMOUNT IN ROW (9) EXCLUD | DES CERTAIN SHA | RES (SEE | | | |
| PERCENT OF CL 7.4% | 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.

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

David Gray Name: Title: Vice President

SAMANA CAPITAL, L.P.

Morton Holdings, Inc., its general partner

/s/ David Gray

Name: David Gray Title: Vice President

MORTON HOLDINGS, INC.

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

/s/ PHILIP B. KORSANT

Philip B. Korsant

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