

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): October 24, 2024 (October 23, 2023)



ENERGY RECOVERY, INC.

(Exact Name of Registrant as Specified in its Charter)

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

Appointment of Interim President and Chief Executive Officer

On October 23, 2023, the Board of Directors (the "Board") of Energy Recovery, Inc. (the "Company") appointed David Moon, a current member of the Board as Interim President and Chief Executive Officer, effective immediately, to hold such position until a permanent successor President and Chief Executive Officer is appointed. Mr. Moon was previously a member of the Audit Committee and the Nominating and Corporate Governance Committee. In connection with his appointment as Interim President and Chief Executive Officer, Mr. Moon has stepped down from both committees, but will remain on the Board.

Mr. Moon, age 61, joined the Board in July 2023. Prior to that, Mr. Moon was President of Carrier Commercial Refrigeration, a supplier of high-efficiency CO₂ turnkey refrigeration systems and services and a division of Carrier Global Corporation (NYSE: CARR), from 2020 to 2021. Prior to that, Mr. Moon worked as an Advisor for Ares Management LLC on the acquisition of CoolSys, Inc., a commercial refrigeration and HVAC services provider, in March 2019. He joined the CoolSys Board of Directors following such acquisition. Prior to that, Mr. Moon was President and Chief Operating Officer of Heatcraft Worldwide Refrigeration, a commercial refrigerator supplier and a division of Lennox International, Inc. (NYSE: LII), a provider of climate control products for heating, air conditioning, ventilation and refrigeration markets, from 2006 to 2017. Mr. Moon joined Lennox International, Inc. in 1998, holding various management positions in the United States, Singapore and Australia. Prior to that, Mr. Moon held various management positions at Allied Signal, Inc. (NYSE: ALD), Case Corporation and Tenneco Oil Company in the United States, Hong Kong, Taiwan and Germany. Mr. Moon served on the Board of Directors of American Woodmark Corporation (Nasdaq: AMWD) from 2015 to 2020. Mr. Moon received a Bachelor of Science in Civil Engineering and an MBA from Texas A&M University.

Mr. Moon does not have any family relationship with any director or executive officer of the Company, or person nominated or chosen by the Company to become a director or executive officer, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with his appointment as Interim President and Chief Executive Officer, Mr. Moon will receive a base salary of \$550,000 per annum, plus a one-time equity award valued at approximately \$280,000, in each case pro-rated for the duration of his service, and other standard employee benefits. As an employee, Mr. Moon will no longer be eligible to receive his annual Board fees, consisting of a \$50,000 cash retainer and a \$100,000 equity retainer.

Departure of President and Chief Executive Officer

On October 23, 2023, Robert Yu Lang Mao, President and Chief Executive Officer, departed as President and Chief Executive Officer, effective October 23, 2023. Mr. Mao will remain on the Board but will no longer be serving as Chairman of the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, issued by Energy Recovery on October 24, 2023.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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: October 24, 2024

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



Energy Recovery Announces Leadership Transition

Appoints David Moon Interim CEO

SAN LEANDRO, Calif. — October 24, 2023 — Energy Recovery, Inc. (NASDAQ: ERII) today announced Mr. David Moon, a current member of the Energy Recovery Board of Directors, has been appointed interim Chief Executive Officer, effective immediately. Mr. Bob Mao will remain a member of the Board, and Ms. Pamela Tondreau, current Lead Independent Director, has been elected as the new Chairperson of the Board. A comprehensive search process to identify a permanent President and Chief Executive Officer, which includes internal and external candidates, has been underway with the assistance of a leading executive search firm.

“The Board has firm conviction in Energy Recovery’s long-term potential and is confident Mr. Moon is the right leader for this moment of transition, alongside the rest of the management team,” said Ms. Tondreau. “The Board will work closely with the management team to ensure this transition is seamless for Energy Recovery’s shareholders, customers, employees, and suppliers.”

Ms. Tondreau continued, “The Board thanks Mr. Mao for his leadership in developing the concept of our PX technology as a platform. This change in leadership reflects the company’s changing needs as we progress into our next phase of growth, scaling the commercialization of our offerings in refrigeration and wastewater treatment.”

“Energy Recovery’s position as a global leader in energy efficiency technology reflects the hard work of our incredible team. I am honored to serve in this role at such an important time for the business, and I look forward to working alongside the Board and our team to help the company reach its full potential,” said Mr. Moon.

Mr. Moon joined Energy Recovery's Board of Directors in July 2023 and brings with him a wealth of senior leadership experience developing and commercializing technologies with a focus in the heating and cooling industry. Mr. Moon previously served as President of Carrier Commercial Refrigeration (CCR), a division of Carrier Global Corporation. CCR is a leading supplier of high-efficiency CO₂ turnkey refrigeration systems and services to the food retail, processing, and storage segments and pharmaceutical segment in EMEA and Asia. Prior to that, Mr. Moon worked as an Advisor for Ares Management LLC on the acquisition of CoolSys and joined the CoolSys Board of Directors post-acquisition.

Mr. Moon was President and Chief Operating Officer of Heatcraft Worldwide Refrigeration, a division of Lennox International, Inc., from 2006 to 2017. Heatcraft was the global OEM leader in commercial refrigeration equipment. Mr. Moon joined Lennox International, Inc. in 1998 holding various management positions in the United States, Singapore, and Australia. Mr. Moon also previously served as various management positions at Allied Signal, Inc., Case Corporation, and Tenneco Oil Company in the United States, Hong Kong, Taiwan, and Germany. Mr. Moon also served on the Board of Directors of American Woodmark Corporation from 2015 to 2020.

About Energy Recovery

Energy Recovery (Nasdaq: ERII) is a trusted global leader in energy efficiency technology. Building on our pressure exchanger technology platform, we design and manufacture reliable, high-performance solutions that generate cost savings and increase energy efficiency across several industries. With a strong foundation in the desalination industry, Energy Recovery has delivered transformative solutions that optimize operations and deliver positive environmental impact to our customers worldwide for more than 30 years. Headquartered in the San Francisco Bay Area, Energy Recovery has manufacturing and research and development facilities across California and Texas with sales and on-site technical support available globally. For more information, please visit energyrecovery.com.

Forward Looking Statements

Certain matters discussed in this press release are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on information currently available to us and on management’s beliefs, assumptions, estimates, or projections and are not guarantees of future events or results. Potential risks and uncertainties and any other factors that may have been discussed herein regarding the risks and uncertainties of the Company’s business, and the risks discussed under “Risk Factors” in the Company’s Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) for the year ended December 31, 2022, as well as other reports filed by the Company with the SEC from time to time. Because such forward-looking statements involve risks and uncertainties, the Company’s actual results may differ materially from the predictions in these forward-looking statements. All forward-looking statements are made as of today, and the Company assumes no obligation to update such statements.

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