

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): July 16, 2020



Delaware
(State or Other Jurisdiction of Incorporation)

001-34112
(Commission File Number)

01-0616867
(I.R.S. Employer Identification No.)

1717 Doolittle Drive, San Leandro, California 94577
(Address of Principal Executive Offices) (Zip Code)

(510) 483-7370
(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))

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, \$0.001 par value per share | ERII | The Nasdaq Stock Market LLC |

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 5.07 Submission of Matters to a Vote of Security Holders.

Energy Recovery, Inc. (the "Company") held its 2020 Annual Meeting of Stockholders (the "Annual Meeting") on July 16, 2020 to (i) elect two Class III members of the Board of Directors, (ii) approve the Energy Recovery, Inc. 2020 Incentive Plan, (iii) ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm; and (iv) approve, on a non-binding advisory basis, the compensation of the Company's named executive officers.

As of May 21, 2020, the record date for the Annual Meeting, there were 55,630,374 shares of common stock outstanding and entitled to vote. At the Annual Meeting, 43,907,965 shares of common stock, or approximately 79%, were represented in person or by proxy, constituting a quorum.

The final results for the proposals voted on at the Annual Meeting are set forth below:

Proposal 1 – Election of Class III Directors.

The stockholders elected two Class III Directors of the Company's Board of Directors to serve for a three-year term until the 2023 Annual Meeting or until their respective successors are elected and qualified or until their earlier death, resignation, or removal. The following table shows the results of the stockholders' vote:

| Nominee for Class III Director | Votes For (% of Voted) | Withheld (% of Voted) | Broker Non-Votes |
|--------------------------------|------------------------|-----------------------|------------------|
| Alexander J. Buehler | 34,699,666 (97.4%) | 931,082 (2.6%) | 8,277,217 |
| Robert Yu Lang Mao | 27,671,282 (77.7%) | 7,959,466 (22.3%) | 8,277,217 |

Proposal 2 – Approval of the Energy Recovery, Inc. 2020 Incentive Plan.

This proposal was approved. The following table shows the results of the stockholders' vote:

| Votes For (% of Voted) | Votes Against (% of Voted) | Abstentions | Broker Non-Votes |
|------------------------|----------------------------|-------------|------------------|
| 28,262,106 (79.4%) | 7,321,394 (20.6%) | 47,248 | 8,277,217 |

Proposal 3 – Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020.

This proposal was approved. The following table shows the results of the stockholders' vote:

| Votes For (% of Voted) | Votes Against (% of Voted) | Abstentions |
|------------------------|----------------------------|-------------|
| 43,400,458 (99.7%) | 141,502 (0.3%) | 366,005 |

Proposal 4 – Non-Binding Advisory Vote on Executive Compensation.

This proposal was approved. The following table shows the results of the stockholders' vote:

| Votes For (% of Voted) | Votes Against (% of Voted) | Abstentions | Broker Non-Votes |
|------------------------|----------------------------|-------------|------------------|
| 33,305,397 (97.7%) | 792,312 (2.3%) | 1,533,039 | 8,277,217 |

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.

Energy Recovery, Inc.

Date: July 17, 2020

By: /s/ William Yeung
William Yeung
Chief Legal Officer