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

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**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 31, 2024

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**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
<b>Common Stock, \$0.001 par value</b>	<b>ERII</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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

**Appointment of Chief Financial Officer**

On July 31, 2024, Energy Recovery, Inc. (the "Company") announced the hiring of Mr. Michael Mancini, age 43, as the Chief Financial Officer ("CFO") of the Company. Mr. Mancini will assume his role and duties effective on August 5, 2024.

Mr. Mancini is an experienced CFO and business strategist with extensive capital markets experience. Mr. Mancini joins Energy Recovery from San Francisco-based telecommunications satellite company Astranis Space Technologies Corp., where he served as CFO for four years and was instrumental in long-term strategy development and execution to guide profitable growth. He was previously CFO and Executive Vice President of Strategy for aircraft startup Aerion Supersonic, where he built the finance and accounting organization from the ground up and crafted the capital-raising strategy for a \$4 billion development program. Previous roles include private equity and hedge fund investing. Mr. Mancini holds a bachelors degree in finance and economics from Boston College.

Mr. Mancini's offer letter provides that he will be employed by the Company "at will" and contains the following additional terms, he will:

- (1) receive an annual base salary of \$400,000;
- (2) receive a stock option grant with a fair value of \$1,500,000 based on the Company's common stock under the Company's 2020 Incentive Plan on the grant date. The stock option will vest over a four (4) year period, with twenty-five percent (25%) of the stock option vesting on the one year anniversary of the grant date and 1/36<sup>th</sup> monthly thereafter. The grant date of the award will be approximately Mr. Mancini's start date with the Company and the exercise price per share will be equal to the closing price on NASDAQ of a share of the Company's common stock on the grant day. The stock option award will, in all cases, be subject to the terms and conditions of the Company's 2020 Incentive Plan, award agreement, and notice of grant. The Energy Recovery, Inc. 2020 Incentive Plan, is filed as Exhibit 10.13 to the Company's 2023 Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on February 21, 2024; and
- (3) be eligible to participate in the Company's comprehensive benefits programs.

A copy of the offer letter is filed hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the offer letter is subject to, and qualified in its entirety by, the offer letter.

There are no family relationships between Mr. Mancini and any of the executive officers or directors of the Company, and there are no arrangements or understandings between Mr. Mancini and any other person pursuant to which he was appointed as an officer of the Company. There are no actual or proposed related party transactions with Mr. Mancini that are reportable under Item 5.02 of Form 8-K and Item 404(a) of Regulation S-K.

On July 31, 2024, the Company issued a press release announcing Mr. Mancini's appointment. A copy of such press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Offer Letter to Mr. Michael Mancini, as Chief Financial Officer
99.1	Press Release, issued by Energy Recovery on July 31, 2024
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**Signatures**

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 31, 2024

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

July 5, 2024

Mr. Michael Mancini  
Via email

Re: Offer of Employment with Energy Recovery, Inc. as Chief Financial Officer

Dear Michael:

We are pleased to offer you a full-time position with Energy Recovery, Inc. (the "Company"), as Chief Financial Officer, reporting to David Moon, President and Chief Executive Officer, based in our headquarters in San Leandro, California, and subject to the following terms and conditions.

**Start Date and Salary.** Your start date will be August 5, 2024. In connection with your role, you will receive a bi-weekly salary of \$15,385 per pay period (annualized \$400,000), less deductions authorized or required by law, which will be paid bi-weekly in accordance with the Company's standard payroll procedures.

**Annual Incentive Plan.** You will be eligible to participate in the Company's Annual Incentive Plan ("AIP") pursuant to which you may receive up to 60% of your base salary as a bonus for achieving certain performance goals established by the Board of Directors each year. For 2024, your AIP payout, if any, will be prorated based on your start date with the Company.

**Sign-on Equity Grant.** In connection with your employment, you will be granted an option to purchase \$1,500,000 worth of the Company's common stock under the Company's 2020 Incentive Plan. The option will vest over a four (4) year period, with twenty-five percent (25%) of the option vesting on the one year anniversary of the grant date and 1/36<sup>th</sup> monthly thereafter. The grant date of the award will be approximately your start date with the Company and the exercise price per share will be equal to the closing price on NASDAQ of a share of the Company's common stock on the grant day. The option award will in all cases be subject to the terms and conditions of the Company's 2020 Incentive Plan, award agreement, and notice of grant.

**Long Term Incentive Plan.** Subject to the approval and discretion of the Company's Board of Directors or its Compensation Committee, each year you may be granted equity awards under the Company's 2020 Incentive Plan. The awards will generally be in the form of options to purchase the Company's common stock, restricted stock units (RSUs) and/or performance stock units (PSUs) or some combination thereof. The exercise price per share of an option award or the value of the RSUs and PSUs will be equal to the closing price on NASDAQ of a share of the Company's common stock on the day the Committee approves your grant, and all awards will be subject to the terms and conditions of the 2020 Incentive Plan or such other Plan the Board and shareholders may approve and any award agreement.

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**Change of Control.** In connection with your appointment, you will be named as a Participant in the Company's Change in Control Plan ("CCP"), as amended.

**Termination for Convenience.** In connection with your appointment, you will be named as a Participant in the Company's Severance Plan, as amended.

**Benefits.** As a full-time employee, you will be eligible to receive employee benefits including, paid-time-off under the company's DTO "Discretionary Time Off" policy, medical, dental and vision insurance for you and your dependents; as well as long-term disability and life insurance. Your eligibility to participate in these programs will begin the first of the month following your date of hire. Please note that the benefits program may change from time to time at the Company's discretion.

**Employment Status.** Although your status may change, your employment with the Company remains "at will", meaning that either you or the Company will be entitled to terminate your employment at any time and for any reason, with or without cause. Any contrary representations which may have been made to you are superseded by this offer letter. In addition, although your job duties, compensation, benefits, as well as the Company's personnel policies and procedures may change in the future, the "at will" nature of your employment may not be changed.

Please note that this offer is conditional upon your ability to present employment eligibility and properly complete the Form I-9 by the third work day after your date of hire as required by the Immigration Reform & Control Act of 1986. A copy of the form will be provided to you.

**Background & Reference Checks.** It is Energy Recovery, Inc. policy to conduct background, drug, and professional reference checks prior to employment. This offer is contingent upon acceptable results of both the basic background check (online Background Verification Request form sent separately) and professional reference checks. This offer is also contingent upon your successfully passing a pre-employment drug test in accordance with Energy Recovery Inc.'s Drug-Free Workplace Policy.

Please accept this offer of employment as of the start date set forth above by signing your name and setting forth the agreed start date below. Then return this letter to me by email or fax by July 10, 2024. If your acceptance is not received by this date, we shall assume that you have declined the offer and it shall be null and void. Please call me if you have any questions regarding the information outlined herein.

Sincerely,

/s/ David Moon

David Moon

President and Chief Executive Officer

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I hereby accept the foregoing offer of employment and acknowledge that no representations, offer, commitments, other than those contained herein, have been issued, given, or made to me whatsoever. I understand that this agreement does not constitute a guarantee of employment for a fixed period.

/s/ Michael Mancini  
Michael Mancini

July 15, 2024  
Date



## Energy Recovery Appoints Mike Mancini as Chief Financial Officer

**SAN LEANDRO, Calif. — July 31, 2024** — Energy Recovery, Inc. (Nasdaq: ERII) today announced the appointment of Michael (Mike) Mancini as Chief Financial Officer (CFO). He will join Energy Recovery on August 5, 2024. Mr. Mancini is an experienced CFO and business strategist with extensive operational and capital markets experience.

“From Mike’s extensive experience with high-growth engineering and technology businesses to his expertise in capital allocation, he possesses all the qualities we have been seeking in a new CFO,” said David Moon, President and CEO of Energy Recovery. “Mike’s analytical horsepower and collaborative approach will be tremendous assets as we advance our growth strategy and move further into new markets.”

Mr. Mancini joins Energy Recovery from Astranis Space Technologies Corp., a San Francisco-based next-gen satellite company, where he served as CFO for four years and was instrumental in bringing this revolutionary satellite technology to market. He was previously CFO and Executive Vice President of Strategy for Aerion Supersonic, a supersonic aircraft startup, where he built the finance and accounting organization from the ground up, led partnership efforts with leading global aerospace companies, and crafted the company’s multibillion-dollar financing strategy. Prior to his CFO roles, Mr. Mancini was a private equity and hedge fund investor, deploying capital in both growth-stage and value-based investing strategies.

“I am honored to join the talented team at Energy Recovery to drive its continued innovation as a hard-tech company focused on energy efficiency solutions,” Mr. Mancini said. “I have dedicated my career to advancing world-changing technologies and am looking forward to helping Energy Recovery realize its full potential. I’m excited about the business today but even more so about where it’s heading.”

Mr. Mancini holds a bachelor’s degree in finance and economics from Boston College and will be based in the San Francisco Bay Area.

### About Energy Recovery

Energy Recovery 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, increase energy efficiency, and reduce carbon emissions across several industries. With a strong foundation in the desalination industry, Energy Recovery has delivered transformative solutions that increase operational efficiency and environmental sustainability to our customers worldwide for more than 30 years. Headquartered in the San Francisco Bay Area, Energy Recovery has manufacturing and R&D facilities across California and Texas, with sales and on-site technical support available globally. For more information, please visit [www.energyrecovery.com](http://www.energyrecovery.com).

### Press Inquiries

[pr@energyrecovery.com](mailto:pr@energyrecovery.com)

### Investor Inquiries

[ir@energyrecovery.com](mailto:ir@energyrecovery.com)